

SUSSEX BANCORP  
Form 10-K  
March 16, 2016  
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

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

For the fiscal year ended December 31, 2015

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 0-29030

SUSSEX BANCORP

(Exact name of registrant as specified in its charter)

New Jersey

(State or other jurisdiction of incorporation or organization)

22-3475473

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

100 Enterprise Drive, Suite 700

Rockaway, New Jersey 07866

(Address of principal executive offices) (Zip Code)

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(844) 256-7328  
(Registrant's telephone number, including area code)

Securities Registered Pursuant to Section 12(b) of the Act:

|                            |                                      |
|----------------------------|--------------------------------------|
| Title of each class        | Name of exchange on which registered |
| Common Stock, no par value | The NASDAQ Stock Market LLC          |

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

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

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

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

Indicate by check mark whether the registrant has submitted electronically 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 during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

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



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Based upon the closing price of \$12.05 on June 30, 2015, the aggregate market value of the voting and non-voting common equity held by non-affiliates was \$46,919,724. The number of shares of the registrant's common stock, no par value, outstanding as of March 9, 2016 was 4,675,976.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Proxy Statement for the 2016 Annual Meeting of Shareholders are incorporated by reference into Part III of this Annual Report on Form 10-K. The Proxy Statement will be filed with the Securities and Exchange Commission within 120 days of the registrant's fiscal year ended December 31, 2015.

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FORWARD-LOOKING STATEMENTS

We may, from time to time, make written or oral “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, including statements contained in our filings with the Securities and Exchange Commission (the “SEC”), our reports to stockholders and in other communications by us. This Annual Report on Form 10-K contains “forward-looking statements,” which may be identified by the use of such words as “believe,” “expect,” “anticipate,” “should,” “planned,” “estimated,” and “potential.” Examples of forward-looking statements include, but not limited to, estimates with respect to our financial condition, results of operation and business that are subject to various factors which could cause actual results to differ materially from these estimates. These factors include, but are not limited to:

- § changes to interest rates, the ability to control costs and expenses;
- § our ability to integrate new technology into our operations;
- § general economic conditions;
- § the success of our efforts to diversify our revenue base by developing additional sources of non-interest income while continuing to manage our existing fee based business;
  - § the impact on us of the changing statutory and regulatory requirements; and
- § the risks inherent in commencing operations in new markets.

Any or all of our forward-looking statements in this Annual Report on Form 10-K, and in any other public statements we make may turn out to be wrong. They can be affected by inaccurate assumptions we might make or by known or unknown risks and uncertainties. Consequently, no forward-looking statements can be guaranteed. We disclaim any obligation to subsequently revise any forward-looking statements to reflect events or circumstances after the date of such statements, or to reflect the occurrence of anticipated or unanticipated events.

Unless the context indicates otherwise, all references in this Annual Report on Form 10-K to “Sussex Bancorp,” “we,” “us,” “our” and “the Company” refer to Sussex Bancorp and its subsidiaries. References to the “Bank” are to Sussex Bank, our wholly owned bank subsidiary.

## PART I

### ITEM 1. BUSINESS

#### General

Sussex Bancorp is a bank holding company under the Bank Holding Company Act of 1956, as amended (the “BHC Act”) and was incorporated under the laws of the State of New Jersey in January 1996. The Company is the parent company of Sussex Bank (the “Bank”). The only significant asset of Sussex Bancorp is its investment in the Bank. At December 31, 2015, the Company had consolidated total assets of \$684.5 million, gross loans of \$544.1 million, deposits of \$517.9 million and stockholders’ equity of \$53.9 million.

