UNION BANKSHARES INC
Form 10-Q
August 09, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

OR

( ) TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended: June 30, 2018

Commission file number: 001-15985

UNION BANKSHARES, INC.
VERMONT 03-0283552

P.O. BOX 667
20 LOWER MAIN STREET
MORRISVILLE, VT 05661

Registrant's telephone number: 802-888-6600

Former name, former address and former fiscal year, if changed since last report: Not applicable

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

Common Stock, $2.00 par value	Nasdaq Stock Market
(Title of class)	(Exchanges registered on)

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting

company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer [ ]	Accelerated filer [X]
Non-accelerated filer [ ] (Do not check if a smaller reporting company)	Smaller reporting company [ ]
	Emerging growth company [ ]

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of July 30, 2018.
Common Stock, $2 par value 4,465,807 shares

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PART I FINANCIAL INFORMATION
Item 1. Financial Statements
UNION BANKSHARES, INC. AND SUBSIDIARY
CONSOLIDATED BALANCE SHEETS

	June 30, 2018	December 31, 2017
	(Unaudited)	
Assets	(Dollars in thousands)	
Cash and due from banks	$4,236	$ 3,857
Federal funds sold and overnight deposits	9,610	34,651
Cash and cash equivalents	13,846	38,508
Interest bearing deposits in banks	9,996	9,352
Investment securities available-for-sale	69,543	65,439
Investment securities held-to-maturity (fair value $999 thousand at December 31, 2017)	—	1,000
Other investments	559	—
Total investments	70,102	66,439
Loans held for sale	5,424	7,947
Loans	575,076	586,615
Allowance for loan losses	(5,553)	(5,408)
Net deferred loan costs	846	795
Net loans	570,369	582,002
Accrued interest receivable	2,338	2,500
Premises and equipment, net	15,172	14,255
Core deposit intangible	497	583
Goodwill	2,223	2,223
Investment in real estate limited partnerships	4,367	3,166
Company-owned life insurance	8,921	8,861
Other assets	14,390	9,995
Total assets	$717,645	$ 745,831
Liabilities and Stockholders’ Equity		
Liabilities		
Deposits		
Noninterest bearing	$110,984	$ 127,824
Interest bearing	360,582	418,621
Time	107,321	101,129
Total deposits	578,887	647,574
Borrowed funds	69,039	31,581
Accrued interest and other liabilities	9,610	8,015
Total liabilities	657,536	687,170
Commitments and Contingencies		
Stockholders’ Equity		
Common stock, $2.00 par value; 7,500,000 shares authorized; 4,940,961 shares issued at June 30, 2018 and December 31, 2017	9,882	9,882
Additional paid-in capital	850	755
Retained earnings	59,715	57,197
Treasury stock at cost; 475,158 shares at June 30, 2018 and 475,385 shares at December 31, 2017	(4,078)	(4,077)
Accumulated other comprehensive loss	(6,260)	(5,096)
Total stockholders' equity	60,109	58,661

Total liabilities and stockholders' equity	$717,645	$ 745,831

See accompanying notes to unaudited interim consolidated financial statements.

UNION BANKSHARES, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF INCOME (Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
	(Dollars in thousands, except per share data)			
Interest and dividend income				
Interest and fees on loans	$7,374	$ 6,608	$14,373	$ 12,930
Interest on debt securities:				
Taxable	308	249	597	491
Tax exempt	146	162	291	327
Dividends	55	27	95	72
Interest on federal funds sold and overnight deposits	9	19	62	49
Interest on interest bearing deposits in banks	51	36	96	71
Total interest and dividend income	7,943	7,101	15,514	13,940
Interest expense				
Interest on deposits	574	396	1,107	818
Interest on borrowed funds	157	120	271	235
Total interest expense	731	516	1,378	1,053
Net interest income	7,212	6,585	14,136	12,887
Provision for loan losses	150	—	150	—
Net interest income after provision for loan losses	7,062	6,585	13,986	12,887
Noninterest income				
Trust income	191	191	384	369
Service fees	1,483	1,451	2,970	2,891
Net gains on sales of investment securities available-for-sale	—	9	—	9
Net gains on sales of loans held for sale	431	597	726	1,105
Other income	47	85	543	192
Total noninterest income	2,152	2,333	4,623	4,566
Noninterest expenses				
Salaries and wages	2,614	2,504	5,263	5,072
Pension and employee benefits	1,197	951	2,155	1,830
Occupancy expense, net	336	363	731	753
Equipment expense	511	523	1,046	1,057
Other expenses	1,660	1,530	3,258	3,100
Total noninterest expenses	6,318	5,871	12,453	11,812
Income before provision for income taxes	2,896	3,047	6,156	5,641
Provision for income taxes	446	820	959	1,484
Net income	$2,450	$ 2,227	$5,197	$ 4,157
Earnings per common share	$0.54	$ 0.50	$1.16	$ 0.93
Weighted average number of common shares outstanding	4,465,74	4,461,865	4,465,669	4,461,961
Dividends per common share	$0.30	$ 0.29	$0.60	$ 0.58

See accompanying notes to unaudited interim consolidated financial statements.

UNION BANKSHARES, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
	(Dollars in thousands)			
Net income	$2,450	$2,227	$5,197	$4,157
Other comprehensive (loss) income, net of tax:				
Investment securities available-for-sale:				
Net unrealized holding (losses) gains arising during the period on investment securities available-for-sale	(214)	338	(1,164)	563
Reclassification adjustment for net gains on sales of investment securities available-for-sale realized in net income	—	(6)	—	(6)
Total other comprehensive (loss) income	(214)	332	(1,164)	557
Total comprehensive income	$2,236	$2,559	$4,033	$4,714

See accompanying notes to unaudited interim consolidated financial statements.

UNION BANKSHARES, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
Six Months Ended June 30, 2018 and 2017 (Unaudited)

	Common Stock						
	Shares, net of treasury	Amount	Additional paid-in capital	Retained earnings	Treasury stock	Accumulated other comprehensive loss	Total stockholders' equity
	(Dollars in thousands, except per share data)						
Balances December 31, 2017	4,465,576	$ 9,882	$ 755	$ 57,197	$ (4,077)	$ (5,096)	$ 58,661
Net income	—	—	—	5,197	—	—	5,197
Other comprehensive loss	—	—	—	—	—	(1,164)	(1,164)
Dividend reinvestment plan	287	—	13	—	2	—	15
Cash dividends declared ($0.60 per share)	—	—	—	(2,679)	—	—	(2,679)
Stock based compensation expense	—	—	82	—	—	—	82
Purchase of treasury stock	(60)	—	—	—	(3)	—	(3)
Balances June 30, 2018	4,465,803	$ 9,882	$ 850	$ 59,715	$ (4,078)	$ (6,260)	$ 60,109
Balances, December 31, 2016	4,462,135	$ 9,874	$ 620	$ 53,086	$ (4,022)	$ (3,279)	$ 56,279
Net income	—	—	—	4,157	—	—	4,157
Other comprehensive income	—	—	—	—	—	557	557
Dividend reinvestment plan	273	—	9	—	2	—	11
Cash dividends declared ($0.58 per share)	—	—	—	(2,588)	—	—	(2,588)
Stock based compensation expense	—	—	68	—	—	—	68
Purchase of treasury stock	(675)	—	—	—	(27)	—	(27)
Balances, June 30, 2017	4,461,733	$ 9,874	$ 697	$ 54,655	$ (4,047)	$ (2,722)	$ 58,457

See accompanying notes to unaudited interim consolidated financial statements.

UNION BANKSHARES, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)

	Six Months Ended June 30,	
	2018	2017
Cash Flows From Operating Activities	(Dollars in thousands)	
Net income	$5,197	$4,157
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	586	611
Provision for loan losses	150	—
Deferred income tax provision	(62)	337
Net amortization of investment securities	193	222
Equity in losses of limited partnerships	269	314
Stock based compensation expense	82	68
Net increase in unamortized loan costs	(51)	(59)
Proceeds from sales of loans held for sale	50,144	59,661
Origination of loans held for sale	(46,895)	(56,159)
Net gain on sales of loans held for sale	(726)	(1,105)
Net (gain) loss on disposals of premises and equipment	(191)	13
Net gain on sales of investment securities available-for-sale	—	(9)
Net gain on sales of other real estate owned	(11)	—
Decrease in accrued interest receivable	162	230
Amortization of core deposit intangible	86	86
(Increase) decrease in other assets	(2,823)	457
Contribution to defined benefit pension plan	—	(750)
Increase in other liabilities	820	378
Net cash provided by operating activities	6,930	8,452
Cash Flows From Investing Activities		
Interest bearing deposits in banks		
Proceeds from maturities and redemptions	1,594	4,384
Purchases	(2,238)	(3,236)
Investment securities held-to-maturity		
Proceeds from maturities, calls and paydowns	1,000	—
Investment securities available-for-sale		
Proceeds from sales	—	1,445
Proceeds from maturities, calls and paydowns	2,810	3,233
Purchases	(9,101)	(4,468)
Other Investments		
Proceeds from sales	44	—
Purchases	(82)	—
Purchase of nonmarketable stock	(2,510)	(272)
Redemption of nonmarketable stock	906	—
Net decrease (increase) in loans	11,530	(2,999)
Recoveries of loans charged off	4	10
Purchases of premises and equipment	(1,516)	(332)
Proceeds from Company-owned life insurance death benefit	307	—
Investments in limited partnerships	(695)	(216)
Proceeds from sales of premises and equipment	204	—

Proceeds from sales of other real estate owned	47	—
Net cash provided by (used in) investing activities	2,304	(2,451)

Cash Flows From Financing Activities		
Advances on long-term borrowings	84,175	—
Repayment of long-term debt	(45,940)	(138)
Net (decrease) increase in short-term borrowings outstanding	(777)	4,938
Net decrease in noninterest bearing deposits	(16,840)	(4,215)
Net decrease in interest bearing deposits	(58,039)	(25,542)
Net increase (decrease) in time deposits	6,192	(3,280)
Purchase of treasury stock	(3)	(27)
Dividends paid	(2,664)	(2,577)
Net cash used in financing activities	(33,896)	(30,841)
Net decrease in cash and cash equivalents	(24,662)	(24,840)
Cash and cash equivalents		
Beginning of period	38,508	39,275
End of period	$13,846	$14,435
Supplemental Disclosures of Cash Flow Information		
Interest paid	$1,381	$1,072
Income taxes paid	$925	$325

Dividends paid on Common Stock:		
Dividends declared	$2,679	$2,588
Dividends reinvested	(15)	(11)
	$2,664	$2,577

See accompanying notes to unaudited interim consolidated financial statements.

UNION BANKSHARES, INC. AND SUBSIDIARY
NOTES TO UNAUDITED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Note 1. Basis of Presentation

The accompanying unaudited interim consolidated financial statements of Union Bankshares, Inc. and Subsidiary (together, the Company) as of June 30, 2018, and for the three and six months ended June 30, 2018 and 2017, have been prepared in conformity with GAAP for interim financial information, general practices within the banking industry, and the accounting policies described in the Company's Annual Report on Form 10-K for the year ended December 31, 2017 (2017 Annual Report). The Company's sole subsidiary is Union Bank. In the opinion of the Company's management, all adjustments, consisting only of normal recurring adjustments and disclosures necessary for a fair presentation of the information contained herein, have been made. This information should be read in conjunction with the Company's 2017 Annual Report. The results of operations for the interim periods are not necessarily indicative of the results of operations to be expected for the full fiscal year ending December 31, 2018, or any future interim period.

In addition to the definitions set forth elsewhere in this report, the acronyms, abbreviations and capitalized terms identified below are used throughout this Form 10-Q, including Part I. "Financial Information" and Part II. "Other Information". The following is provided to aid the reader and provide a reference page when reviewing this Form 10-Q.

AFS:	Available-for-sale	IRS:	Internal Revenue Service
ALCO:	Asset Liability Committee	MBS:	Mortgage-backed security
ALL:	Allowance for loan losses	MSRs:	Mortgage servicing rights
ASC:	Accounting Standards Codification	OAO:	Other assets owned
ASU:	Accounting Standards Update	OCI:	Other comprehensive income (loss)
Board:	Board of Directors	OFAC:	U.S. Office of Foreign Assets Control
bp or bps:	Basis point(s)	OREO:	Other real estate owned
Branch Acquisition:	The acquisition of three New Hampshire branches in May 2011	OTTI:	Other-than-temporary impairment
CDARS:	Certificate of Deposit Accounts Registry Service of the Promontory Interfinancial Network	OTT:	Other-than-temporary
Company:	Union Bankshares, Inc. and Subsidiary	Plan:	The Union Bank Pension Plan
DRIP:	Dividend Reinvestment Plan	RD:	USDA Rural Development
FASB:	Financial Accounting Standards Board	RSU:	Restricted Stock Unit
FDIC:	Federal Deposit Insurance Corporation	SBA:	U.S. Small Business Administration
FHA:	U.S. Federal Housing Administration	SEC:	U.S. Securities and Exchange Commission
FHLB:	Federal Home Loan Bank of Boston	TDR:	Troubled-debt restructuring
FRB:	Federal Reserve Board	Union:	Union Bank, the sole subsidiary of Union Bankshares, Inc
FHLMC/Freddie Mac:	Federal Home Loan Mortgage Corporation	USDA:	U.S. Department of Agriculture
GAAP:	Generally Accepted Accounting Principles in the United States	VA:	U.S. Veterans Administration
HTM:	Held-to-maturity	2008 ISO Plan:	2008 Incentive Stock Option Plan of the Company
HUD:	U.S. Department of Housing and Urban Development	2014 Equity Plan:	2014 Equity Incentive Plan
ICS:	Insured Cash Sweeps of the Promontory Interfinancial Network	2017 Annual Report	Annual Report of Form 10-K for the year ended December 31, 2017
			Tax Cut and Jobs Act of 2017

2017 Tax
Act:

Note 2. Legal Contingencies
In the normal course of business, the Company is involved in various legal and other proceedings. In the opinion of management, any liability resulting from such proceedings is not expected to have a material adverse effect on the Company's consolidated financial condition or results of operations.

Note 3. Per Share Information

Earnings per common share are computed based on the weighted average number of shares of common stock outstanding during the period and reduced for shares held in treasury. The assumed exercise of outstanding exercisable stock options and vesting of RSUs does not result in material dilution and is not included in the calculation.

Note 4. Recent Accounting Pronouncements

The Company adopted ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606) using a modified-retrospective transition method, as of January 1, 2018. The ASU requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. While the guidance replaces most existing revenue recognition guidance in GAAP, the ASU is not applicable to financial instruments and, therefore, did not impact a majority of the Company’s revenues, including net interest income. The Company's assessment determined that no cumulative-effect adjustment to beginning stockholders' equity would be required under the modified retrospective transition method within the consolidated financial statements as there was no change in revenue recognition upon adoption of ASU No. 2014-09.

In January 2016, the FASB issued ASU No. 2016-01, Financial Instruments - Overall: Recognition and Measurement of Financial Assets and Financial Liabilities. The ASU was issued to enhance the reporting model for financial instruments to provide users of financial statements with more decision-useful information. This ASU changes how entities account for equity investments that do not result in consolidation and are not accounted for under the equity method of accounting. The ASU also changes certain disclosure requirements and other aspects of GAAP, including a requirement for public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes. The ASU became effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. The adoption of the ASU did not have a material effect on the Company's consolidated financial statements.

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842). The ASU was issued to increase transparency and comparability among organizations by recognizing lease assets and liabilities (including operating leases) on the balance sheet and disclosing key information about leasing arrangements. Previous lease accounting did not require the inclusion of operating leases in the balance sheet. The ASU is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Early application is permitted. The Company is evaluating the potential impact of the ASU on its consolidated financial statements by reviewing its lease contracts.

In June 2016, the FASB issued ASU No. 2016-13, Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments. Under the new guidance, which will replace the existing incurred loss model for recognizing credit losses, banks and other lending institutions will be required to recognize the full amount of expected credit losses. The new guidance, which is referred to as the current expected credit loss model ("CECL"), requires that expected credit losses for financial assets held at the reporting date that are accounted for at amortized cost be measured and recognized based on historical experience and current and reasonably supportable forecasted conditions to reflect the full amount of expected credit losses. A modified version of these requirements also applies to debt securities classified as AFS. The ASU is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. Early adoption is permitted for fiscal years beginning after December 15, 2018, including interim periods within such years. The Company has established a CECL implementation team and developed a transition project plan. The team members have evaluated CECL implementation software providers and the Company has entered into an agreement with Sageworks. Historical data has been compiled and training on utilizing the software for the existing incurred loss model has been completed. Training is ongoing during 2018 surrounding CECL implementation and methodologies, including the running of parallel calculations throughout the year. This will facilitate the implementation process and management's evaluation of the potential impact of the ASU on the Company's consolidated financial statements.