The Bank is a commercial bank formed under the laws of the State of New Jersey in 1975 and is regulated by the New Jersey Department of Banking and Insurance (the “Department”) and the Federal Deposit Insurance Corporation (the “FDIC”). The Bank’s wholly owned subsidiaries are SCB Investment Company, Inc., SCBNY Company, Inc., ClassicLake Enterprises, LLC, Wheatsworth Properties Corp., PPD Holding Company, LLC and Tri-State Insurance Agency, Inc. (“Tri-State”). SCB Investment Company, Inc. and SCBNY Company, Inc. hold portions of the Bank’s investment portfolio. ClassicLake Enterprises, LLC, PPD Holding Company, LLC and Wheatsworth Properties Corp. hold certain foreclosed properties. Tri-State provides insurance agency services mostly through the sale of property and casualty insurance policies.

The corporate office of the Company is located at 100 Enterprise Drive, Suite 700, Rockaway, New Jersey, 07866, and the telephone number is (844) 256-7328.

#### Our Business

Our primary business is ownership and supervision of the Bank. Through the Bank, we conduct a traditional commercial banking business, and offer services including personal and business checking accounts and time deposits, money market accounts and savings accounts. We structure our specific services and charges in a manner designed to attract the business of the small and medium sized business and professional community as well as that of individuals residing, working and shopping in the northern New Jersey and New York markets. We engage in a wide range of lending activities and offer commercial, consumer, mortgage, home equity and personal loans.

Through the Bank’s subsidiary, Tri-State, we operate a full service general insurance agency, offering both commercial and personal lines of insurance.

We have two business segments, banking and financial services and insurance services. For financial data on the segments see Note 2 of our consolidated financial statements located elsewhere in this report.

#### Market Area

Our service area primarily consists of Sussex, Morris and Bergen Counties in New Jersey and Orange and Queens Counties, New York; although we make loans throughout New Jersey and the New York metropolitan markets. We operate from our corporate office in Rockaway, New Jersey, our eleven branch offices located in Andover, Augusta, Franklin, Hackettstown, Montague, Newton, Sparta, Vernon, and Wantage, New Jersey, and in Port Jervis and Astoria, New York, our regional office and corporate center in Wantage, New Jersey, our regional lending office in Rochelle Park, New Jersey, and our insurance agency offices in Augusta and Rochelle Park, New Jersey. On December 18, 2013 we permanently closed our Warwick, New York branch location and during the first and third quarters of 2014 we opened a corporate office and a regional office and corporate center in Rockaway and Wantage, New Jersey, respectively. We opened a new branch location in Astoria, New York during the first quarter of 2015. On January 28, 2016 we announced our intent to close our Port Jervis branch as early as April 29, 2016. On March 5, 2016 we opened a new branch location in Oradell, NJ in Bergen County. Our market area is among the most affluent in the nation.

#### Competition

We operate in a highly competitive environment competing for deposits and loans with commercial banks, thrifts and other financial institutions, many of which have greater financial resources than us. Many large financial institutions in New York City and other parts of New Jersey compete for the business of customers located in our



service area. Many of these institutions have significantly higher lending limits than us and provide services to their customers which we do not offer.

Management believes we are able to compete on a substantially equal basis with our competitors because we provide responsive personalized services through management's knowledge and awareness of our service area, customers and business.

## Personnel

At December 31, 2015, we employed 119 full-time employees and 20 part-time employees. None of these employees are covered by a collective bargaining agreement and we believe that our employee relations are good.

## Supervision and Regulation

The Company, the Bank and certain of its non-banking subsidiaries are subject to extensive regulation under federal and state laws. The regulatory framework applicable to bank holding companies and their subsidiary banks is intended to protect depositors, federal deposit insurance funds, and the U.S. banking system as a whole. This system is not designed to protect investors in bank holding companies such as the Company.

Statutes, regulations and policies are subject to ongoing review by Congress, state legislatures and federal and state agencies. A change in any statute, regulation or policy applicable to the Company may have a material effect on the Company's operations and financial performance. Financial reform legislation and regulations, including the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd-Frank Act"), may have adverse implications on the financial industry, the competitive environment and our ability to conduct business. As a result, we may incur additional expenses to comply with applicable laws and regulations, which may increase our costs of operations and adversely impact our earnings.

## Overview

The Company is a separate and distinct legal entity from the Bank. As a registered bank holding company, the Company is regulated under the BHC Act, and is subject to inspection, examination and supervision by the FRB. The Company is also subject to the jurisdiction of the U.S. Securities and Exchange Commission ("SEC") and the regulatory requirements of the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, as administered by the SEC. The Company's common stock is listed on the NASDAQ under the trading symbol, "SBBX," and the Company is subject to the NASDAQ rules for listed companies.

The Bank is organized as a state-chartered commercial bank pursuant to the banking laws and regulations of the Department. The Bank is subject to the supervision of, and to regular examination by, the Department as its primary chartering authority, as well as by the FDIC as its primary federal regulator and deposit insurer. Financial products and services offered by the Company and the Bank are subject to federal consumer protection laws and regulations promulgated by the Consumer Financial Protection Bureau (“CFPB”). The Company, the Bank and certain of its nonbank subsidiaries are also subject to oversight by state attorneys general for compliance with state consumer protection laws. The Bank's deposits are insured by the FDIC up to the applicable deposit insurance limits in accordance with FDIC laws and regulations. The non-bank subsidiaries of the Company and the Bank are subject to federal and state laws and regulations, including regulations of the FRB and the Department, respectively. Insurance agencies are licensed by the State of New Jersey and are regulated by the Department under state law.

The Dodd-Frank Act has significantly changed the U.S. financial regulatory landscape. Several provisions of the Dodd-Frank Act are subject to further rulemaking, guidance and interpretation by the federal banking agencies. As a result, management cannot predict the ultimate impact of the Dodd-Frank Act or the extent to which it could affect operations of the Company and the Bank.

Set forth below is a summary of the significant laws and regulations applicable to the Company and the Bank. To the extent that the following information describes statutory and regulatory provisions, it is qualified in its entirety by reference to the particular statutory and regulatory provisions. Any change in the applicable law or regulation may have a material effect on the operations and business of the Company and the Bank.

## Federal Bank Holding Company Regulation

The Company is a bank holding company under the BHC Act. The BHC Act generally limits the business of the Company to banking, managing or controlling banks, and other activities that the FRB has determined to be so closely related to banking “as to be a proper incident thereto.” The Company is required to file periodic reports with the FRB and other information regarding its business operations and those of its subsidiaries.

The BHC Act requires, among other things, prior FRB approval where a bank holding company proposes to (i) acquire all or substantially all of the assets of any other bank, (ii) acquire direct or indirect ownership or control of more than 5% of any class of voting stock of any bank (unless it owns a majority of such bank’s voting shares) or (iii) merge or consolidate with any other bank holding company. The FRB will not approve any acquisition, merger, or consolidation that would have a substantially anti-competitive effect, unless the anti-competitive impact of the proposed transaction is clearly outweighed by a greater public interest in meeting the convenience and needs of the community to be served. When reviewing acquisitions or mergers, the FRB also considers, among other factors: (i) capital adequacy; (ii) the financial and managerial resources and future prospects of the companies and the banks concerned; (iii) the convenience and needs of the community to be served; and (iv) the effectiveness of the companies and the banks in combatting money laundering.

The BHC Act also generally prohibits a bank holding company, with certain limited exceptions, from (i) acquiring or retaining direct or indirect ownership or control of more than 5% of the outstanding voting stock of any company which is not a bank or bank holding company; or (ii) engaging directly or indirectly in activities other than those of banking, managing or controlling banks, or performing services for its subsidiaries, unless such non banking business is determined by the FRB to be so closely related to banking or managing or controlling banks “as to be properly incident thereto”. In making such determinations, the FRB is required to weigh the expected benefits to the public, such as, greater convenience, increased competition or gains in efficiency, against the possible adverse effects, such as, undue concentration of resources, decreased or unfair competition, conflicts of interest or unsound banking practices.