In January 2017, the FASB issued ASU No. 2017-04, Intangibles - Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment. The ASU was issued to reduce the cost and complexity of the goodwill impairment test. To simplify the subsequent measurement of goodwill, step two of the goodwill impairment test was eliminated. Instead, a company will recognize an impairment of goodwill should the carrying value of a reporting unit exceed its

fair value (i.e. step one). The ASU will be effective for the Company on January 1, 2020 and will be applied prospectively. The Company does not expect the implementation to have a material effect on the Company's consolidated financial statements.

In February 2018, the FASB issued ASU No. 2018-02, Income Statement - Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income (Loss). This ASU was issued to allow a reclassification from accumulated other comprehensive income (loss) to retained earnings for stranded tax effects resulting from the 2017 Tax Act. Consequently, the amendments eliminate the stranded tax effects resulting from the 2017 Tax Act and will improve the usefulness of information reported to financial statement users. However, because the amendments only relate to the reclassification of the income tax effects of the 2017 Tax Act, the underlying guidance that requires that the effect of a change in tax laws or rates be included in income from continuing operations is not affected. The ASU is effective for fiscal years beginning

after December 15, 2018, with early adoption permitted for financial statements which have not yet been issued. The Company adopted the ASU for the December 31, 2017 consolidated financial statements.

Note 5. Goodwill and Other Intangible Assets

As a result of the 2011 Branch Acquisition, the Company recorded goodwill amounting to $2.2 million. The goodwill is not amortizable. Goodwill is evaluated for impairment annually, in accordance with current authoritative accounting guidance. Management assesses qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of the Company, in total, is less than its carrying amount. Management is not aware of any such events or circumstances that would cause it to conclude that the fair value of the Company is less than its carrying amount.

The Company also initially recorded $1.7 million of acquired identifiable intangible assets in connection with the 2011 Branch Acquisition, representing the core deposit intangible which is subject to straight-line amortization over the estimated 10 year average life of the core deposit base, absent any future impairment. Management will evaluate the core deposit intangible for impairment if conditions warrant.

Amortization expense for the core deposit intangible was $43 thousand for the three months ended June 30, 2018 and 2017 and $86 thousand for the six months ended June 30, 2018 and 2017. The amortization expense is included in other expenses on the consolidated statements of income and is deductible for tax purposes. As of June 30, 2018, the remaining amortization expense related to the core deposit intangible, absent any future impairment, is expected to be as follows:

	(Dollars in thousands)
2018	$ 85
2019	171
2020	171
2021	70
Total	$ 497

Note 6. Investment Securities

AFS and HTM investment securities as of the balance sheet dates consisted of the following:

June 30, 2018	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	(Dollars in thousands)			
Available-for-sale				
Debt securities:				
U.S. Government-sponsored enterprises	$7,166	$ —	$ (228)	$6,938
Agency mortgage-backed	35,052	4	(992)	34,064
State and political subdivisions	24,768	115	(614)	24,269
Corporate	4,411	6	(145)	4,272
Total	$71,397	$ 125	$ (1,979)	$69,543

December 31, 2017	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	(Dollars in thousands)			
Available-for-sale				
Debt securities:				
U.S. Government-sponsored enterprises	$7,805	$ 12	$ (122)	$7,695
Agency mortgage-backed	28,378	12	(274)	28,116
State and political subdivisions	24,704	249	(239)	24,714
Corporate	4,412	48	(67)	4,393
Total debt securities	65,299	321	(702)	64,918
Mutual funds (1)	521	—	—	521
Total	$65,820	$ 321	$ (702)	$65,439
Held-to-maturity				
U.S. Government-sponsored enterprises	$1,000	$ —	$ (1)	$999

(1) As of December 31, 2017, mutual funds were classified as AFS investment securities. Effective January 1, 2018, these investments were reclassified to other investments on the consolidated balance sheets as they are no longer eligible to be classified as AFS upon adoption of ASU No. 2016-01.

There were no investment securities HTM at June 30, 2018. Investment securities AFS with a carrying amount of $3.0 million and $4.6 million at June 30, 2018 and December 31, 2017, respectively, were pledged as collateral for public deposits and for other purposes as required or permitted by law.

The amortized cost and estimated fair value of debt securities by contractual scheduled maturity as of June 30, 2018 were as follows:

	Amortized Cost	Fair Value
Available-for-sale	(Dollars in thousands)	
Due from one to five years	$4,809	$4,834
Due from five to ten years	16,175	15,742
Due after ten years	15,361	14,903
	36,345	35,479
Agency mortgage-backed	35,052	34,064
Total debt securities available-for-sale	$71,397	$69,543

Actual maturities may differ for certain debt securities that may be called by the issuer prior to the contractual maturity. Actual maturities usually differ from contractual maturities on agency MBS because the mortgages underlying the securities may be prepaid, usually without any penalties. Therefore, these agency MBS are shown separately and are not included in the contractual maturity categories in the above maturity summary.

As of June 30, 2018, other investments consisted of mutual funds with a fair value of $559 thousand, a cost basis of $396 thousand and unrealized gains of $163 thousand.

Information pertaining to all investment securities with gross unrealized losses as of the balance sheet dates, aggregated by investment category and length of time that individual securities have been in a continuous loss position, follows:

June 30, 2018	Less Than 12 Months		12 Months and over		Total	
	Number of Securities	Fair Value	Gross Unrealized Losses	Number of Securities	Fair Value	Gross Unrealized Losses
	(Dollars in thousands)					
Debt securities:						
U.S. Government-sponsored enterprises	5	$2,751	$ (42)	10	$4,187	$ (186)
Agency mortgage-backed	40	28,301	(752)	7	4,753	(240)
State and political subdivisions	25	9,873	(195)	18	7,650	(419)
Corporate	6	2,839	(72)	2	928	(73)
Total	76	$43,764	$ (1,061)	37	$17,518	$ (918)

December 31, 2017	Less Than 12 Months		12 Months and over		Total	
	Number of Securities	Fair Value	Gross Unrealized Losses	Number of Securities	Fair Value	Gross Unrealized Losses
	(Dollars in thousands)					
Debt securities:						
U.S. Government-sponsored enterprises	3	$1,824	$ (7)	9	$4,374	$ (116)
Agency mortgage-backed	26	19,315	(143)	7	5,222	(131)
State and political subdivisions	8	3,803	(22)	18	7,899	(217)
Corporate	2	870	(31)	2	964	(36)
Total	39	$25,812	$ (203)	36	$18,459	$ (500)

The Company evaluates all investment securities on a quarterly basis, and more frequently when economic conditions warrant, to determine if an OTTI exists. A security is considered impaired if the fair value is lower than its amortized cost basis at the report date. If impaired, management then assesses whether the unrealized loss is OTT.

An unrealized loss on a debt security is generally deemed to be OTT and a credit loss is deemed to exist if the present value of the expected future cash flows is less than the amortized cost basis of the debt security. The credit loss component of OTTI write-down is recorded, net of tax effect, through net income as a component of net OTTI losses in the consolidated statements of income, while the remaining portion of the impairment loss is recognized in OCI, provided the Company does not intend to sell the underlying debt security and it is "more likely than not" that the Company will not have to sell the debt security prior to recovery. Declines in the fair values of individual equity securities that are deemed by management to be OTT are reflected in noninterest income when identified.

Management considers the following factors in determining whether OTTI exists and the period over which the security is expected to recover:

- The length of time, and extent to which, the fair value has been less than the amortized cost;
- Adverse conditions specifically related to the security, industry, or geographic area;
- The historical and implied volatility of the fair value of the security;
- The payment structure of the debt security and the likelihood of the issuer being able to make payments that may increase in the future;

- Failure of the issuer of the security to make scheduled interest or principal payments;
- Any changes to the rating of the security by a rating agency;
- Recoveries or additional declines in fair value subsequent to the balance sheet date; and
- The nature of the issuer, including whether it is a private company, public entity or government-sponsored enterprise, and the existence or likelihood of any government or third party guaranty.

The Company has the ability to hold the investment securities that had unrealized losses at June 30, 2018 and December 31, 2017 for the foreseeable future and no declines were deemed by management to be OTT.

The following table presents the proceeds, gross realized gains and gross realized losses from the sale of AFS securities for the three and six months ended June 30, 2018 and June 30, 2017.

	For The Three and Six Months Ended June 30, (1)	
	2018	2017
	(Dollars in thousands)	
Proceeds	$ —	$ 1,445
Gross gains	—	32
Gross losses	—	(23)
Net gains on sales of investment securities AFS	$ —	$ 9

(1) There were no sales of AFS securities during the first quarter of 2018 or 2017.

Note 7. Loans

Loans receivable that management has the intent and ability to hold for the foreseeable future or until maturity or payoff are reported at their unpaid principal balances, adjusted for any charge-offs, the ALL, and any deferred fees or costs on originated loans and unamortized premiums or discounts on purchased loans.

Loan interest income is accrued daily on outstanding balances. The following accounting policies, related to accrual and nonaccrual loans, apply to all portfolio segments and loan classes, which the Company considers to be the same. The accrual of interest is normally discontinued when a loan is specifically determined to be impaired and/or management believes, after considering collection efforts and other factors, that the borrower's financial condition is such that collection of interest is doubtful. Generally, any unpaid interest previously accrued on those loans is reversed against current period interest income. A loan may be restored to accrual status when its financial status has significantly improved and there is no principal or interest past due. A loan may also be restored to accrual status if the borrower makes six consecutive monthly payments or the lump sum equivalent. Income on nonaccrual loans is generally not recognized unless a loan is returned to accrual status or after all principal has been collected. Interest income generally is not recognized on impaired loans unless the likelihood of further loss is remote. Interest payments received on such loans are generally applied as a reduction of the loan principal balance. Delinquency status is determined based on contractual terms for all portfolio segments and loan classes. Loans past due 30 days or more are considered delinquent. Loans are considered in process of foreclosure when a judgment of foreclosure has been issued by the court.

Loan origination fees and direct loan origination costs are deferred and amortized as an adjustment of the related loan's yield using methods that approximate the interest method. The Company generally amortizes these amounts over the estimated average life of the related loans.

The composition of Net loans as of the balance sheet dates were as follows:

	June 30, 2018	December 31, 2017
	(Dollars in thousands)	
Residential real estate	$181,942	$ 178,999
Construction real estate	50,358	42,935
Commercial real estate	269,645	254,291

Commercial	47,596	50,719
Consumer	3,680	3,894
Municipal	21,855	55,777
Gross loans	575,076	586,615
Allowance for loan losses	(5,553)	(5,408)
Net deferred loan costs	846	795
Net loans	$570,369	$ 582,002

Qualifying residential first mortgage loans and certain commercial real estate loans with a carrying value of $187.4 million and $164.5 million were pledged as collateral for borrowings from the FHLB under a blanket lien at June 30, 2018 and December 31, 2017, respectively.

A summary of current, past due and nonaccrual loans as of the balance sheet dates follows:

June 30, 2018	Current	30-59 Days	60-89 Days	90 Days and Over and Accruing	Nonaccrual	Total
	(Dollars in thousands)					
Residential real estate	$179,457	$353	$820	$ 746	$ 566	$181,942
Construction real estate	49,842	413	54	—	49	50,358
Commercial real estate	269,354	—	—	—	291	269,645
Commercial	47,471	86	7	11	21	47,596
Consumer	3,604	73	2	1	—	3,680
Municipal	21,855	—	—	—	—	21,855
Total	$571,583	$925	$883	$ 758	$ 927	$575,076

December 31, 2017	Current	30-59 Days	60-89 Days	90 Days and Over and Accruing	Nonaccrual	Total
	(Dollars in thousands)					
Residential real estate	$173,914	$3,047	$750	$ 472	$ 816	$178,999
Construction real estate	42,857	—	—	22	56	42,935
Commercial real estate	253,266	357	361	—	307	254,291
Commercial	50,675	21	11	—	12	50,719
Consumer	3,884	7	3	—	—	3,894
Municipal	55,777	—	—	—	—	55,777
Total	$580,373	$3,432	$1,125	$ 494	$ 1,191	$586,615

There was one residential real estate loan totaling $131 thousand in process of foreclosure at June 30, 2018. Aggregate interest on nonaccrual loans not recognized was $1.2 million and $1.4 million as of June 30, 2018 and 2017, respectively, and $1.2 million as of December 31, 2017.

Note 8. Allowance for Loan Losses and Credit Quality

The ALL is established for estimated losses in the loan portfolio through a provision for loan losses charged to earnings. For all loan classes, loan losses are charged against the ALL when management believes the loan balance is uncollectible or in accordance with federal guidelines. Subsequent recoveries, if any, are credited to the ALL.

The ALL is maintained at a level believed by management to be appropriate to absorb probable credit losses inherent in the loan portfolio as of the balance sheet date. The amount of the ALL is based on management's periodic evaluation of the collectability of the loan portfolio, including the nature, volume and risk characteristics of the portfolio, credit concentrations, trends in historical loss experience, estimated value of any underlying collateral, specific impaired loans and economic conditions. There was no change to the methodology used to estimate the ALL during the second quarter of 2018. While management uses available information to recognize losses on loans, future additions to the ALL may be necessary based on changes in economic conditions or other relevant factors.

In addition, various regulatory agencies, as an integral part of their examination process, regularly review the Company's ALL. Such agencies may require the Company to recognize additions to the ALL, with a corresponding

charge to earnings, based on their judgments about information available to them at the time of their examination, which may not be currently available to management.

The ALL consists of specific, general and unallocated components. The specific component relates to the loans that are classified as impaired. Loans are evaluated for impairment and may be classified as impaired when management believes it is probable that

the Company will not collect all the contractual interest and principal payments as scheduled in the loan agreement. Impaired loans may also include troubled loans that are restructured. A TDR occurs when the Company, for economic or legal reasons related to the borrower's financial difficulties, grants a concession to the borrower that would otherwise not be granted. A TDR classification may result from the transfer of assets to the Company in partial satisfaction of a troubled loan, a modification of a loan's terms (such as reduction of stated interest rates below market rates, extension of maturity that does not conform to the Company's policies, reduction of the face amount of the loan, reduction of accrued interest, or reduction or deferment of loan payments), or a combination. A specific reserve amount is allocated to the ALL for individual loans that have been classified as impaired based on management's estimate of the fair value of the collateral for collateral dependent loans, an observable market price, or the present value of anticipated future cash flows. The Company accounts for the change in present value attributable to the passage of time in the loan loss reserve. Large groups of smaller balance homogeneous loans are collectively evaluated for impairment. Accordingly, the Company does not separately identify individual consumer, real estate or small balance commercial loans for impairment evaluation, unless such loans are subject to a restructuring agreement or have been identified as impaired as part of a larger customer relationship. Management has established the threshold for individual impairment evaluation for commercial loans with balances greater than $500 thousand, based on an evaluation of the Company's historical loss experience on substandard commercial loans.

The general component represents the level of ALL allocable to each loan portfolio segment with similar risk characteristics and is determined based on historical loss experience, adjusted for qualitative factors, for each class of loan. Management deems a five year average to be an appropriate time frame on which to base historical losses for each portfolio segment. Qualitative factors considered include underwriting, economic and market conditions, portfolio composition, collateral values, delinquencies, lender experience and legal issues. The qualitative factors are determined based on the various risk characteristics of each portfolio segment. Risk characteristics relevant to each portfolio segment are as follows:

- Residential real estate - Loans in this segment are collateralized by owner-occupied 1-4 family residential real estate, second and vacation homes, 1-4 family investment properties, home equity and second mortgage loans. Repayment is dependent on the credit quality of the individual borrower. The overall health of the economy, including unemployment rates and housing prices, could have an effect on the credit quality of this segment.

- Construction real estate - Loans in this segment include residential and commercial construction properties, commercial real estate development loans (while in the construction phase of the projects), land and land development loans. Repayment is dependent on the credit quality of the individual borrower and/or the underlying cash flows generated by the properties being constructed. The overall health of the economy, including unemployment rates, housing prices, vacancy rates and material costs, could have an effect on the credit quality of this segment.

- Commercial real estate - Loans in this segment are primarily properties occupied by businesses or income-producing properties. The underlying cash flows generated by the properties may be adversely impacted by a downturn in the economy as evidenced by a general slowdown in business or increased vacancy rates which, in turn, could have an effect on the credit quality of this segment. Management requests business financial statements at least annually and monitors the cash flows of these loans.

- Commercial - Loans in this segment are made to businesses and are generally secured by non-real estate assets of the business. Repayment is expected from the cash flows of the business. A weakened economy, and resultant decreased consumer or business spending, could have an effect on the credit quality of this segment.

- Consumer - Loans in this segment are made to individuals for personal expenditures, such as an automobile purchase, and include unsecured loans. Repayment is primarily dependent on the credit quality of the individual borrower. The overall health of the economy, including unemployment, could have an effect on the credit quality of this segment.

- Municipal - Loans in this segment are made to municipalities located within the Company's service area. Repayment is primarily dependent on taxes or other funds collected by the municipalities. Management considers there to be minimal risk surrounding the credit quality of this segment.

An unallocated component is maintained to cover uncertainties that could affect management's estimate of probable losses. The unallocated component of the ALL reflects the margin of imprecision inherent in the underlying assumptions used in the methodologies for estimating specific and general losses in the portfolio.

All evaluations are inherently subjective as they require estimates that are susceptible to significant revision as more information becomes available or as changes occur in economic conditions or other relevant factors. Despite the allocation shown in the tables below, the ALL is general in nature and is available to absorb losses from any class of loan.

Changes in the ALL, by class of loans, for the three and six months ended June 30, 2018 and 2017 were as follows:

For The Three Months Ended June 30, 2018	Residential Real Estate	Construction Real Estate	Commercial Real Estate	Commercial	Consumer	Municipal	Unallocated	Total
	(Dollars in thousands)							
Balance, March 31, 2018	$1,375	$ 494	$ 2,773	$ 367	$ 25	$ 63	$ 308	$5,405
Provision (credit) for loan losses	—	62	82	7	3	(33)	29	150
Recoveries of amounts charged off	—	—	—	—	1	—	—	1
	1,375	556	2,855	374	29	30	337	5,556
Amounts charged off	—	—	—	—	(3)	—	—	(3)
Balance, June 30, 2018	$1,375	$ 556	$ 2,855	$ 374	$ 26	$ 30	$ 337	$5,553

For The Three Months Ended June 30, 2017	Residential Real Estate	Construction Real Estate	Commercial Real Estate	Commercial	Consumer	Municipal	Unallocated	Total
	(Dollars in thousands)							
Balance, March 31, 2017	$1,372	$ 442	$ 2,661	$ 346	$ 24	$ 42	$ 305	$5,192
Provision (credit) for loan losses	39	36	92	15	4	(16)	(170)	—
Recoveries of amounts charged off	—	3	—	1	—	—	—	4
	1,411	481	2,753	362	28	26	135	5,196
Amounts charged off	(24)	—	—	—	(4)	—	—	(28)
Balance, June 30, 2017	$1,387	$ 481	$ 2,753	$ 362	$ 24	$ 26	$ 135	$5,168

For The Six Months Ended June 30, 2018	Residential Real Estate	Construction Real Estate	Commercial Real Estate	Commercial	Consumer	Municipal	Unallocated	Total
	(Dollars in thousands)							
Balance, December 31, 2017	$1,361	$ 488	$ 2,707	$ 395	$ 30	$ 64	$ 363	$5,408
Provision (credit) for loan losses	14	68	150	(21)	(1)	(34)	(26)	150
Recoveries of amounts charged off	—	—	—	—	4	—	—	4
	1,375	556	2,857	374	33	30	337	5,562
Amounts charged off	—	—	(2)	—	(7)	—	—	(9)
Balance, June 30, 2018	$1,375	$ 556	$ 2,855	$ 374	$ 26	$ 30	$ 337	$5,553

For The Six Months Ended June 30, 2017	Residential Real Estate	Construction Real Estate	Commercial Real Estate	Commercial	Consumer	Municipal	Unallocated	Total
	(Dollars in thousands)							
Balance, December 31, 2016	$1,399	$ 391	$ 2,687	$ 342	$ 26	$ 40	$ 362	$5,247
Provision (credit) for loan losses	68	84	66	19	4	(14)	(227)	—
Recoveries of amounts charged off	2	6	—	1	1	—	—	10
	1,469	481	2,753	362	31	26	135	5,257
Amounts charged off	(82)	—	—	—	(7)	—	—	(89)
Balance, June 30, 2017	$1,387	$ 481	$ 2,753	$ 362	$ 24	$ 26	$ 135	$5,168

The allocation of the ALL, summarized on the basis of the Company's impairment methodology by class of loan, as of the balance sheet dates, was as follows:

June 30, 2018	Residential Real Estate	Construction Real Estate	Commercial Real Estate	Commercial	Consumer	Municipal	Unallocated	Total
	(Dollars in thousands)							
Individually evaluated for impairment	$42	$ —	$ 9	$ 6	$ —	$ —	$ —	$57
Collectively evaluated for impairment	1,333	556	2,846	368	26	30	337	5,496
Total allocated	$1,375	$ 556	$ 2,855	$ 374	$ 26	$ 30	$ 337	$5,553

December 31, 2017	Residential Real Estate	Construction Real Estate	Commercial Real Estate	Commercial	Consumer	Municipal	Unallocated	Total
	(Dollars in thousands)							
Individually evaluated for impairment	$47	$ —	$ 1	$ —	$ —	$ —	$ —	$48
Collectively evaluated for impairment	1,314	488	2,706	395	30	64	363	5,360
Total allocated	$1,361	$ 488	$ 2,707	$ 395	$ 30	$ 64	$ 363	$5,408

The recorded investment in loans, summarized on the basis of the Company's impairment methodology by class of loan, as of the balance sheet dates, was as follows:

June 30, 2018	Residential Real Estate	Construction Real Estate	Commercial Real Estate	Commercial	Consumer	Municipal	Total
	(Dollars in thousands)						
Individually evaluated for impairment	$1,798	$ 80	$ 1,772	$ 361	$ —	$ —	$4,011
Collectively evaluated for impairment	180,144	50,278	267,873	47,235	3,680	21,855	571,065
Total	$181,942	$ 50,358	$ 269,645	$ 47,596	$ 3,680	$ 21,855	$575,076

December 31, 2017	Residential Real Estate	Construction Real Estate	Commercial Real Estate	Commercial	Consumer	Municipal	Total
	(Dollars in thousands)						
Individually evaluated for impairment	$1,718	$ 82	$ 1,074	$ 378	$ —	$ —	$3,252
Collectively evaluated for impairment	177,281	42,853	253,217	50,341	3,894	55,777	583,363
Total	$178,999	$ 42,935	$ 254,291	$ 50,719	$ 3,894	$ 55,777	$586,615

Risk and collateral ratings are assigned to loans and are subject to ongoing monitoring by lending and credit personnel with such ratings updated annually or more frequently if warranted. The following is an overview of the Company's loan rating system:

1-3 Rating - Pass
Risk-rating grades "1" through "3" comprise those loans ranging from those with lower than average credit risk, defined as borrowers with high liquidity, excellent financial condition, strong management, favorable industry trends

or loans secured by highly liquid assets, through those with marginal credit risk, defined as borrowers that, while creditworthy, exhibit some characteristics requiring special attention by the account officer.

4/M Rating - Satisfactory/Monitor
Borrowers exhibit potential credit weaknesses or downward trends warranting management's attention. While potentially weak, these borrowers are currently marginally acceptable; no loss of principal or interest is envisioned. When warranted, these credits may be monitored on the watch list.

5-7 Rating - Substandard
Borrowers exhibit well defined weaknesses that jeopardize the orderly liquidation of debt. The loan may be inadequately protected by the net worth and paying capacity of the obligor and/or the underlying collateral is inadequate.

The following tables summarize the loan ratings applied by management to the Company's loans by class as of the balance sheet dates:

June 30, 2018	Residential Real Estate	Construction Real Estate	Commercial Real Estate	Commercial	Consumer	Municipal	Total
	(Dollars in thousands)						
Pass	$167,468	$ 41,113	$ 182,415	$ 35,352	$ 3,643	$ 21,855	$451,846
Satisfactory/Monitor	11,473	9,086	84,360	11,408	33	—	116,360
Substandard	3,001	159	2,870	836	4	—	6,870
Total	$181,942	$ 50,358	$ 269,645	$ 47,596	$ 3,680	$ 21,855	$575,076

December 31, 2017	Residential Real Estate	Construction Real Estate	Commercial Real Estate	Commercial	Consumer	Municipal	Total
	(Dollars in thousands)						
Pass	$164,733	$ 33,401	$ 177,388	$ 38,877	$ 3,859	$ 55,777	$474,035
Satisfactory/Monitor	11,296	9,374	73,772	11,165	30	—	105,637
Substandard	2,970	160	3,131	677	5	—	6,943
Total	$178,999	$ 42,935	$ 254,291	$ 50,719	$ 3,894	$ 55,777	$586,615

The following tables provide information with respect to impaired loans by class of loan as of and for the three and six months ended June 30, 2018 and June 30, 2017:

	As of June 30, 2018			For The Three Months Ended June 30, 2018		For The Six Months Ended June 30, 2018	
	Recorded Investment (1)	Principal Balance (1)	Related Allowance	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
	(Dollars in thousands)						
Residential real estate	$233	$ 243	$ 42				
Commercial real estate	197	197	9				
Commercial	13	13	6				
With an allowance recorded	443	453	57				
Residential real estate	1,565	2,095	—				
Construction real estate	80	80	—				
Commercial real estate	1,575	1,659	—				
Commercial	348	348	—				
With no allowance recorded	3,568	4,182	—				
Residential real estate	1,798	2,338	42	$1,795	$ 17	$1,770	$ 29
Construction real estate	80	80	—	81	1	81	2
Commercial real estate	1,772	1,856	9	1,414	15	1,300	31
Commercial	361	361	6	367	6	371	14

Total	$4,011	$ 4,635	$ 57	$ 3,657	$ 39	$ 3,522	$ 76

(1) Does not reflect government guaranties on impaired loans as of June 30, 2018 totaling $675 thousand.

	As of June 30, 2017			For The Three Months Ended June 30, 2017		For The Six Months Ended June 30, 2017	
	Recorded Investment (1)	Principal Balance (1)	Related Allowance	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
	(Dollars in thousands)						
Residential real estate	$1,770	$2,289	$ 59	$1,675	$ 20	$1,599	$ 31
Construction real estate	85	85	—	86	1	86	2
Commercial real estate	1,768	1,840	24	1,994	22	2,439	54
Commercial	408	408	—	412	5	419	12
Total	$4,031	$4,622	$ 83	$4,167	$ 48	$4,543	$ 99

(1) Does not reflect government guaranties on impaired loans as of June 30, 2017 totaling $635 thousand.

The following table provides information with respect to impaired loans by class of loan as of December 31, 2017:

	December 31, 2017		
	Recorded Investment (1)	Principal Balance (1)	Related Allowance
	(Dollars in thousands)		
Residential real estate	$238	$ 247	$ 47
Commercial real estate	137	141	1
With an allowance recorded	375	388	48
Residential real estate	1,480	1,983	—
Construction real estate	82	82	—
Commercial real estate	937	1,011	—
Commercial	378	378	—
With no allowance recorded	2,877	3,454	—
Residential real estate	1,718	2,230	47
Construction real estate	82	82	—
Commercial real estate	1,074	1,152	1
Commercial	378	378	—
Total	$3,252	$ 3,842	$ 48

(1) Does not reflect government guaranties on impaired loans as of December 31, 2017 totaling $550 thousand.

The following is a summary of TDR loans by class of loan as of the balance sheet dates:

	June 30, 2018		December 31, 2017	
	Number of Loans	Principal Balance	Number of Loans	Principal Balance
	(Dollars in thousands)			
Residential real estate	25	$ 1,771	24	$ 1,718
Construction real estate	1	80	1	82
Commercial real estate	9	1,206	10	1,074

Commercial	3	361	2	378
Total	38	$ 3,418	37	$ 3,252

The TDR loans above represent loan modifications in which a concession was provided to the borrower, including due date extensions, maturity date extensions, interest rate reductions or the forgiveness of accrued interest. Troubled loans, that are

restructured and meet established thresholds, are classified as impaired and a specific reserve amount is allocated to the ALL on the basis of the fair value of the collateral for collateral dependent loans, an observable market price, or the present value of anticipated future cash flows.

The following tables provide new TDR activity for the three and six months ended June 30, 2018 and 2017:

	New TDRs During the Three Months Ended June 30, 2018		New TDRs During the Six Months Ended June 30, 2018	
	Number of Loans	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Number of Loans	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
	(Dollars in thousands)					
Residential real estate	—	$ —	$ —	1	$ 96	$ 98
Commercial real estate	1	204	204	1	204	204
Commercial	—	—	—	1	13	13

	New TDRs During the Three Months Ended June 30, 2017		New TDRs During the Six Months Ended June 30, 2017	
	Number of Loans	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Number of Loans	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
	(Dollars in thousands)					
Residential real estate	3	$ 240	$ 248	6	$ 380	$ 397
Commercial real estate	1	144	144	1	144	144

There were no TDR loans modified within the previous twelve months that had subsequently defaulted during the three and six month periods ended June 30, 2018 or June 30, 2017. TDR loans are considered defaulted at 90 days past due.

At June 30, 2018 and December 31, 2017, the Company was not committed to lend any additional funds to borrowers whose loans were nonperforming, impaired or restructured.

Note 9. Defined Benefit Pension Plan

On October 18, 2017, the Company's Board of Directors voted to terminate Union Bank’s Defined Benefit Pension Plan. In order to settle the liabilities under the Plan, the Company has offered participants the option to receive an annuity purchased from an insurance carrier, a lump-sum cash payment, or a direct rollover into a qualifying retirement plan. An estimated $1.1 million will be contributed to the Plan by the Company in 2018 to cover the lump-sum payments and annuity purchases. The amount of the final contribution is subject to a number of factors, including changes in interest rates and the exact proportion of the participants electing a lump-sum distribution versus an annuity. At this time, the Company estimates that a $3.2 million reduction in net income will be recorded in the fourth quarter of 2018 as a result of the Plan termination and settlement of Plan assets and liabilities. The Company anticipates completing the transfer of all liabilities and administrative responsibilities under the Plan by December 31, 2018. Once the process is complete, the Company will no longer have any remaining defined benefit pension plan obligations and thus no periodic pension expense.

The Company's pension benefit obligation and net periodic benefit costs for the Plan are actuarially determined based on assumptions regarding the appropriate discount rate, current and expected future return on Plan assets, and anticipated mortality rates. Weighted average assumptions used to determine the net periodic pension cost (benefit) for the three and six months ended June 30, 2018 and 2017 have remained consistent with assumptions disclosed in the Company's 2017 Annual Report.

Net periodic pension cost (benefit) for the three and six months ended June 30 consisted of the following components:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
	(Dollars in thousands)			
Interest cost on projected benefit obligation	$179	$172	$358	$344
Expected return on plan assets	(161)	(243)	(322)	(486)
Amortization of net loss	151	51	302	102
Net periodic cost (benefit)	$169	$(20)	$338	$(40)

Note 10. Stock Based Compensation

The Company's current stock based compensation plan is the Union Bankshares, Inc. 2014 Equity Incentive Plan. Under the 2014 Equity Plan, 50,000 shares of the Company’s common stock are available for equity awards of incentive stock options, nonqualified stock options, restricted stock and RSUs to eligible officers and (except for awards of incentive stock options) nonemployee directors. Shares available for issuance of awards under the 2014 Equity Plan consist of unissued shares of the Company’s common stock and/or shares held in treasury. As of June 30, 2018, there were outstanding grants under the plan of RSUs and incentive stock options.

RSUs. Each RSU represents the right to receive one share of the Company's common stock upon satisfaction of applicable vesting conditions. The general terms of the awards are described in the Company's 2017 Annual Report. Prior to vesting, the RSUs do not earn dividends or dividend equivalents, nor do they bear any voting rights.

The following table presents a summary of the RSUs awarded in accordance with the 2015, 2016, and 2017 Award Plan Summaries, as of June 30, 2018:

	Number of RSUs Granted	Weighted-Average Grant Date Fair Value	Number of Unvested RSUs
2015 Award	5,445	$ 27.91	730
2016 Award	3,569	45.45	2,026
2017 Award	3,225	$ 52.95	3,225
Total	12,239		5,981

Unrecognized compensation expense related to the unvested RSUs as of June 30, 2018 and June 30, 2017 was $142 thousand and $124 thousand, respectively.