Bank holding companies whose subsidiary banks meet certain capital, management and standards under the Community Reinvestment Act (“CRA”), which elect to become “financial holding companies,” are permitted to engage in a substantially broader range of non-banking financial activities than is otherwise permissible for bank holding companies under the BHC Act. These activities include certain insurance, securities and merchant banking activities. As our business is currently limited to activities permissible for a bank holding company, we have not elected to become a financial holding company.

## Source of Strength Doctrine

FRB policy requires that bank holding companies act as a source of financial and managerial strength to their subsidiary banks. Section 616 of the Dodd-Frank Act codifies the requirement that bank holding companies serve as a

source of financial strength to their subsidiary depository institutions. As a result, the Company is expected to commit resources to support the Bank, including at times when the Company may not be in a financial position to provide such resources. Any capital loan by the Company to the Bank is subordinate in right of payment to deposits and to certain other indebtedness of such subsidiary banks. The U.S. bankruptcy code provides that, in the event of a bank holding company's bankruptcy, any commitment by the bank holding company to a federal bank regulatory agency to maintain the capital of a subsidiary bank will be assumed by the bankruptcy trustee and entitled to priority of payment.

#### Volcker Rule

Section 619 of the Dodd-Frank Act, commonly known as the Volcker Rule, restricts the ability of banking entities, such as the Company, from: (i) engaging in "proprietary trading" and (ii) investing in or sponsoring certain types of funds ("Covered Funds"), subject to certain limited exceptions. The implementing regulation defines a Covered Fund to include certain investments such as collateralized loan obligation ("CLO") and collateralized debt obligation securities. The regulation also provides, among other exemptions, an exemption for CLOs meeting certain requirements. Compliance with the Volcker Rule is generally required by July 21, 2017. Given the Company's size and the scope of its activities, the Company does not believe the implementation of the Volcker Rule will have a significant effect on its financial statements.

## Dividend Rights

The principal source of the Company's liquidity is dividends from the Bank. As a New Jersey-chartered bank, the Bank may declare and pay dividends only if, after payment of the dividend, the capital stock of the Bank will be unimpaired and either the Bank will have a surplus of not less than 50% of its capital stock or the payment of the dividend will not reduce the Bank's surplus.

## Capital Adequacy and Prompt Corrective Action

In July 2013, the FRB, the Office of the Comptroller of the Currency (the "OCC") and the FDIC approved final rules (the "Capital Rules") that established a new capital framework for U.S. banking organizations. The Capital Rules generally implement the Basel Committee on Banking Supervision's (the "Basel Committee") December 2010 final capital framework referred to as "Basel III" for strengthening international capital standards. In addition, the Capital Rules implement certain provisions of the Dodd-Frank Act, including the requirements of Section 939A to remove references to credit ratings from the federal banking agencies' rules.

The Capital Rules substantially revised the risk-based capital requirements applicable to bank holding companies and their depository institution subsidiaries. The risk-based capital guidelines are designed to make regulatory capital requirements sensitive to differences in risk profiles among banks and bank holding companies, to account for off-balance sheet exposures and to minimize disincentives for holding liquid, low-risk assets. The capital guidelines apply on a consolidated basis to bank holding companies with consolidated assets of \$1 billion or more, and to certain bank holding companies with less than \$1 billion in assets if they are engaged in substantial non-banking activity or meet certain other criteria. Under FRB reporting requirements, a bank holding company that reaches \$1 billion or more in total consolidated assets as of June 30 of the preceding year must begin reporting its consolidated capital beginning in March of the following year. The threshold for capital consolidation was raised from \$500 million to \$1 billion effective May 15, 2015. As a result, the Company is no longer required to report its consolidated capital. The Bank, however, must continue to meet minimum capital requirements under the Capital Rules.