During the six months ended June 30, 2018, a total of 2,645 contingent RSUs were provisionally granted in accordance with a 2018 Award Plan Summary. The estimated number of contingent RSUs provisionally granted was based on target performance-based payout amounts detailed in the 2018 Award Plan Summary approved by the Board of Directors and on the closing market price of the Company's stock on the March 21, 2018 provisional grant date ($53.95 per share). As with the 2015, 2016, and 2017 grants, one half is in the form of Time-Based RSUs and one-half is in the form of Performance-Based RSUs. The actual number of Time-Based RSUs granted (if any) will be determined as of the earned date of December 31, 2018, based on the closing market price of the Company's stock on that date, while the actual number of Performance-Based RSUs granted (if any) will be determined during the first quarter of 2019, based on actual 2018 performance. The contingent RSUs were granted on substantially the same terms and conditions as the RSUs granted under the previous annual Award Plan Summaries. As of June 30, 2018, the estimated unrecognized compensation expense related to the provisionally granted RSUs, based on the closing market price of the Company's stock on the provisional grant date of March 21, 2018, was $143 thousand.

Stock options. As of June 30, 2018, 4,500 incentive stock options granted in December 2014 under the 2014 Equity Plan remained outstanding and exercisable and will expire in December 2021. There was no unrecognized compensation expense related to those options as of June 30, 2018. The estimated intrinsic value of those options was $126 thousand as of June 30, 2018.

As of June 30, 2018, 3,000 incentive stock options granted under the 2008 ISO Plan remained outstanding and exercisable, with the last of such options expiring in December 2020. There was no unrecognized compensation expense related to those options as of June 30, 2018. The estimated intrinsic value of those options was $90 thousand as of June 30, 2018.

Note 11. Other Comprehensive Income (Loss)

Accounting principles generally require recognized revenue, expenses, gains and losses be included in net income or loss. Certain changes in assets and liabilities, such as the after tax effect of unrealized gains and losses on investment securities AFS that are not OTTI and the unfunded liability for the defined benefit pension plan, are not reflected in the consolidated statements of income. The cumulative effect of such items, net of tax effect, is reported as a separate component of the equity section of the consolidated balance sheets (Accumulated OCI). OCI, along with net income, comprises the Company's total comprehensive income or loss.

As of the balance sheet dates, the components of Accumulated OCI, net of tax, were:

	June 30, 2018	December 31, 2017
	(Dollars in thousands)	
Net unrealized loss on investment securities available-for-sale	$(1,465)	$ (301)
Defined benefit pension plan net unrealized actuarial loss	(4,795)	(4,795)
Total	$(6,260)	$ (5,096)

The following tables disclose the tax effects allocated to each component of OCI for the three and six months ended June 30:

	Three Months Ended					
	June 30, 2018			June 30, 2017		
	Before-Tax Amount	Tax (Expense) Benefit (1)	Net-of-Tax Amount	Before-Tax Amount	Tax (Expense) Benefit (1)	Net-of-Tax Amount
	(Dollars in thousands)					
Investment securities available-for-sale:						
Net unrealized holding (losses) gains arising during the period on investment securities available-for-sale	$(271)	$ 57	$ (214)	$512	$ (174)	$ 338
Reclassification adjustment for net gains on investment securities available-for-sale realized in net income	—	—	—	(9)	3	(6)
Total other comprehensive (loss) income	$(271)	$ 57	$ (214)	$503	$ (171)	$ 332

	Six Months Ended					
	June 30, 2018			June 30, 2017		
	Before-Tax Amount	Tax (Expense) Benefit (1)	Net-of-Tax Amount	Before-Tax Amount	Tax (Expense) Benefit (1)	Net-of-Tax Amount
	(Dollars in thousands)					
Investment securities available-for-sale:						
Net unrealized holding (losses) gains arising during the period on investment securities available-for-sale	$(1,474)	$ 310	$ (1,164)	$853	$ (290)	$ 563
Reclassification adjustment for net gains on investment securities available-for-sale realized in net income	—	—	—	(9)	3	(6)
Total other comprehensive (loss) income	$(1,474)	$ 310	$ (1,164)	$844	$ (287)	$ 557

(1) Tax expense/benefit is calculated using a marginal tax rate of 21% and 34% for the three and six months ended June 30, 2018 and 2017, respectively.

The following table discloses information concerning reclassification adjustments from OCI for the three and six months ended June 30, 2018 and 2017.

Reclassification Adjustment Description	Three Months Ended June 30, 2018	Three Months Ended June 30, 2017	Six Months Ended June 30, 2018	Six Months Ended June 30, 2017	Affected Line Item in Consolidated Statement of Income
	(Dollars in thousands)				
Investment securities available-for-sale:					
Net gains on investment securities available-for-sale	$—	$—	$(9)	$—	Net gains on sales of investment securities available-for-sale
Tax benefit	—	—	3	—	Provision for income taxes
Total reclassifications	$—	$—	$(6)	$—	Net income

Note 12. Fair Value Measurement

The Company utilizes FASB ASC Topic 820, Fair Value Measurement, as guidance for accounting for assets and liabilities carried at fair value. This standard defines fair value as the price that would be received, without adjustment for transaction costs, to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value is a market based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. The guidance in FASB ASC Topic 820 establishes a three-level fair value hierarchy, which prioritizes the inputs used in measuring fair value. A financial instrument's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement.

The three levels of the fair value hierarchy are:

- Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;
- Level 2 - Quoted prices for similar assets or liabilities in active markets, quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability;
- Level 3 - Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported by little or no market activity).

The following is a description of the valuation methodologies used for the Company's assets that are measured on a recurring basis at estimated fair value:

Investment securities AFS: The Company's AFS securities have been valued utilizing Level 2 inputs. For these securities, the Company obtains fair value measurements from an independent pricing service. The fair value measurements consider observable data that may include market maker bids, quotes and pricing models. Inputs to the pricing models include recent trades, benchmark interest rates, spreads and actual and projected cash flows.

Mutual funds: Mutual funds have been valued using unadjusted quoted prices from active markets and therefore have been classified as Level 1.

Assets measured at fair value on a recurring basis at June 30, 2018 and December 31, 2017, segregated by fair value hierarchy level, are summarized below:

	Fair Value Measurements			
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
June 30, 2018:	(Dollars in thousands)			
Debt securities AFS:				
U.S. Government-sponsored enterprises	$6,938	$ —	$ 6,938	$ —
Agency mortgage-backed	34,064	—	34,064	—
State and political subdivisions	24,269	—	24,269	—
Corporate	4,272	—	4,272	—
Total debt securities	$69,543	$ —	$ 69,543	$ —
Other investments:				
Mutual funds	$559	$ 559	$ —	$ —
December 31, 2017:				
Debt securities AFS:				
U.S. Government-sponsored enterprises	$7,695	$ —	$ 7,695	$ —
Agency mortgage-backed	28,116	—	28,116	—
State and political subdivisions	24,714	—	24,714	—
Corporate	4,393	—	4,393	—
Total debt securities	64,918	—	64,918	—
Mutual funds	521	521	—	—
Total	$65,439	$ 521	$ 64,918	$ —

There were no transfers in or out of Levels 1 and 2 during the three and six months ended June 30, 2018, nor were there any Level 3 assets at any time during either period. Certain other assets and liabilities are measured at fair value on a nonrecurring basis, that is, the instruments are not measured at fair value on an ongoing basis but are subject to fair value adjustments in certain circumstances (for example, when there is evidence of impairment). Assets and liabilities measured at fair value on a nonrecurring basis in periods after initial recognition, such as collateral-dependent impaired loans, HTM securities, MSRs and OREO, were not considered material at June 30, 2018 or December 31, 2017. The Company has not elected to apply the fair value method to any financial assets or liabilities other than those situations where other accounting pronouncements require fair value measurements.

FASB ASC Topic 825, Financial Instruments, requires disclosure of the estimated fair value of financial instruments. Fair value is best determined based upon quoted market prices. However, in many instances, there are no quoted market prices for the Company’s various financial instruments. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. Management’s estimates and assumptions are inherently subjective and involve uncertainties and matters of significant judgment. Changes in assumptions could dramatically affect the estimated fair values.

Accordingly, the fair value estimates may not be realized in an immediate settlement of the instrument. Certain financial instruments and all nonfinancial instruments may be excluded from disclosure requirements. Thus, the aggregate fair value amounts presented may not necessarily represent the actual underlying fair value of such instruments of the Company.

The following methods and assumptions were used by the Company in estimating the fair value of its significant financial instruments:

Cash and cash equivalents: The carrying amounts reported in the balance sheet for cash and cash equivalents approximate those assets' fair values and are classified as Level 1.

Interest bearing deposits in banks: Fair values for interest bearing deposits in banks are based on discounted present values of cash flows and are classified as Level 2.

Investment securities: Fair values for investment securities are based on quoted market prices, where available. If quoted market prices are not available, fair value measurements consider observable data which may include market maker bids, quotes and pricing models. Inputs to the pricing models include recent trades, benchmark interest rates, spreads and actual and projected cash flows. Mutual funds have been valued using unadjusted quoted prices from active markets. Investment securities are classified as Level 1 or Level 2 depending on availability of recent trade information.

Loans held for sale: The fair value of loans held for sale is estimated based on quotes from third party vendors, resulting in a Level 2 classification.

Loans: The fair values of loans are estimated for portfolios of loans with similar financial characteristics and segregated by loan class or segment. For variable-rate loan categories that reprice frequently and with no significant change in credit risk, fair values are based on carrying amounts adjusted for credit risk. The fair values for other loans (for example, fixed-rate residential, commercial real estate, and rental property mortgage loans as well as commercial and industrial loans) are estimated using discounted cash flow analysis, based on interest rates currently being offered for loans with similar terms to borrowers of similar credit quality. Loan fair value estimates include judgments regarding future cash flows, future expected loss experience and risk characteristics. As of June 30, 2018, the Company implemented exit pricing valuation methodologies which incorporate a liquidity premium adjustment into the fair value estimate of all loan portfolios. This adjustment factors the costs/market inefficiencies associated with the sale of a financial instrument into the fair value estimate. Fair values for impaired loans are estimated using discounted cash flow analysis or underlying collateral values, where applicable. The fair value methods and assumptions that utilize unobservable inputs as defined by current accounting standards are classified as Level 3.

Accrued interest receivable and payable: The carrying amounts of accrued interest approximate their fair values and are classified as Level 1, 2, or 3 in accordance with the classification of the related principal's valuation.

Nonmarketable equity securities: It is not practical to determine the fair value of the nonmarketable securities, such as FHLB stock, due to restrictions placed on their transferability.

Deposits: The fair values disclosed for noninterest bearing deposits and other interest bearing nontime deposits are, by definition, equal to the amount payable on demand at the reporting date, resulting in a Level 1 classification. The fair values for time deposits are estimated using a discounted cash flow calculation that applies interest rates currently being offered on similar deposits to a schedule of aggregated expected maturities on such deposits, resulting in a Level 2 classification.

Borrowed funds: The fair values of the Company’s long-term debt are estimated using discounted cash flow analysis based on interest rates currently being offered on similar debt instruments, resulting in a Level 2 classification. The fair values of the Company’s short-term debt approximate the carrying amounts reported in the balance sheet, resulting in a Level 1 classification.

Off-balance-sheet financial instruments: Fair values for off-balance-sheet, credit-related financial instruments are based on fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the counterparties’ credit standing. The only commitments to extend credit that are normally longer than one year in duration are the home equity lines whose interest rates are variable quarterly. The only fees collected for commitments are an annual fee on credit card arrangements and often a flat fee on commercial lines of credit and standby letters of credit. The fair value of off-balance-sheet financial instruments as of the balance sheet dates was not

significant.

As of the balance sheet dates, the estimated fair values and related carrying amounts of the Company's significant financial instruments were as follows:

	June 30, 2018				
	Fair Value Measurements				
	Carrying Amount	Estimated Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	(Dollars in thousands)				
Financial assets					
Cash and cash equivalents	$13,846	$13,846	$13,846	$ —	$ —
Interest bearing deposits in banks	9,996	9,864	—	9,864	—
Investment securities	70,102	70,102	559	69,543	—
Loans held for sale	5,424	5,513	—	5,513	—
Loans, net					
Residential real estate	180,835	179,768	—	—	179,768
Construction real estate	49,876	50,059	—	—	50,059
Commercial real estate	266,850	268,296	—	—	268,296
Commercial	47,292	46,306	—	—	46,306
Consumer	3,659	3,691	—	—	3,691
Municipal	21,857	21,738	—	—	21,738
Accrued interest receivable	2,338	2,338	—	412	1,926
Nonmarketable equity securities	3,935	N/A	N/A	N/A	N/A
Financial liabilities					
Deposits					
Noninterest bearing	$110,984	$110,984	$110,984	$ —	$ —
Interest bearing	360,582	360,582	360,582	—	—
Time	107,321	105,699	—	105,699	—
Borrowed funds					
Short-term	588	588	588	—	—
Long-term	68,451	68,256	—	68,256	—
Accrued interest payable	94	94	—	94	—

	December 31, 2017				
	Fair Value Measurements				
	Carrying Amount	Estimated Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	(Dollars in thousands)				
Financial assets					
Cash and cash equivalents	$38,508	$38,508	$38,508	$ —	$ —
Interest bearing deposits in banks	9,352	9,333	—	9,333	—
Investment securities	66,439	66,438	521	65,917	—
Loans held for sale	7,947	8,111	—	8,111	—
Loans, net					
Residential real estate	177,880	178,818	—	—	178,818
Construction real estate	42,505	42,069	—	—	42,069
Commercial real estate	251,566	248,746	—	—	248,746
Commercial	50,393	49,132	—	—	49,132
Consumer	3,869	3,919	—	—	3,919
Municipal	55,789	55,778	—	—	55,778
Accrued interest receivable	2,500	2,500	—	395	2,105
Nonmarketable equity securities	2,331	N/A	N/A	N/A	N/A
Financial liabilities					
Deposits					
Noninterest bearing	$127,824	$127,824	$127,824	$ —	$ —
Interest bearing	418,621	418,621	418,621	—	—
Time	101,129	99,967	—	99,967	—
Borrowed funds					
Short-term	1,365	1,364	1,364	—	—
Long-term	30,216	29,039	—	29,039	—
Accrued interest payable	97	97	—	97	—

The carrying amounts in the preceding tables are included in the consolidated balance sheets under the applicable captions.

Note 13. Subsequent Events

Subsequent events represent events or transactions occurring after the balance sheet date but before the financial statements are issued. Financial statements are considered “issued” when they are widely distributed to shareholders and others for general use and reliance in a form and format that complies with GAAP. Events occurring subsequent to June 30, 2018 have been evaluated as to their potential impact to the consolidated financial statements.

On July 18, 2018, the Company declared a regular quarterly cash dividend of $0.30 per share, payable August 9, 2018, to stockholders of record on July 30, 2018.

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

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

GENERAL

The following discussion and analysis focuses on those factors that, in management's view, had a material effect on the financial position of the Company as of June 30, 2018 and December 31, 2017, and its results of operations for the three and six months ended June 30, 2018 and 2017. This discussion is being presented to provide a narrative explanation of the consolidated financial statements and should be read in conjunction with the consolidated financial statements and related notes and with other financial data appearing elsewhere in this filing and with the Company's 2017 Annual Report In the opinion of the Company's management, the interim unaudited consolidated financial statements reflect all adjustments, consisting only of normal recurring adjustments and disclosures necessary to fairly present the Company's consolidated financial position and results of operations for the interim periods presented. Management is not aware of the occurrence of any events after June 30, 2018 which would materially affect the information presented.

Please refer to Note 1 in the Company's unaudited interim consolidated financial statements at Part I, Item 1 of this Report for definitions of acronyms, abbreviations and capitalized terms used throughout the following discussion and analysis.

CAUTIONARY ADVICE ABOUT FORWARD LOOKING STATEMENTS

The Company, "we," "us," "our," may from time to time make written or oral statements that are considered “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements may include financial projections, statements of plans and objectives for future operations, estimates of future economic performance or conditions and assumptions relating thereto. The Company may include forward-looking statements in its filings with the SEC, in its reports to stockholders, including this quarterly report, in press releases, other written materials, and in statements made by senior management to analysts, rating agencies, institutional investors, representatives of the media and others.

Forward-looking statements reflect management's current expectations and are subject to uncertainties, both general and specific, and risk exists that actual results will differ from those predictions, forecasts, projections and other estimates contained in forward-looking statements. These risks cannot be readily quantified. When management uses any of the words “believes,” “expects,” “predicts,” “anticipates,” “intends,” "projects," “plans,” “seeks,” “estimates,” "targets," “may,” "might," “could,” “would,” “should,” or similar expressions, they are making forward-looking statements. Many possible events or factors, including those beyond the control of management, could affect the future financial results and performance of the Company.

Factors that may cause results or performance to differ materially from those expressed in forward-looking statements include, but are not limited to:

- General economic conditions and financial instability, either nationally, internationally, regionally or locally;
- Increased competitive pressures, including those from tax-advantaged credit unions and other financial service providers in our northern Vermont and New Hampshire market area or in the financial services industry generally, from increasing consolidation and integration of financial service providers, and from changes in technology and delivery systems;
- Interest rates change in a way that puts pressure on the Company's margins, or that results in lower fee income and lower gain on sale of real estate loans, or that increases our interest costs;
- Changes in laws or government rules, or the way in which courts or government agencies interpret or implement those laws or rules, that increase our costs of doing business or otherwise adversely affect our business;
- Further changes in federal or state tax policy;
- Changes in our level of nonperforming assets and charge-offs;
- Changes in depositor behavior resulting in movement of funds out of bank deposits and into the stock market or other higher-yielding investments;

- Changes in estimates of future reserve requirements based upon relevant regulatory and accounting requirements;
- Changes in information technology that require increased capital spending or that result in new or increased risks;
- Changes in consumer and business spending, borrowing and savings habits;
- Changes in accounting principles, including those governing the manner of estimating our credit risk and calculating our loan loss reserve;
- Changes affecting the calculation of the amount of the contribution that will be required to settle our obligations in connection with termination of our defined benefit pension plan and the impact of such termination on our net income in 2018;
- Further changes to the regulations governing the calculation of the Company's regulatory capital ratios;
- Increased cybersecurity threats; and
- The effect of and changes in the United States monetary and fiscal policies, including interest rate policies and regulation of the money supply by the FRB.

When evaluating forward-looking statements to make decisions about the Company and our stock, investors and others are cautioned to consider these and other risks and uncertainties, and are reminded not to place undue reliance on such statements. Investors should not consider the foregoing list of factors to be a complete list of risks or uncertainties. Forward-looking statements speak only as of the date they are made and the Company undertakes no obligation to update them to reflect new or changed information or events, except as may be required by federal securities laws.

Non-GAAP Financial Measures

Under SEC Regulation G, public companies making disclosures containing financial measures that are not in accordance with GAAP must also disclose, along with each non-GAAP financial measure, certain additional information, including a reconciliation of the non-GAAP financial measure to the closest comparable GAAP financial measure, as well as a statement of the company’s reasons for utilizing the non-GAAP financial measure. The SEC has exempted from the definition of non-GAAP financial measures certain commonly used financial measures that are not based on GAAP. However, two non-GAAP financial measures commonly used by financial institutions, namely tax-equivalent net interest income and tax-equivalent net interest margin (as presented in the tables in the section labeled Yields Earned and Rates Paid), have not been specifically exempted by the SEC, and may therefore constitute non-GAAP financial measures under Regulation G. We are unable to state with certainty whether the SEC would regard those measures as subject to Regulation G. Management believes that these non-GAAP financial measures are useful in evaluating the Company’s financial performance and facilitate comparisons with the performance of other financial institutions. However, that information should be considered supplemental in nature and not as a substitute for related financial information prepared in accordance with GAAP.

CRITICAL ACCOUNTING POLICIES

The Company has established various accounting policies which govern the application of GAAP in the preparation of the Company's consolidated financial statements. Certain accounting policies involve significant judgments and assumptions by management which have a material impact on the reported amount of assets, liabilities, capital, revenues and expenses and related disclosures of contingent assets and liabilities in the consolidated financial statements and accompanying notes. The SEC has defined a company's critical accounting policies as the ones that are most important to the portrayal of the company's financial condition and results of operations, and which require management to make its most difficult and subjective judgments, often as a result of the need to make estimates on matters that are inherently uncertain. Based on this definition, management has identified the accounting policies and judgments most critical to the Company. They include establishing the amount of ALL, evaluating our investment securities for OTTI, valuing our intangible assets and determining the amount of our defined benefit pension plan obligation and net periodic cost/(benefit) as well as the amount of our required contribution in connection with termination of the Plan.The judgments and assumptions used by management are based on historical experience and other factors, which are believed to be reasonable under the circumstances. Because of the nature of the judgments and assumptions made by management, actual results could differ from estimates and have a material impact on the carrying value of assets, liabilities, or capital, and/or the results of operations of the Company.

Please refer to the Company's 2017 Annual Report on Form 10-K for a more in-depth discussion of the Company's critical accounting policies. There have been no changes to the Company's critical accounting policies since the filing of that report.

OVERVIEW

The Company's net income was $2.5 million for the quarter ended June 30, 2018 compared to $2.2 million for the quarter ended June 30, 2017, an increase of $223 thousand, or 10.0%. These results reflected an increase in the Company's net interest income of $627 thousand, or 9.5%, and a decrease in the provision for income taxes of $374 thousand, or 45.6%. These positive changes were partially offset by a decrease in noninterest income of $181

thousand, or 7.8%, an increase in the provision for loan losses of $150 thousand and an increase in noninterest expenses of $447 thousand, or 7.6%.

Year-to-date earnings for 2018 were $5.2 million, or $1.16 per share, compared to $4.2 million, or $0.93 per share, for the same period in 2017, an increase of 25.0% year over year. Net interest income improved $1.2 million, or 9.7%, noninterest income increased $57 thousand, or 1.2%, and the provision for income taxes decreased $525 thousand, or 35.4%. These positive changes were partially offset by an increase in noninterest expenses of $641 thousand, or 5.4%, and an increase in the provision for loan losses of $150 thousand. No provision for loan losses was recorded during the first six months of 2017.

Passage of the 2017 Tax Act reduced the Company's federal income tax rate from 34% to 21% effective January 1, 2018. The rate reduction has had a positive impact on earnings for the three and six months ended June 30, 2018.(See Results of Operations, Provision for Income Taxes on page 35.)

As discussed in the Company's 2017 Annual Report, on October 18, 2017, the Company's Board of Directors voted to terminate Union Bank’s Defined Benefit Pension Plan. The Company anticipates completing the transfer of all liabilities and administrative

responsibilities under the Plan by December 31, 2018. Once the process is complete, the Company will no longer have any remaining defined benefit pension plan obligations and thus no periodic pension expense in future periods.

At June 30, 2018, the Company had total consolidated assets of $717.6 million, including gross loans and loans held for sale (total loans) of $580.5 million, deposits of $578.9 million, borrowed funds of $69.0 million, and stockholders' equity of $60.1 million. The Company's total assets at June 30, 2018 decreased $28.2 million, or 3.8%, from $745.8 million at December 31, 2017, and increased $52.7 million, or 7.9%, compared to June 30, 2017. (See Financial Condition on page 35.)

The Company's total capital increased from $58.7 million at December 31, 2017 to $60.1 million at June 30, 2018. This increase primarily reflects net income of $5.2 million for the first six months of 2018, partially offset by an increase of $1.2 million in accumulated other comprehensive loss and regular cash dividends paid of $2.7 million. (See Capital Resources on page 43.)

The following unaudited per share information and key ratios depict several measurements of performance or financial condition at or for the three and six months ended June 30, 2018 and 2017, respectively:

	Three Months Ended or At June 30,		Six Months Ended or At June 30,		
	2018	2017	2018	2017	
Return on average assets (1)	1.33	% 1.31	% 1.42	% 1.23	%
Return on average equity (1)	16.56	% 15.51	% 17.66	% 14.60	%
Net interest margin (1)(2)	4.24	% 4.26	% 4.19	% 4.20	%
Efficiency ratio (3)	66.62	% 64.36	% 65.55	% 66.12	%
Net interest spread (4)	4.13	% 4.18	% 4.09	% 4.12	%
Loan to deposit ratio	100.28	% 95.92	% 100.28	% 95.92	%
Net loan charge-offs to average loans not held for sale (1)	—	% 0.02	% —	% 0.03	%
Allowance for loan losses to loans not held for sale	0.97	% 0.96	% 0.97	% 0.96	%
Nonperforming assets to total assets (5)	0.23	% 0.46	% 0.23	% 0.46	%
Equity to assets	8.38	% 8.79	% 8.38	% 8.79	%
Total capital to risk weighted assets	14.06	% 13.37	% 14.06	% 13.37	%
Book value per share	$13.46	$13.10	$13.46	$13.10	
Earnings per share	$0.54	$0.50	$1.16	$0.93	
Dividends paid per share	$0.30	$0.29	$0.60	$0.58	
Dividend payout ratio (6)	55.56	% 58.00	% 51.72	% 62.37	%

(1) Annualized.

(2) The ratio of tax equivalent net interest income to average earning assets. See pages 31 and 32 for more information.

(3) The ratio of noninterest expense to tax equivalent net interest income and noninterest income, excluding securities gains (losses).

(4) The difference between the average yield on earning assets and the average rate paid on interest bearing liabilities. See pages 31 and 32 for more information.

(5) Nonperforming assets are loans or investment securities that are in nonaccrual or 90 or more days past due as well as OREO or OAO.

(6) Cash dividends declared and paid per share divided by consolidated net income per share.

RESULTS OF OPERATIONS

Net Interest Income. The largest component of the Company's operating income is net interest income, which is the difference between interest and dividend income received from earning assets and interest expense paid on interest bearing liabilities. Net interest income is affected by various factors including, but not limited to changes in interest rates, loan and deposit pricing strategies, the volume and mix of interest earning assets and interest bearing liabilities,

and the level of nonperforming assets. Net interest margin is calculated as the net interest income on a fully tax equivalent basis as a percentage of average earning assets. As a result of the 2017 Tax Act, our corporate tax rate has declined from 34% in prior years to 21% in 2018. Accordingly, the factor utilized in calculating tax equivalent interest income has declined, resulting in lower yields on the tax advantaged earning assets.

The Company's net interest income increased $627 thousand, or 9.5%, to $7.2 million for the three months ended June 30, 2018 from $6.6 million for the three months ended June 30, 2017. The net interest spread decreased five bps to 4.13% for the second

quarter of 2018, from 4.18% for the same period last year, reflecting a 13 bp increase in the average rate paid on interest bearing liabilities, partially offset by an eight bp increase in the average yield earned on interest earning assets between periods. Interest income on loans increased $766 thousand to $7.4 million for the three months ended June 30, 2018 from $6.6 million for the three months ended June 30, 2017 due to an increase in the average volume of loans outstanding of $55.6 million during the comparison period. Interest income on investment securities increased $62 thousand between periods due to an increase in average volume of $2.9 million, despite a slight decline in the average yield of one bp due to a decrease in the tax equivalent factor.

The average rate paid on interest bearing liabilities increased 13 bps, to 0.53% for the second quarter of 2018 compared to 0.40% for the second quarter of 2017. Competition for customer deposits and increases in short term interest rates have contributed to increases in average rates paid in all deposit categories. The Company recognizes this trend may continue as short term interest rates and competition for deposit monies is likely to increase. Funding sources other than core deposits have been necessary to fund loan demand in the short term. These funds have a higher cost than customer deposits at 1.47% from 1.39% a year ago. The eight bp increase along with an increase in average volume of $7.9 million has resulted in a $37 thousand increase in interest expense. These changes could result in continued pressure on our net interest spread and net interest margin which have decreased five bps and two bps, respectively, during the comparison periods.

Net interest income was $14.1 million, on a fully tax equivalent basis for the six months ended June 30, 2018, compared to $12.9 million for the six months ended June 30, 2017, an increase of $1.2 million, or 9.69%. The average volume of earning assets increased$52.8 million and the average yield on earning assets increased six bps to 4.60% compared to 4.54% for the comparison periods. Average loans increased $54.4 million to $596.2 million for the six months ended June 30, 2018 compared to $541.8 million for the six months ended June 30, 2017. The increase in volume is the primary contributor to the $1.6 million increase in interest income on loans.

The average cost of funds, which is tied primarily to customer deposit accounts, increased nine bps to 0.51% for the six months ended June 30, 2018 compared to 0.42% for the same period last year. Interest expense increased $325 thousand, or 6.80%, from $1.1 million for the six months ended June 30, 2017 to $1.4 million for the six months ended June 30, 2018. The increase was primarily due to the increase in average rate and to a lesser extent the increase in average volume of $34.6 million.

The following tables show for the periods indicated the total amount of income recorded from average interest earning assets, the related average tax equivalent yields, the interest expense associated with average interest bearing liabilities, the related average rates paid, and the resulting tax equivalent net interest spread and margin.

	Three Months Ended June 30,					
	2018			2017		
	Average Balance	Interest Earned/ Paid	Average Yield/ Rate	Average Balance	Interest Earned/ Paid	Average Yield/ Rate
	(Dollars in thousands)					
Average Assets:						
Federal funds sold and overnight deposits	$8,375	$9	0.46 %	$13,939	$19	0.52 %
Interest bearing deposits in banks	9,757	51	2.10 %	8,500	36	1.72 %
Investment securities (1), (2)	71,314	477	2.87 %	68,442	415	2.88 %
Loans, net (1), (3)	601,947	7,374	4.97 %	546,391	6,608	4.95 %
Nonmarketable equity securities	2,826	32	4.41 %	2,431	23	3.83 %
Total interest earning assets (1)	694,219	7,943	4.66 %	639,703	7,101	4.58 %
Cash and due from banks	4,142			4,064		
Premises and equipment	14,696			13,219		
Other assets	22,006			22,022		
Total assets	$735,063			$679,008		
Average Liabilities and Stockholders' Equity:						
Interest bearing checking accounts	$142,967	45	0.13 %	$148,056	42	0.11 %
Savings/money market accounts	256,536	285	0.45 %	226,734	188	0.33 %
Time deposits	108,741	244	0.90 %	101,852	166	0.66 %
Borrowed funds	42,230	157	1.47 %	34,300	120	1.39 %
Total interest bearing liabilities	550,474	731	0.53 %	510,942	516	0.40 %
Noninterest bearing deposits	117,272			105,565		
Other liabilities	8,131			5,059		
Total liabilities	675,877			621,566		
Stockholders' equity	59,186			57,442		
Total liabilities and stockholders’ equity	$735,063			$679,008		
Net interest income		$7,212			$6,585	
Net interest spread (1)			4.13 %			4.18 %
Net interest margin (1)			4.24 %			4.26 %

	Six Months Ended June 30,					
	2018			2017		
	Average Balance	Interest Earned/ Paid	Average Yield/ Rate	Average Balance	Interest Earned/ Paid	Average Yield/ Rate
	(Dollars in thousands)					
Average Assets:						
Federal funds sold and overnight deposits	$12,394	$62	1.00 %	$16,564	$49	0.59 %
Interest bearing deposits in banks	9,856	96	1.97 %	8,874	71	1.62 %
Investment securities (1), (2)	69,874	923	2.84 %	68,450	843	2.92 %
Loans, net (1), (3)	596,166	14,373	4.92 %	541,780	12,930	4.91 %
Nonmarketable equity securities	2,595	60	4.65 %	2,393	47	4.00 %
Total interest earning assets (1)	690,885	15,514	4.60 %	638,061	13,940	4.54 %
Cash and due from banks	4,044			4,093		
Premises and equipment	14,438			13,317		
Other assets	22,188			22,040		
Total assets	$731,555			$677,511		
Average Liabilities and Stockholders' Equity:						
Interest bearing checking accounts	$144,023	92	0.13 %	$144,176	81	0.11 %
Savings/money market accounts	257,297	583	0.46 %	228,823	398	0.35 %
Time deposits	105,286	432	0.83 %	102,782	339	0.66 %
Borrowed funds	37,320	271	1.44 %	33,516	235	1.40 %
Total interest bearing liabilities	543,926	1,378	0.51 %	509,297	1,053	0.42 %
Noninterest bearing deposits	121,024			106,124		
Other liabilities	7,745			5,128		
Total liabilities	672,695			620,549		
Stockholders' equity	58,860			56,962		
Total liabilities and stockholders’ equity	$731,555			$677,511		
Net interest income		$14,136			$12,887	
Net interest spread (1)			4.09 %			4.12 %
Net interest margin (1)			4.19 %			4.20 %

(1) Average yields reported on a tax equivalent basis using a marginal tax rate of 21% and 34% for the three and six months ended June 30, 2018 and 2017, respectively.

(2) Average balances of investment securities are calculated on the amortized cost basis and include nonaccrual securities, if applicable.

(3) Includes loans held for sale as well as nonaccrual loans, unamortized costs and unamortized premiums and is net of the allowance for loan losses.

Tax exempt interest income amounted to $506 thousand and $439 thousand for the three months ended June 30, 2018 and 2017, respectively, and $1.0 million and $872 thousand for the 2018 and 2017 six month comparison periods, respectively. The following table presents the effect of tax exempt income on the calculation of net interest income, using a marginal tax rate of 21% and 34% for the 2018 and 2017 three and six month comparison periods, respectively:

	For the Three Months Ended June 30,		For The Six Months Ended June 30,	
	2018	2017	2018	2017
	(Dollars in thousands)			
Net interest income, as presented	$7,212	$6,585	$14,136	$12,887
Effect of tax-exempt interest				
Investment securities	34	79	68	158
Loans	85	133	170	263
Net interest income, tax equivalent	$7,331	$6,797	$14,374	$13,308

Rate/Volume Analysis. The following table describes the extent to which changes in average interest rates (on a fully tax-equivalent basis) and changes in volume of average interest earning assets and interest bearing liabilities have affected the Company's interest income and interest expense during the periods indicated. For each category of interest earning assets and interest bearing liabilities, information is provided on changes attributable to:

- changes in volume (change in volume multiplied by prior rate);
- changes in rate (change in rate multiplied by prior volume); and
- total change in rate and volume.