The Capital Rules: (i) require a capital measure called "Common Equity Tier 1" ("CET1") and related regulatory capital ratio of CET1 to risk-weighted assets; (ii) specify that Tier 1 capital consists of CET1 and "Additional Tier 1 capital" instruments meeting certain revised requirements; (iii) mandate that most deductions/adjustments to regulatory capital measures be made to CET1 and not to the other components of capital; and (iv) expand the scope of the deductions from and adjustments to capital as compared to existing regulations. The Capital Rules revised the definitions and the components of regulatory capital and impacted the calculation of the numerator in banking institutions' regulatory capital ratios. The Capital Rules became effective for the Company on January 1, 2015, subject to phase-in periods for certain components and other provisions. Under the Capital Rules, for most banking organizations, the most common form of Additional Tier 1 capital is non-cumulative perpetual preferred stock and the most common forms of Tier 2 capital are subordinated notes and a portion of the allocation for loan losses, in each case, subject to the Capital Rules' specific requirements.

Pursuant to the Capital Rules, the minimum capital ratios as of January 1, 2015 are:

4.5% CET1 to risk-weighted assets;

6.0% Tier 1 capital (CET1 plus Additional Tier 1 capital) to risk-weighted assets;

8.0% Total capital (Tier 1 capital plus Tier 2 capital) to risk-weighted assets; and

4.0% Tier 1 capital to average consolidated assets as reported on consolidated financial statements (known as the “leverage ratio”).

The Capital Rules also requires a “capital conservation buffer,” composed entirely of CET1, on top of these minimum risk-weighted asset ratios. The capital conservation buffer is designed to absorb losses during periods of economic stress. Banking institutions with a ratio of CET1 to risk-weighted assets above the minimum but below the capital conservation buffer will face constraints on dividends, equity and other capital instrument repurchases and compensation based on the amount of the shortfall. When fully phased-in on January 1, 2019, the capital standards applicable to the Company will include an additional capital conservation buffer of 2.5% of CET1, effectively resulting in minimum ratios inclusive of the capital conservation buffer of (i) CET1 to risk-weighted assets of at

least 7%, (ii) Tier 1 capital to risk-weighted assets of at least 8.5%, and (iii) Total capital to risk-weighted assets of at least 10.5%.

The Capital Rules provide for a number of deductions from and adjustments to CET1. These include, for example, the requirement that mortgage servicing rights, deferred tax assets arising from temporary differences that could not be realized through net operating loss carrybacks and significant investments in non-consolidated financial entities be deducted from CET1 to the extent that any one such category exceeds 10% of CET1 or all such items, in the aggregate, exceed 15% of CET1.

In addition, under the prior general risk-based capital rules, the effects of accumulated other comprehensive income or loss (“AOCI”) items included in shareholders’ equity (for example, marks-to-market of securities held in the available-for-sale portfolio) under U.S. GAAP are reversed for the purposes of determining regulatory capital ratios. Under the Capital Rules, the effects of certain AOCI items are not excluded; however, banking organizations not using the advanced approaches, including the Company were permitted to make a one-time permanent election to continue to exclude these items in January 2015. The Capital Rules also preclude certain hybrid securities, such as trust preferred securities issued after May 19, 2010, from inclusion in bank holding companies’ Tier 1 capital.

Implementation of the deductions and other adjustments to CET1 began on January 1, 2015 and will be phased-in over a 4-year period (beginning at 40% on January 1, 2015 and an additional 20% per year thereafter). The implementation of the capital conservation buffer will begin on January 1, 2016 at the 0.625% level and increase by 0.625% on each subsequent January 1, until it reaches 2.5% on January 1, 2019.

With respect to the Bank, the Capital Rules revised the “prompt corrective action” (“PCA”) regulations adopted pursuant to Section 38 of the Federal Deposit Insurance Act (the “FDIA”), by: (i) introducing a CET1 ratio requirement at each PCA category (other than critically undercapitalized), with the required CET1 ratio being 6.5% for well-capitalized status; (ii) increasing the minimum Tier 1 capital ratio requirement for each category, with the minimum Tier 1 capital ratio for well-capitalized status being 8% (as compared to 6%); and (iii) eliminating the provision that permitted a bank with a composite supervisory rating of 1 and a 3% leverage ratio to be considered adequately capitalized. The Capital Rules did not change the total risk-based capital requirement for any PCA category.

The Capital Rules prescribe a standardized approach for risk weightings that expand the risk-weighting categories from the four Basel I-derived categories (0%, 20%, 50% and 100%) to a larger and more risk-sensitive number of categories, depending on the nature of the assets, generally ranging from 0% for U.S. government and agency securities, to 600% for certain equity exposures, and resulting in higher risk weights for a variety of asset classes.

Management believes that the Bank is in compliance, and will remain in compliance, with the targeted capital ratios as such capital requirements are phased in.

#### Depositor Preference

The FDIA provides that, in the event of the “liquidation or other resolution” of an insured depository institution, the claims of depositors of the institution, including the claims of the FDIC as subrogee of insured depositors, and certain claims for administrative expenses of the FDIC as a receiver, will have priority over other general unsecured claims against the institution. If an insured depository institution fails, insured and uninsured depositors, along with the FDIC, will have priority in payment ahead of unsecured, non-deposit creditors, including the parent bank holding company, with respect to any extensions of credit they have made to such insured depository institution

#### Federal Deposit Insurance

The Dodd-Frank Act increased the maximum amount of deposit insurance for banks, savings institutions and credit unions to \$250,000 per depositor per insured institution. The Bank's deposit accounts are fully insured by the FDIC Deposit Insurance Fund (the "DIF") up to the deposit insurance limits in accordance with applicable laws and regulations.

The FDIC uses a risk-based assessment system that imposes insurance premiums based upon a risk matrix

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that accounts for a bank's capital level and supervisory rating ("CAMELS rating"). The risk matrix uses different risk categories distinguished by capital levels and supervisory ratings. As a result of the Dodd-Frank Act, the base for deposit insurance assessments is now consolidated average assets less average tangible equity. Assessment rates are calculated using formulas that take into account the risk of the institution being assessed. In addition to deposit insurance assessments, the FDIA provides for additional assessments to be imposed on insured depository institutions to pay for the cost of Financing Corporation ("FICO") funding. The FICO is a mixed-ownership government corporation established by the Competitive Equality Banking Act of 1987, whose sole purpose was to function as a financing vehicle for the now defunct Federal Savings & Loan Insurance Corporation. The FICO assessments are adjusted quarterly to reflect changes in the assessment base of the DIF and do not vary depending upon a depository institution's capitalization or supervisory evaluation.

Under the FDIA, the FDIC may terminate deposit insurance upon a finding that an insured depository institution has engaged in unsafe and unsound practices, is in an unsafe or unsound condition to continue operations, or has violated any applicable law, regulation, rule, order or condition imposed by the FDIC. The Company's management is not aware of any practice, condition or violation that might lead to the termination of deposit insurance.

### Reserve Requirements

FRB regulations require insured depository institutions to maintain non-interest earning reserves against their transaction accounts (primary interest-bearing and regular checking accounts). The Bank's required reserves can be in the form of vault cash. If vault cash does not fully satisfy the required reserves, in the form of a balance maintained with the Federal Reserve Bank of New York. FRB regulations required for 2015 that reserves be maintained against aggregate transaction accounts, except for transaction accounts which are exempt up to \$14.5 million. Transaction accounts greater than \$14.5 million up to and including \$103.6 million have a reserve requirement of 3%. A 10% reserve ratio will be assessed on transaction accounts in excess of \$103.6 million. The FRB generally makes annual adjustments to the tiered reserves. The FRB generally makes annual adjustments to the tiered reserves. The Bank is in compliance with these reserve requirements.