Changes attributable to both rate and volume have been allocated proportionately to the change due to volume and the change due to rate.

	Three Months Ended June 30, 2018 Compared to Three Months Ended June 30, 2017 Increase/(Decrease) Due to Change In			Six Months Ended June 30, 2018 Compared to Six Months Ended June 30, 2017 Increase/(Decrease) Due to Change In		
	Volume (1)	Rate (1)	Net	Volume	Rate	Net
	(Dollars in thousands)					
Interest earning assets:						
Federal funds sold and overnight deposits	$(7)	$(3)	$(10)	$(15)	$28	$13
Interest bearing deposits in banks	6	9	15	9	16	25
Investment securities	65	(3)	62	111	(31)	80
Loans, net	711	55	766	1,371	72	1,443
Nonmarketable equity securities	5	4	9	4	9	13
Total interest earning assets	$780	$62	$842	$1,480	$94	$1,574
Interest bearing liabilities:						
Interest bearing checking accounts	$(2)	$5	$3	$—	$11	$11
Savings/money market accounts	27	70	97	53	132	185

Time deposits	13	65	78	8	85	93
Borrowed funds	29	8	37	27	9	36
Total interest bearing liabilities	$67	$148	$215	$88	$237	$325
Net change in net interest income	$713	$(86)	$627	$1,392	$(143)	$1,249

(1) Tax equivalent interest income is calculated using a marginal tax rate of 21% and 34% for the three and six months ended June 30, 2018 and 2017, respectively.

Provision for Loan Losses. There was a $150 thousand provision for loan losses recorded for the three and six months ended June 30, 2018 compared to no provision recorded for the three and six months ended June 30, 2017. The provision for loan losses for the first six months of 2018 was deemed appropriate by management based on the size and mix of the loan portfolio, the level

of nonperforming loans, the results of the qualitative factor review and prevailing existing economic conditions. For further details, see FINANCIAL CONDITION- Allowance for Loan Losses and Asset Quality below.

Noninterest Income. Noninterest income was $2.2 million, or 21.3% of total income for the three months ended June 30, 2018, compared to $2.3 million, or 24.7% of total income for the three months ended June 30, 2017 and $4.6 million, or 23.0% of total income for the six months ended June 30, 2018 compared to $4.6 million, or 24.7% of total income for the six months ended June 30, 2017. The following table sets forth the components of noninterest income and changes from 2017 to 2018:

	For The Three Months Ended June 30,				For The Six Months Ended June 30,			
	2018	2017	$ Variance	% Variance	2018	2017	$ Variance	% Variance
	(Dollars in thousands)							
Trust income	$191	$191	$ —	—	$384	$369	$ 15	4.1
Service fees	1,483	1,451	32	2.2	2,970	2,891	79	2.7
Net gains on sales of loans held for sale	431	597	(166)	(27.8)	726	1,105	(379)	(34.3)
Income from Company-owned life insurance	56	59	(3)	(5.1)	368	119	249	209.2
Other income	(9)	26	(35)	(134.6)	175	73	102	139.7
Subtotal	2,152	2,324	(172)	(7.4)	4,623	4,557	66	1.4
Net gains on sales of investment securities AFS	—	9	(9)	(100.0)	—	9	(9)	(100.0)
Total noninterest income	$2,152	$2,333	$ (181)	(7.8)	$4,623	$4,566	$ 57	1.2

The significant changes in noninterest income for the three and six months ended June 30, 2018 compared to the same periods of 2017 are described below:

- Service fees. Loan servicing income increased $25 thousand and $56 thousand for the three and six months ended June 30, 2018, respectively, compared to the same periods of 2017 due to an increase in the serviced loan portfolio during the comparison periods. Total service charges on deposit accounts, which includes overdraft fees and ATM surcharge and interchange fees, increased $1 thousand and $41 thousand for the three and six months ended June 30, 2018, respectively, despite a reduction in services charges on customer accounts of $13 thousand and $11 thousand for the three and six months ended June 30, 2018, respectively, compared to the same periods in 2017.
- Net gains on sales of loans held for sale. Continuing the Company's strategy to mitigate long-term interest rate risk, residential loans totaling $26.3 million and $49.4 million were sold for the three and six months ended June 30, 2018, respectively, versus residential and commercial loan sales of $30.0 million and $58.5 million during the same periods in 2017. The decline in net gains on sales of real estate loans is due to a combination of lower volumes of loans sold and lower average premiums on sold loans between periods, reflecting a rising interest rate environment.
- Income from Company-owned life insurance. Proceeds from the death benefit on an insurance policy on the life of a former director resulted in $252 thousand of additional income during the first quarter of 2018.
- Other income. Other income is a net expense of $9 thousand for the three months ended June 30, 2018 compared to income of $26 thousand for the three months ended June 30, 2017. The decrease between the comparison periods is due to a decrease in MSR income of $44 thousand, partially offset by an increase of $9 thousand in miscellaneous noninterest income. Other income for the six months ended June 30, 2018 increased $102 thousand between periods due to the gain on the sale of a bank owned branch building of $191 thousand during the first quarter of 2018, partially offset by a decrease of $88 thousand in MSR income.

Noninterest Expense. Noninterest expense increased $447 thousand, or 7.6%, and $641 thousand, or 5.4% for the three and six months ended June 30, 2018, respectively compared to the same periods in 2017. The following table sets forth the components of noninterest expense and changes between the three and six month comparison periods of 2018 and 2017:

	For The Three Months Ended June 30,				For The Six Months Ended June 30,			
	2018	2017	$ Variance	% Variance	2018	2017	$ Variance	% Variance
	(Dollars in thousands)							
Salaries and wages	$2,614	$2,504	$ 110	4.4	$5,263	$5,072	$ 191	3.8
Pension and employee benefits	1,197	951	246	25.9	2,155	1,830	325	17.8
Occupancy expense, net	336	363	(27)	(7.4)	731	753	(22)	(2.9)
Equipment expense	511	523	(12)	(2.3)	1,046	1,057	(11)	(1.0)
Electronic banking expenses	72	27	45	166.7	140	55	85	154.5
Other expenses	1,588	1,503	85	5.7	3,118	3,045	73	2.4
Total noninterest expense	$6,318	$5,871	$ 447	7.6	$12,453	$11,812	$ 641	5.4

The significant changes in noninterest expense for the three and six months ended June 30, 2018 compared to the same periods of 2017 are described below:

- Salaries and wages. Salaries and wages increased $110 thousand and $191 thousand for the three and six months ended June 30, 2018, respectively, compared to the same period of 2017 due to normal salary increases, partially offset by a reduction in commissions paid to mortgage loan originators.
- Pension and employee benefits. Pension and employee benefits increased $246 thousand for the three months ended June 30, 2018 and $325 thousand for the six months ended June 30, 2018 compared to the same periods in 2017, respectively. The increase for the three months ended June 30, 2018 is due to increases in pension expense of $190 thousand, company medical plan expense of $20 thousand, and other employee benefits of $21 thousand. The increase for the six months ended June 30, 2018 is the result of increases in pension plan expense of $379 thousand, 401k contributions of $23 thousand, partially offset by a reduction in the cost of the Company's medical plan of $98 thousand. The reduction in the Company's medical plan costs in 2018 reflects a $242 thousand plan credit due to favorable 2017 claims experience. A similar experience based credit received in 2017 was $130 thousand. As discussed in Note 9 of the Company's unaudited consolidated financial statements, the Company plans to terminate its defined benefit pension plan during 2018 with the settlement of assets and liabilities expected to occur during the fourth quarter of 2018. The Company will continue to recognize pension related costs during its interim periods until the plan has been settled.
- Electronic banking expenses. During the first quarter of 2018, Union changed its service provider for its internet and mobile banking product. The new product was selected to provide a more robust product to Union's customers that includes additional functionality. The utilization of the product resulted in an increase in electronic banking expenses of $45 thousand and $85 thousand for the three and six months ended June 30, 2018, respectively, compared to the same periods of 2017.

Provision for Income Taxes. The Company has provided for current and deferred federal income taxes for the three and six months ended June 30, 2018 and June 30, 2017. The Company's net provision for income taxes was $446 thousand and $959 thousand for the three and six months ended June 30, 2018, respectively, compared to $820 thousand and $1.5 million for the same periods in 2017, respectively. The Company's effective tax rate was 15.4% and 15.6% for the three and six months ended June 30, 2018, respectively, compared to 26.9% and 26.3% for the same periods in 2017, respectively. The reduction in the effective tax rate for the comparison periods was primarily due to a decrease in the corporate income tax rate from 34% to 21% as a result of the 2017 Tax Act.

Amortization expense related to limited partnership investments is included as a component of tax expense and amounted to $129 thousand and $269 thousand for the three and six months ended June 30, 2018, respectively, and $157 thousand and $314 thousand for the same periods in 2017 respectively. These investments provide tax benefits, including tax credits. Low income housing tax credits with respect to limited partnership investments are also included

as a component of income tax expense and amounted to $148 thousand and $296 thousand for the three and six months ended June 30, 2018, respectively, and $158 thousand and $318 thousand for the three and six months ended June 30, 2017, respectively.

FINANCIAL CONDITION

At June 30, 2018, the Company had total consolidated assets of $717.6 million, including gross loans and loans held for sale (total loans) of $580.5 million, deposits of $578.9 million, borrowed funds of $69.0 million and stockholders' equity of $60.1 million.

The Company's total assets at June 30, 2018 decreased $28.2 million, or 3.8%, from $745.8 million at December 31, 2017, and increased $52.7 million, or 7.9%, compared to June 30, 2017.

Net loans and loans held for sale totaled $575.8 million, or 80.2% of total assets at June 30, 2018, compared to $589.9 million, or 79.1% of total assets at December 31, 2017. (See Loans Held for Sale and Loan Portfolio below.)

Total deposits decreased $68.7 million, or 10.6%, to $578.9 million at June 30, 2018, from $647.6 million at December 31, 2017. There were decreases in interest bearing deposits of $58.0 million, or 13.9%, and noninterest bearing deposits of $16.8 million, or 13.2%, which were partially offset by an increase in time deposits of $6.2 million, or 6.1%. The majority of the decrease in total deposits between periods reflects an expected one day seasonal decline due to the municipal funding requirements in Vermont as municipalities and school districts utilize their deposits to pay down their short term loans as of their June 30 fiscal year end. (See average balances and rates in the Yields Earned and Rates Paid tables on pages 31 and 32.)

Total borrowed funds increased $37.5 million, or 118.6%, from $31.6 million at December 31, 2017 to $69.0 million at June 30, 2018. FHLB advances increased $38.2 million and customer overnight collateralized repurchase sweeps decreased $777 thousand between December 31, 2017 and June 30, 2018. (See Borrowings on page 41.)

Total stockholders' equity increased $1.4 million to $60.1 million at June 30, 2018 from $58.7 million at December 31, 2017. (See Capital Resources on page 43.)

Loans Held for Sale and Loan Portfolio. Total loans (including loans held for sale) decreased $14.1 million, or 2.4%, to $580.5 million, representing 80.9% of assets at June 30, 2018, from $594.6 million, representing 79.7% of assets at December 31, 2017. The total loan portfolio at June 30, 2018 increased $38.9 million compared to the June 30, 2017 level of $541.6 million, representing 81.5% of assets. The Company's loans consist primarily of adjustable-rate and fixed-rate mortgage loans secured by one-to-four family, multi-family residential or commercial real estate. Real estate secured loans represented $507.4 million, or 87.4% of total loans at June 30, 2018 and $484.2 million, or 81.4% of total loans at December 31, 2017. Although competition for good loans is strong, especially in the commercial sector, the Company has been able to originate loans to both current and new customers while maintaining credit quality. Other than the decrease in the municipal portfolio reflecting the one day seasonal fluctuation from municipalities and school districts paying down their short term loans as of their June 30 fiscal year end, the composition of the Company's loan portfolio remained relatively unchanged from December 31, 2017. There was no material change in the Company's lending programs or terms during the six months ended June 30, 2018.

The composition of the Company's loan portfolio as of June 30, 2018 and December 31, 2017 was as follows:

	June 30, 2018		December 31, 2017	
Loan Class	Amount	Percent	Amount	Percent
	(Dollars in thousands)			
Residential real estate	$181,942	31.3	$178,999	30.1
Construction real estate	50,358	8.7	42,935	7.2
Commercial real estate	269,645	46.5	254,291	42.8
Commercial	47,596	8.2	50,719	8.5
Consumer	3,680	0.6	3,894	0.7
Municipal	21,855	3.8	55,777	9.4
Loans held for sale	5,424	0.9	7,947	1.3
Total loans	580,500	100.0	594,562	100.0
Allowance for loan losses	(5,553)		(5,408)	
Unamortized net loan costs	846		795	

Net loans and loans held for sale	$575,793	$589,949

The Company originates and sells qualified residential mortgage loans in various secondary market avenues, with a majority of sales made to the FHLMC/Freddie Mac, generally with servicing rights retained. At June 30, 2018, the Company serviced a $681.5 million residential real estate mortgage portfolio, of which $5.4 million was held for sale and approximately $494.1 million was serviced for unaffiliated third parties.

The Company sold $49.4 million of qualified residential real estate loans primarily originated during the first six months of 2018 to the secondary market to mitigate long-term interest rate risk and to generate fee income, compared to sales of $58.4 million

during the first six months of 2017. The Company originates and sells FHA, VA, and RD residential mortgage loans, and also has an Unconditional Direct Endorsement Approval from HUD which allows the Company to approve FHA loans originated in any of its Vermont or New Hampshire locations without needing prior HUD underwriting approval. The Company sells FHA, VA and RD loans as originated with servicing released. Some of the government backed loans qualify for zero down payments without geographic or income restrictions. These loan products increase the Company's ability to serve the borrowing needs of residents in the communities we serve, including low and moderate income borrowers, while the government guaranty mitigates our exposure to credit risk.

The Company also originates commercial real estate and commercial loans under various SBA, USDA and State sponsored programs that provide a government agency guaranty for a portion of the loan amount. There was $4.1 million guaranteed under these various programs at June 30, 2018 on an aggregate balance of $5.2 million in subject loans. The Company occasionally sells the guaranteed portion of the loan to other financial partners and retains servicing rights, which generates fee income. There were no commercial loans sold in the first six months of 2018 and $103 thousand of commercial loans sold in the first six months of 2017. The Company recognizes gains and losses on the sale of the principal portion of these loans as they occur.

The Company serviced $14.5 million of commercial and commercial real estate loans for unaffiliated third parties as of June 30, 2018. This includes $12.3 million of commercial or commercial real estate loans the Company has participated out to other financial institutions, in the ordinary course of business on a nonrecourse basis, for liquidity or credit concentration management purposes.

As of June 30, 2018, there were $1.089 billion in total loans serviced, which includes total loans on the balance sheet of $580.5 million as well as total loans sold with servicing retained of $508.7 million. There were $1.094 billion in total loans serviced as of December 31, 2017.

The Company capitalizes MSRs for all loans sold with servicing retained and recognizes gains and losses on the sale of the principal portion of these loans as they occur. The unamortized balance of MSRs on loans sold with servicing retained was $1.6 million at June 30, 2018, with an estimated market value in excess of the carrying value as of such date. Management periodically evaluates and measures the servicing assets for impairment.

Qualifying residential first mortgage loans and certain commercial real estate loans with a carrying value of $187.4 million were pledged as collateral for borrowings from the FHLB under a blanket lien at June 30, 2018.

Asset Quality. The Company, like all financial institutions, is exposed to certain credit risks, including those related to the value of the collateral that secures its loans and the ability of borrowers to repay their loans. Consistent application of the Company’s conservative loan policies has helped to mitigate this risk and has been prudent for both the Company and its customers. Renewed market volatility, high unemployment rates or weakness in the general economic condition of the country or our market area, may have a negative effect on our customers’ ability to make their loan payments on a timely basis and/or on underlying collateral values. Management closely monitors the Company’s loan and investment portfolios, OREO and OAO for potential problems and reports to the Company’s and Union’s Board at regularly scheduled meetings. Board approved policies set forth portfolio diversification levels to mitigate concentration risk and the Company participates large credits out to other financial institutions to further mitigate that risk.