### Transactions with Affiliates and Insiders

Under federal law, transactions between depository institutions and their affiliates are governed by Sections 23A and 23B of the Federal Reserve Act ("FRA") and its implementing Regulation W. In a bank holding company context, at a minimum, the parent holding company of a bank, and any companies which are controlled by such parent holding company, are affiliates of the bank. Generally, sections 23A and 23B of the FRA are intended to protect insured depository institutions from losses arising from transactions with non-insured affiliates by limiting the extent to which a bank or its subsidiaries may engage in covered transactions with any one affiliate and with all affiliates of the bank in the aggregate, and requiring that such transactions be on terms consistent with safe and sound banking practices.

Further, Section 22(h) of the FRA and its implementing Regulation O restricts loans to directors, executive officers, and principal stockholders ("insiders"). Under Section 22(h), loans to insiders and their related interests may not exceed, together with all other outstanding loans to such persons and affiliated entities, the institution's total capital and surplus. Loans to insiders above specified amounts must receive the prior approval of the board of directors. Further, under Section 22(h) of the FRA, loans to directors, executive officers and principal stockholders must be made on terms substantially the same as offered in comparable transactions to other persons, except that such insiders may receive preferential loans made under a benefit or compensation program that is widely available to the bank's employees and does not give preference to the insider over the employees. Section 22(g) of the FRA places additional limitations on loans to executive officers.

Anti-Money-Laundering

The Bank Secrecy Act (“BSA”), as amended by the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (“USA PATRIOT Act”), imposes obligations on U.S. financial institutions, including banks and broker-dealer subsidiaries, to implement policies, procedures and controls which are reasonably designed to detect and report instances of money laundering and the financing of terrorism. The USA PATRIOT Act requires all financial institutions, including the Company and the Bank, to identify their customers, adopt formal and comprehensive anti-money laundering programs, scrutinize or prohibit altogether certain transactions of special concern, and be prepared to respond to inquiries from U.S. law enforcement agencies concerning their customers and their transactions. The USA PATRIOT Act also encourages information-sharing among financial institutions, regulators, and law enforcement authorities by providing an exemption from the privacy provisions of the GLB Act for financial institutions that comply with this provision. The

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effectiveness of a financial institution in combating money laundering activities is a factor to be considered in any application submitted by the financial institution under the Bank Merger Act, which applies to the Bank, or the BHC Act, which applies to the Company. Failure of a financial institution to maintain and implement adequate programs to combat money laundering and terrorist financing, or to comply with all of the relevant laws or regulations, could have serious legal, financial and reputational consequences. As of December 31, 2015, the Company and the Bank believe that they are in compliance with the BSA and the USA PATRIOT Act, and implementing regulations.

#### Office of Foreign Assets Control Regulation

The United States has imposed economic sanctions that affect transactions with designated foreign countries, nationals and others. These are typically known as the “OFAC” rules based on their administration by the U.S. Treasury Department Office of Foreign Assets Control (“OFAC”). The OFAC-administered sanctions targeting countries take many different forms. Generally, they contain one or more of the following elements: i) restrictions on trade with or investment in a sanctioned country, including prohibitions against direct or indirect imports from and exports to a sanctioned country and prohibitions on “U.S. persons” engaging in financial transactions relating to making investments in, or providing investment-related advice or assistance to, a sanctioned country; and ii) a blocking of assets in which the government or specially designated nationals of the sanctioned country have an interest, by prohibiting transfers of property subject to U.S. jurisdiction (including property in the possession or control of U.S. persons). Blocked assets (property and bank deposits) cannot be paid out, withdrawn, set off or transferred in any manner without a license from OFAC. Failure to comply with these sanctions could have serious legal and reputational consequences.