Repossessed assets and loans or investments that are 90 days or more past due are considered to be nonperforming assets.The following table shows the composition of nonperforming assets at the dates indicated and trends in certain ratios monitored by the Company's management in reviewing asset quality:

	June 30, 2018	December 31, 2017	June 30, 2017
	(Dollars in thousands)		
Nonaccrual loans	$927	$ 1,191	$2,728
Accruing loans 90+ days delinquent	758	494	357
Total nonperforming loans (1)	1,685	1,685	3,085
OREO	—	36	—
Total nonperforming assets (1)	$1,685	$ 1,721	$3,085
ALL to loans not held for sale	0.97 %	0.92 %	0.96 %
ALL to nonperforming loans	329.55 %	320.95 %	167.52 %
Nonperforming loans to total loans	0.29 %	0.28 %	0.57 %
Nonperforming assets to total assets	0.23 %	0.23 %	0.46 %
Delinquent loans (30 days to nonaccruing) to total loans	0.60 %	1.05 %	0.97 %
Net charge-offs (annualized) to average loans not held for sale	— %	0.01 %	0.03 %

(1) The Company had guarantees of U.S. or state government agencies on the above nonperforming loans totaling $253 thousand at June 30, 2018, $131 thousand at December 31, 2017, and $194 thousand at June 30, 2017.

The level of nonaccrual loans decreased $264 thousand, or 22.2%, since December 31, 2017, and accruing loans delinquent 90 days or more increased $264 thousand, or 53.4%, during the same time period. There was one residential real estate loan totaling $131 thousand in process of foreclosure at June 30, 2018. The aggregate interest income not recognized on nonaccrual loans amounted to approximately $1.2 million and $1.4 million as of June 30, 2018 and 2017, respectively, and $1.2 million as of December 31, 2017.

At June 30, 2018, the Company had loans rated substandard that were on performing status totaling $2.0 million, compared to $3.0 million at December 31, 2017. In management's view, substandard loans represent a higher degree of risk of becoming nonperforming loans in the future. The Company’s management is focused on the impact that the economy may have on its borrowers and closely monitors industry and geographic concentrations for evidence of financial problems. The past two years have resulted in successful tourist seasons for all seasons throughout the year, which appears to have improved the related business' financial performance. Improvement in local economic indicators have also been identified over the past two years. The unemployment rate has stabilized in Vermont and was 2.8% for June 2018 compared to 3.2% for June 2017. The New Hampshire unemployment rate was 2.7% for June 2018 compared to 2.9% for June 2017. These rates compare favorably with the nationwide unemployment rate of 4.0% and 4.4%, respectively, for the comparable periods. Management will continue to monitor the national, regional and local economic environment and its impact on unemployment, business outlook and real estate values in the Company’s market area.

On occasion, the Company acquires residential or commercial real estate properties through or in lieu of loan foreclosure. These properties are held for sale and are initially recorded as OREO at fair value less estimated selling costs at the date of the Company’s acquisition of the property, with fair value based on an appraisal for more significant properties and on a broker’s price opinion for less significant properties. Holding costs and declines in the fair value of properties acquired are expensed as incurred. Declines in the fair value after acquisition of the property result in charges against income before tax. There were no such declines for the three and six months ended June 30, 2018, or June 30, 2017. The Company evaluates each OREO property at least quarterly for changes in the fair value. The Company had no properties classified as OREO at June 30, 2018 or June 30, 2017 and one residential real estate property valued at $36 thousand classified as OREO at December 31, 2017.

Allowance for Loan Losses. Some of the Company’s loan customers ultimately do not make all of their contractually scheduled payments, requiring the Company to charge off a portion or all of the remaining principal balance due. The

Company maintains an ALL to absorb such losses. The ALL is maintained at a level believed by management to be appropriate to absorb probable credit losses inherent in the loan portfolio as of the evaluation date; however, actual loan losses may vary from current estimates. The Company's policy and methodologies for establishing the ALL, described in the Company's 2017 Annual Report did not change during the first six months of 2018.

Impaired loans, including $3.4 million of TDR loans, were $4.0 million at June 30, 2018, with government guaranties of $675 thousand and a specific reserve amount allocated of $57 thousand. Impaired loans at December 31, 2017 were $3.3 million, with

government guaranties of $550 thousand and a specific reserve amount allocated of $48 thousand. All of the impaired loans were also TDR loans at December 31, 2017. Based on management's evaluation of the Company's historical loss experience on substandard commercial loans, commercial loans with balances greater than $500 thousand is the threshold for individual impairment evaluation with a specific reserve allocated when warranted. Commercial loans with balances under this threshold are collectively evaluated for impairment as a homogeneous pool of loans, unless such loans are subject to a restructuring agreement or have been identified as impaired as part of a larger customer relationship. The specific reserve amount allocated to individually identified impaired loans increased $9 thousand as a result of the June 30, 2018 impairment evaluation.

The following table reflects activity in the ALL for the three and six months ended June 30, 2018 and 2017:

	For the Three Months Ended June 30,		For The Six Months Ended June 30,	
	2018	2017	2018	2017
	(Dollars in thousands)			
Balance at beginning of period	$5,405	$5,192	$5,408	$5,247
Charge-offs	(3)	(28)	(9)	(89)
Recoveries	1	4	4	10
Net charge-offs	(2)	(24)	(5)	(79)
Provision for loan losses	150	—	150	—
Balance at end of period	$5,553	$5,168	$5,553	$5,168

The following table (net of loans held for sale) shows the internal breakdown by risk component of the Company's ALL and the percentage of loans in each category to total loans in the respective portfolios at the dates indicated:

	June 30, 2018		December 31, 2017	
	Amoun	Percent	Amoun	Percent
	(Dollars in thousands)			
Residential real estate	$1,375	31.6	$1,361	30.5
Construction real estate	556	8.8	488	7.3
Commercial real estate	2,855	46.9	2,707	43.4
Commercial	374	8.3	395	8.6
Consumer	26	0.6	30	0.7
Municipal	30	3.8	64	9.5
Unallocated	337	—	363	—
Total	$5,553	100.0	$5,408	100.0

Notwithstanding the categories shown in the table above or any specific allocation under the Company's ALL methodology, all funds in the ALL are available to absorb loan losses in the portfolio, regardless of loan category or specific allocation.

There were no changes to the reserve factors assigned to any of the loan portfolios based on the qualitative factor reviews performed during the first six months of 2018. Management of the Company believes, in its best estimate, that the ALL at June 30, 2018 is appropriate to cover probable credit losses inherent in the Company’s loan portfolio as of such date. However, there can be no assurance that the Company will not sustain losses in future periods which could be greater than the size of the ALL at June 30, 2018. In addition, our banking regulators, as an integral part of their examination process, periodically review our ALL. Such agencies may require us to recognize adjustments to the ALL based on their judgments about information available to them at the time of their examination. A large adjustment to the ALL for losses in future periods could require increased provisions to replenish the ALL, which could negatively affect earnings. Management continues to be cautiously optimistic about the collectability of the Company's loan portfolio.

Investment Activities. At June 30, 2018, investment securities classified as AFS totaled $69.5 million, comprising 9.7% of total assets, compared to $65.4 million, or 8.8% of total assets at December 31, 2017. Total investment securities increased $3.1 million, or 4.7%, from $66.4 million, or 8.9% of total assets at December 31, 2017. Net unrealized losses for the Company's AFS investment securities portfolio were $1.9 million as of June 30, 2018, compared to net unrealized losses of $381 thousand as of December 31, 2017. Net unrealized losses of $1.5 million, net of income tax effect, were reflected in the Company's accumulated OCI component of stockholders' equity at June 30, 2018. There were no securities classified as HTM at June 30, 2018 and $1.0 million in investment

securities classified as HTM at December 31, 2017. No declines in value were deemed by management to be OTT at June 30, 2018. Deterioration in credit quality and/or imbalances in liquidity that may exist in the financial marketplace might adversely affect the fair values of the Company's investment portfolio and the amount of gains or losses ultimately realized on the sale of such securities, and may also increase the potential that certain resulting unrealized losses will be designated as OTT in future periods, resulting in write-downs and charges to earnings. There was $3.0 million of investment securities pledged to secure various public deposits or customer repurchase agreements as of June 30, 2018, compared to $4.6 million at December 31, 2017.

Deposits. The following table shows information concerning the Company's average deposits by account type and weighted average nominal rates at which interest was paid on such deposits for the six months ended June 30, 2018 and 2017:

	Six Months Ended June 30, 2018			Six Months Ended June 30, 2017		
	Average Amount	Percent of Total Deposits	Average Rate	Average Amount	Percent of Total Deposits	Average Rate
	(Dollars in thousands)					
Nontime deposits:						
Noninterest bearing deposits	$121,024	19.3	—	$106,124	18.2	—
Interest bearing checking accounts	144,023	22.9	0.13 %	144,176	24.8	0.11 %
Money market accounts	153,221	24.4	0.66 %	130,206	22.4	0.50 %
Savings accounts	104,076	16.6	0.15 %	98,617	16.9	0.15 %
Total nontime deposits	522,344	83.2	0.26 %	479,123	82.3	0.20 %
Time deposits:						
Less than $100,000	60,186	9.6	0.72 %	62,116	10.7	0.65 %
$100,000 and over	45,100	7.2	0.97 %	40,666	7.0	0.68 %
Total time deposits	105,286	16.8	0.83 %	102,782	17.7	0.66 %
Total deposits	$627,630	100.0	0.36 %	$581,905	100.0	0.28 %

During the first six months of 2018, average total deposits grew $45.7 million, or 7.9%, compared to the six months ended June 30, 2017, with growth in all categories except interest bearing checking accounts and time deposits less than $100 thousand.

The Company participates in CDARS, which permits the Company to offer full deposit insurance coverage to its customers by exchanging deposit balances with other CDARS participants. CDARS also provides the Company with an additional source of funding and liquidity through the purchase of deposits. At June 30, 2018, $1.5 million of the Company's CDARS deposits represented purchased deposits which are considered "brokered" deposits. There were no purchased deposits as of December 31, 2017. These deposits are included in time deposits on the consolidated balance sheets. There were $12.6 million of time deposits of $250,000 or less on the balance sheet at June 30, 2018 and $11.5 million at December 31, 2017, which were exchanged with other CDARS participants.

The Company also participates in the ICS program, a service through which Union can offer its customers a savings product with access to unlimited FDIC insurance, while receiving reciprocal deposits from other FDIC-insured banks. Like the exchange of certificate of deposit accounts through CDARS, exchange of savings deposits through ICS provides a depositor with full deposit insurance coverage of excess balances, thereby helping Union retain the full amount of the deposit on its balance sheet. As with the CDARS program, in addition to reciprocal deposits, participating banks may also purchase one-way ICS deposits. There were $44.6 million and $67.0 million in exchanged ICS money market deposits on the balance sheet at June 30, 2018 and December 31, 2017, respectively. There were no purchased ICS deposits at June 30, 2018 or December 31, 2017.

The Economic Growth, Regulatory Relief, and Consumer Protection Act was signed into law in May 2018 and allows the Company to hold reciprocal deposits up to 20 percent of total liabilities without those deposits being treated as brokered for regulatory purposes.

At June 30, 2018, there was $999 thousand in retail brokered deposits issued under a master certificate of deposit program with a deposit broker for the purpose of providing a supplemental source of funding and liquidity. These deposits will mature in February 2019. There were $2.0 million of retail brokered deposits at December 31, 2017.

The following table provides a maturity distribution of the Company's time deposits in amounts of $100,000 and over at June 30, 2018 and December 31, 2017:

	June 30, 2018	December 31, 2017
	(Dollars in thousands)	
Within 3 months	$11,178	$ 5,345
3 to 6 months	7,736	9,752
6 to 12 months	13,487	13,737
Over 12 months	14,277	12,348
	$46,678	$ 41,182

A provision of the Dodd-Frank Act permanently raised FDIC deposit insurance coverage to $250 thousand per depositor per insured depository institution for each account ownership category. At June 30, 2018, the Company had deposit accounts with less than $250 thousand totaling $453.2 million, or 78.3% of its deposits, with FDIC insurance protection. An additional $6.4 million of municipal deposits were over the FDIC insurance coverage limit at June 30, 2018 and were collateralized by Union under applicable state regulations by investment securities or letters of credit issued by the FHLB.

Borrowings. Total borrowed funds at June 30, 2018 were $69.0 million compared to $31.6 million at December 31, 2017, a net increase of $37.5 million, or 118.6%. The FHLB option advance borrowings were $68.5 million at June 30, 2018, at a weighted average rate of 1.79%, and $30.2 million at December 31, 2017, at a weighted average rate of 1.42%. The increase in borrowed funds was utilized to fund loan demand as loan growth has been outpacing deposit growth through the first six months of 2018. The increase in option advance borrowings reflects a $21.0 million one month bullet advance at 2.13% and a $20.0 million one month bullet advance at 2.09% taken during the second quarter of 2018, as well as a $7.0 million five year option advance (callable after one year) at 0.77% taken during the first quarter of 2018. These advances were partially offset by the maturity of $4.7 million in option advances, a $5.0 million option advance called by FHLB and scheduled monthly payments of $72 thousand on long-term FHLB amortizing advances during the first six months of 2018. In addition, the Company had overnight secured customer repurchase agreement sweeps at June 30, 2018 of $588 thousand, at a weighted average rate of 0.25%, compared to $1.4 million, at a weighted average rate of 0.25% at December 31, 2017, a decrease of $777 thousand, or 56.9%, primarily due to a customer converting their account to another deposit product during the first quarter. The volume of the overnight secured customer repurchase agreement sweeps is volatile and is a function of our customers' cash flow and cash management needs.

The Company has the authority, up to its available borrowing capacity with the FHLB, to collateralize public unit deposits with letters of credit issued by the FHLB. FHLB letters of credit in the amount of $7.0 million and $29.6 million were utilized as collateral for these deposits at June 30, 2018 and December 31, 2017, respectively. Total fees paid by the Company in connection with the issuance of these letters of credit were $9 thousand and $15 thousand for the three and six months ended June 30, 2018, respectively, with no fees paid for the three and six months ended June 30, 2017.

Commitments, Contingent Liabilities, and Off-Balance-Sheet Arrangements. The Company is a party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its customers, to reduce its own exposure to fluctuations in interest rates and to implement its strategic objectives. These financial instruments include commitments to extend credit, standby letters of credit, interest rate caps and floors written on adjustable-rate loans, commitments to participate in or sell loans, commitments to buy or sell securities, certificates of deposit or other investment instruments and risk-sharing commitments or guarantees on certain sold loans. Such instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized on the balance sheet. The contractual or notional amounts of these instruments reflect the extent of involvement the Company has in a particular class of financial instruments.

The Company's maximum exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit and standby letters of credit is represented by the contractual or notional amount of those instruments. The Company uses the same credit policies in making commitments and conditional obligations as it does for on-balance-sheet instruments. For interest rate caps and floors written on adjustable-rate loans, the contractual or notional amounts do not represent the Company’s exposure to credit loss. The Company controls the risk of interest rate cap agreements through credit approvals, limits, and monitoring procedures. The Company generally requires collateral or other security to support financial instruments with credit risk.

The following table details the contractual or notional amount of financial instruments that represented credit risk at the balance sheet dates:

	June 30, 2018	December 31, 2017
	(Dollars in thousands)	
Commitments to originate loans	$116,887	$ 25,394
Unused lines of credit	81,178	85,906
Standby and commercial letters of credit	2,078	2,064
Credit card arrangements	1,389	1,326
FHLB Mortgage Partnership Finance credit enhancement obligation, net	643	640
Commitment to purchase investment in a real estate limited partnership	—	1,470
Contract commitment for renovation projects	431	662
Total	$202,606	$ 117,462

Commitments to originate loans are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have a fixed expiration date or other termination clause and may require payment of a fee. Since many of the loan commitments are expected to expire without being drawn upon and not all credit lines will be utilized, the total commitment amounts do not necessarily represent future cash requirements. Lines of credit incur seasonal volume fluctuations due to the nature of some customers' businesses, such as tourism and maple syrup products production. The large increase in commitments to originate loans at June 30, 2018 from December 31, 2017 is primarily the result of the municipals' and school districts' fiscal cycle, with $63.9 million committed to them on June 30, 2018 for their fiscal year beginning July 1, 2018. In addition, commitments to originate commercial real estate loans at June 30, 2018 increased $25.2 million over December 31, 2017.

The Company did not hold any derivative or hedging instruments at June 30, 2018 or December 31, 2017.

The Company’s subsidiary bank is required (as are all banks) to maintain vault cash or a noninterest bearing reserve balance as established by FRB regulations. The Bank’s average total required reserve for the 14 day maintenance period including June 30, 2018 was $1.1 million and for December 31, 2017 was $1.4 million, both of which were satisfied by vault cash.

Contractual Obligations. The Company and Union have various financial obligations, including contractual obligations that may require future cash payments. The following table presents, as of June 30, 2018, significant fixed and determinable contractual obligations to third parties:

	June 30, 2018
	(Dollars in thousands)
Operating lease commitments	$ 587
Contractual payments on borrowed funds (1)	69,039
Deposits without stated maturity (1) (2)	471,566
Certificates of deposit (1) (2)	107,321
Deferred compensation payouts	880
Total	$ 649,393

(1) The amounts exclude interest payable.

(2) While Union has a contractual obligation to depositors should they wish to withdraw all or some of the funds on deposit, management believes, based on historical analysis as well as current conditions in the financial markets, that the majority of these deposits will remain on deposit for the foreseeable future.

Liquidity. Liquidity is a measurement of the Company’s ability to meet potential cash requirements, including ongoing commitments to fund deposit withdrawals, repay borrowings, fund investment and lending activities, and for other

general business purposes. The primary objective of liquidity management is to maintain a balance between sources and uses of funds to meet our cash flow needs in the most economical and expedient manner. The Company's principal sources of funds are deposits; amortization, prepayment and maturity of loans, investment securities, interest bearing deposits and other short-term investments; sales of securities and loans AFS; earnings; and funds provided from operations. Contractual principal repayments on loans are a relatively predictable source of funds; however, deposit flows and loan and investment prepayments are less predictable and can be significantly influenced by market interest rates, economic conditions, and rates offered by our competitors. Managing liquidity risk is essential to maintaining both depositor confidence and earnings stability.

As of June 30, 2018, Union, as a member of FHLB, had access to unused lines of credit up to $38.5 million over and above the $76.4 million in combined outstanding borrowings and other credit subject to collateralization, subject to the purchase of required FHLB Class B common stock and evaluation by the FHLB of the underlying collateral available. This line of credit can be used for either short-term or long-term liquidity or other funding needs.
Union also maintains an IDEAL Way Line of Credit with the FHLB. The total line available was $551 thousand at June 30, 2018. There were no borrowings against this line of credit as of such date. Interest on this line is chargeable at a rate determined by the FHLB and payable monthly. Should Union utilize this line of credit, qualified portions of the loan and investment portfolios would collateralize these borrowings.
In addition to its borrowing arrangements with the FHLB, Union maintains a pre-approved federal funds line of credit totaling $10.0 million with an upstream correspondent bank and one-way buy options with CDARS and ICS as well as access to the FRB discount window, which would require pledging of qualified assets. Core deposits are the lowest cost of funds the Company has access to but these deposits may not be sufficient to cover the on balance sheet liquidity needs which makes using these other funding sources necessary. At June 30, 2018 there were no purchased ICS deposits under this agreement, $1.5 million purchased CDARS deposits, and no outstanding advances on the federal funds line or at the discount window.
Union's investment and residential loan portfolios provide a significant amount of contingent liquidity that could be accessed in a reasonable time period through sales of those portfolios. We also have additional contingent liquidity sources with access to the brokered deposit market and the FRB discount window. These sources are considered as liquidity alternatives in our contingent liquidity plan. At June 30, 2018, there was $998 thousand in retail brokered deposits issued under a master certificate of deposit program with a deposit broker. Management believes the Company has sufficient liquidity to meet all reasonable borrower, depositor, and creditor needs in the present economic environment. However, any projections of future cash needs and flows are subject to substantial uncertainty, including factors outside the Company's control.
On July 2, 2018, the Company entered into a terms agreement with a deposit broker for placement of $8.0 million of brokered deposits to settle on July 13, 2018. Interest will be charged at a rate of 2.07% and will mature on October 12, 2018. The agreement was entered into to obtain funding to manage short term liquidity needs.

Capital Resources. Capital management is designed to maintain an optimum level of capital in a cost-effective structure that meets target regulatory ratios, supports management’s internal assessment of economic capital, funds the Company’s business strategies and builds long-term stockholder value. Dividends are generally in line with long-term trends in earnings per share and conservative earnings projections, while sufficient profits are retained to support anticipated business growth, fund strategic investments, maintain required regulatory capital levels and provide continued support for deposits. The Company continues to evaluate growth opportunities both through internal growth or potential acquisitions.
Stockholders’ equity increased from $58.7 million at December 31, 2017 to $60.1 million at June 30, 2018, reflecting net income of $5.2 million for the first six months of 2018, an increase of $82 thousand from stock based compensation, and a $15 thousand increase due to the issuance of common stock under the DRIP. These increases were partially offset by cash dividends paid of $2.7 million, a decrease of $1.2 million in accumulated other comprehensive loss due to a decline in the fair market value of the Company's AFS securities, and stock repurchases of $3 thousand during the six months ended June 30, 2018. The components of the other comprehensive loss are illustrated in Note 11 of the unaudited consolidated financial statements.
The Company has 7,500,000 shares of $2.00 par value common stock authorized. As of June 30, 2018, the Company had 4,940,961 shares issued, of which 4,465,803 were outstanding and 475,158 were held in treasury.
In January 2018, the Company's Board reauthorized the limited stock repurchase plan that was initially established in May of 2010 and has been reauthorized annually since that time. The limited stock repurchase plan allows the repurchase of up to a fixed number of shares of the Company's common stock each calendar quarter (currently 2,500 shares) in open market purchases or privately negotiated transactions, as management deems advisable and as market conditions may warrant. The repurchase authorization for a calendar quarter expires at the end of that quarter to the extent it has not been exercised, and is not carried forward into future quarters. The quarterly repurchase authorization

expires on December 31, 2018, unless reauthorized. The Company repurchased 60 shares during the first six months of 2018 under this program at a total cost of $3 thousand.

The Company adopted a Dividend Reinvestment and Stock Purchase Plan whereby registered stockholders may elect to reinvest cash dividends and optional cash contributions to purchase additional shares of the Company's common stock. The Company has reserved 200,000 shares of its common stock for issuance and sale under the DRIP. As of June 30, 2018, 1,164 shares of stock had been issued from treasury stock under the DRIP.

The Company (on a consolidated basis) and Union are subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory, and possibly additional discretionary, actions by regulators that, if undertaken, could have a direct material effect on the Company's and Union's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company and Union

must meet specific capital guidelines that involve quantitative measures of assets, liabilities and certain off-balance-sheet items as calculated under regulatory accounting practices. The Company's and Union's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings and other factors.

Under the current guidelines, banking organizations must have a minimum total risk-based capital ratio of 8.0%, a minimum Tier I risk-based capital ratio of 6.0%, a minimum common equity Tier I risk-based capital ratio of 4.5%, and a minimum leverage ratio of 4.0% in order to be "adequately capitalized." In addition to these requirements, banking organizations must maintain a 2.5% capital conservation buffer consisting of common Tier I equity, subject to a transition schedule with a full phase-in by 2019. Effective January 1, 2018, the Company and the Bank were required to establish a capital conservation buffer of 1.875%, increasing the minimum required total risk-based capital, Tier I risk-based and common equity Tier I capital to risk-weighted assets they must maintain to avoid limits on capital distributions and certain bonus payments to executive officers and similar employees.

In May 2018, the Economic Growth, Regulatory Relief and Consumer Protection Act was signed into law. This act rolls back certain provisions of the Dodd-Frank Act of 2010 providing relief to all but the largest banking organizations in the United States. A bank with less than $10 billion in assets may be exempt from current leverage and risk-based capital ratio requirements if it maintains a community bank leverage ratio ("CBLR") above a threshold to be set by regulators between eight and 10 percent. The bank will be deemed "well capitalized" if it meets the CBLR.

As of June 30, 2018, both the Company and Union met all capital adequacy requirements to which they are currently subject. There were no conditions or events between June 30, 2018 and the date of this report that management believes have changed either Company’s regulatory capital category.

	Actual		For Capital Adequacy Purposes		To Be Well Capitalized Under Prompt Corrective Action Provisions	
As of June 30, 2018	Amount	Ratio	Amount	Ratio	Amount	Ratio
	(Dollars in thousands)					
Company:						
Total capital to risk weighted assets	$69,199	14.06%	$39,374	8.00%	N/A	N/A
Tier I capital to risk weighted assets	63,646	12.93%	29,534	6.00%	N/A	N/A
Common Equity Tier 1 to risk weighted assets	63,646	12.93%	22,151	4.50%	N/A	N/A
Tier I capital to average assets	63,646	8.71 %	29,229	4.00%	N/A	N/A
Union:						
Total capital to risk weighted assets	$68,817	14.01%	$39,296	8.00%	$49,120	10.00%
Tier I capital to risk weighted assets	63,264	12.88%	29,471	6.00%	39,294	8.00 %
Common Equity Tier 1 to risk weighted assets	63,264	12.88%	22,103	4.50%	31,927	6.50 %
Tier I capital to average assets	63,264	8.64 %	29,289	4.00%	36,611	5.00 %

Dividends paid by Union are the primary source of funds available to the Company for payment of dividends to its stockholders. Union is subject to certain requirements imposed by federal banking laws and regulations, which among other things, establish minimum levels of capital and restrict the amount of dividends that may be distributed by Union to the Company.

Quarterly cash dividends of $0.30 per share were paid during the first half of 2018 and declared for the third quarter, payable on August 9, 2018 to stockholders of record on July 30, 2018. The dividend rate of $0.30 per share represents an increase of $0.01 per share in the quarterly cash dividends paid in 2017 .

Regulatory Matters. The Company and Union are subject to periodic examinations by the various regulatory agencies. These examinations include, but are not limited to, procedures designed to review lending practices, risk management, credit quality, liquidity, compliance and capital adequacy. In May of 2017, the FDIC performed its regular, periodic safety and soundness examination of Union. In February of 2017, the FDIC performed its regular periodic compliance examination of Union. In September of 2017, the FRB performed its regular, periodic examination of the Company. During 2015, the Vermont Department of Financial Regulation performed a regular safety and soundness examination of Union. No comments were received that would have a material adverse effect on the Company's or Union's liquidity, financial position, capital resources, or results of operations.

OTHER FINANCIAL CONSIDERATIONS

Market Risk and Interest Rate Risk. Market risk is the potential of loss in a financial instrument arising from adverse changes in market prices, interest rates, foreign currency exchange rates, commodity prices, and equity prices. As of June 30, 2018, the

Company did not have any market risk sensitive instruments acquired for trading purposes. The Company's market risk arises primarily from interest rate risk inherent in its lending, investing, deposit taking and borrowing activities. Management of interest rate risk is an important component of our asset and liability management process, which is governed by established policies that are reviewed and approved annually. Our investment policy details the types of securities that may be purchased, and establishes portfolio limits and maturity limits for the various sectors. Our investment policy also establishes specific investment quality limits. The ALCO develops guidelines and strategies impacting our asset and liability management-related activities based upon estimated market risk sensitivity, policy limits and overall market interest rate levels and trends. Members of the ALCO also manage the investment portfolio to maximize net interest income while mitigating market and interest rate risk.

Interest rate risk arises naturally from imbalances in repricing, maturity and cash flow characteristics of our assets and liabilities. The ALCO takes into consideration the cash flow and repricing attributes of balance sheet and off-balance sheet items and their relation to possible changes in interest rates. The ALCO manages interest rate exposure primarily by using on-balance sheet strategies, generally accomplished through the management of the duration, rate sensitivity and average lives of our various investments, and by extending or shortening maturities of borrowed funds, as well as carefully managing and monitoring the maturities and pricing of loans and deposits.

An outside consultant is utilized to perform rate shocks to our balance sheet to assess our risk to earnings in different interest rate environments, and to perform a variety of other analyses. The consultant's most recent completed analysis was as of June 30, 2018. The base simulation assumed no changes in rates, as well as 200 and 300 basis point rising interest rate scenarios which assume a parallel shift of the yield curve over a one-year period, and no growth assumptions. Management is not aware of any significant changes in the Company's risk profile since the analysis was performed as of June 30, 2018. A summary of the results is as follows:

- Current/Flat Rates: If rates remain at current levels net interest income is projected to trend sideways for the entire simulation as declining asset yields are similarly offset by reductions to funding costs.
- Rising Rates: Higher rates indicate positive results under all scenarios. Under the rising rate scenarios if rates rise in a parallel fashion, net interest income is expected to trend close to the base case scenario over the near term as higher funding costs match increasing asset yields. Once funding cost increases stabilize, net interest income is projected to increase for the duration of the simulation as assets reprice at higher rates and investment and loan cash flow continues to cycle into the elevated environment. The timing of recovery will depend on the slope and shape of the yield curve as rates rise.

The net interest income simulation as of June 30, 2018 showed that the change in net interest income for the next 12 months from our expected or "most likely" forecast was as follows:

Rate Change	Percent Change in Net Interest Income Limit	Percent Change in Net Interest Income
Up 300 basis points	(21.00)%	(2.8)%
Up 200 basis points	(14.00)%	(1.5)%

The preceding sensitivity analysis does not represent our forecast and should not be relied upon as being indicative of expected operating results. These estimates are based upon numerous assumptions including, among others, the nature and timing of interest rate levels including yield curve shape, prepayments on loans and securities, deposit run-off rates, pricing decisions on loans and deposits and reinvestment/replacement of asset and liability cash flows. While assumptions are developed based upon 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 might change.

The model used to perform the base case balance sheet simulation assumes a parallel shift of the yield curve over twelve months and reprices every interest earning asset and interest bearing liability on our balance sheet, simultaneously. The use of pricing betas help simulate the expected pricing behavior regarding non-maturing deposits,

limiting the rate increases that occur when market rates rise. A historic analysis of the bank's prepayment history was performed and the results were used as a basis for future prepayment expectations. Investment securities with call provisions are examined on an individual basis to estimate the likelihood of a call.

As market conditions vary from those assumed in the sensitivity analysis, actual results will likely differ due to: the varying impact of changes in the balances and mix of loans and deposits differing from those assumed, the impact of possible off balance sheet commitments, and other internal/external variables. Furthermore, the sensitivity analysis does not reflect all actions that the ALCO might take in responding to or anticipating changes in interest rates.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.
Information called for by this item is incorporated to Part I, Item 2, reference in Management’s Discussion and Analysis of Financial Condition and Results of Operations under the caption OTHER FINANCIAL CONSIDERATIONS on page 44 of this report

Item 4. Controls and Procedures.
Evaluation of Disclosure Controls and Procedures. The Company’s Chief Executive Officer and Chief Financial Officer, with the assistance of the Disclosure Control Committee, evaluated the effectiveness of the design and operation of the Company’s disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) as of June 30, 2018. Based on this evaluation they concluded that those 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 Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by the Company in the reports that it files with the Commission is accumulated and communicated to the Company’s management, including its principal executive and principal financial officer, or persons performing similar functions, as appropriate to allow timely decisions regarding required information.
Changes in Internal Controls over Financial Reporting. There was no change in the Company's internal control over financial reporting, as defined in Rule 13a-15(f) of the Exchange Act, during the most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II OTHER INFORMATION

Item 1. Legal Proceedings.
There are no known pending legal proceedings to which the Company or its subsidiary is a party, or to which any of their properties is subject, other than ordinary litigation arising in the normal course of business activities. Although the amount of any ultimate liability with respect to such proceedings cannot be determined, in the opinion of management, any such liability is not expected to have a material adverse effect on the consolidated financial condition or results of operations of the Company and its subsidiary.

Item 1A. Risk Factors
There have been no material changes in the risk factors discussed in Part I-Item 1A, "Risk Factors" in our 2017 Annual Report since the date of the filing of that report.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.
During the quarter ended June 30, 2018, the Company did not issue any unregistered equity securities.
There was no repurchase of the Company's equity securities during the quarter ended June 30, 2018.

Item 6. Exhibits.

31.1	Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*
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101	The following materials from the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2018 formatted in eXtensible Business Reporting Language (XBRL): (i) the unaudited consolidated balance sheets, (ii) the unaudited consolidated statements of income for the three and six months ended June 30, 2018 and 2017, (iii) the unaudited consolidated statements of comprehensive income for the three and six months ended June 30, 2018 and 2017, (iv) the unaudited consolidated statements of changes in stockholders' equity, (iv) the unaudited consolidated statements of cash flows and (v) related notes.

* This exhibit shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that section, and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934.

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.

Union Bankshares, Inc.

August 9, 2018 /s/ David S. Silverman
David S. Silverman
Director, President and Chief Executive Officer

August 9, 2018 /s/ Karyn J. Hale
Karyn J. Hale
Chief Financial Officer
(Principal Financial Officer)

EXHIBIT INDEX

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