#### Consumer Protection Laws and CFPB Supervision

The Dodd-Frank Act centralized responsibility for federal consumer financial protection in the CFPB, which is an independent agency charged with responsibility for implementing, enforcing, and examining compliance with federal consumer laws and regulations. The Company and the Bank are subject to a number of federal and state laws designed to protect borrowers and promote lending to various sectors of the economy. Among others, these laws include the Equal Credit Opportunity Act, the Fair Credit Reporting Act, the Truth in Lending Act, the Home Mortgage Disclosure Act, the Real Estate Settlement Procedures Act, various state law counterparts, and the Consumer Financial Protection Act of 2010, which established the CFPB.

On January 10, 2013, the CFPB issued a final rule implementing the ability-to-repay and qualified mortgage (“QM”) provisions of the Truth in Lending Act, as amended by the Dodd-Frank Act (the “QM Rule”). The ability-to-repay provision requires creditors to make reasonable, good faith determinations that borrowers are able to repay their mortgages before extending the credit based on a number of factors and consideration of financial information about the borrower from reasonably reliable third-party documents. Under the Dodd-Frank Act and the QM Rule, loans meeting the definition of “qualified mortgage” are entitled to a presumption that the lender satisfied the ability-to-repay requirements. The presumption is a conclusive presumption/safe harbor for prime loans meeting the QM requirements, and a rebuttable presumption for higher-priced/subprime loans meeting the QM requirements. The definition of a “qualified mortgage” incorporates the statutory requirements, such as not allowing negative amortization or terms longer than 30 years. The QM Rule also adds an explicit maximum 43% debt-to-income ratio for borrowers if the loan is to meet the QM definition, though some mortgages that meet GSE, FHA and VA underwriting guidelines may, for a period not to exceed seven years, meet the QM definition without being subject to the 43% debt-to-income limits. The QM Rule became effective on January 10, 2014.

The CFPB is expected to continue to issue and amend rules implementing the consumer financial protection laws, which may impact the Bank’s operations and activities.

#### Community Reinvestment Act of 1977

The Bank has a responsibility under the CRA and its implementing regulations to help meet the credit needs of its communities, including low- and moderate-income neighborhoods. The CRA does not establish specific lending requirements or programs for financial institutions nor does it limit an institution's discretion to develop the types of products and services that it believes are best suited to its particular community. Regulators periodically assess the Bank's record of compliance with the CRA. In addition, the Equal Credit Opportunity Act and the Fair Housing Act prohibit discrimination in lending practices on the basis of characteristics specified in those statutes. The Bank's failure to comply with the CRA could, at a minimum, result in regulatory restrictions on its activities and the activities of the Company. The Bank received a "Satisfactory" CRA rating in its most recent examination.

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## Financial Privacy Laws

Section V of the Gramm-Leach-Bliley Act and its implementing regulations require all financial institutions, including the Company and the Bank, to adopt privacy policies, restrict the sharing of nonpublic customer data with nonaffiliated parties at the customer's request, and establish procedures and practices to protect customer data from unauthorized access. In addition, the Fair Credit Reporting Act ("FCRA"), as amended by the Fair and Accurate Credit Transactions Act of 2003 ("FACT Act"), includes many provisions affecting the Company, Bank, and/or their affiliates, including provisions concerning obtaining consumer reports, furnishing information to consumer reporting agencies, maintaining a program to prevent identity theft, sharing of certain information among affiliated companies, and other provisions. The FACT Act requires persons subject to FCRA to notify their customers if they report negative information about them to a credit bureau or if they are granted credit on terms less favorable than those generally available. The CFPB and the Federal Trade Commission ("FTC") have extensive rulemaking authority under the FACT Act, and the Company and the Bank are subject to the rules that have been promulgated under the FACT Act, including rules regarding limitations on affiliate marketing and implementation of programs to identify, detect and mitigate certain identity theft red flags. The Company has developed policies and procedures for itself and its subsidiaries, including the Bank, and believes it is in compliance with all privacy, information sharing, and notification provisions of the GLB Act and the FACT Act. The Bank is also subject to data security standards, privacy and data breach notice requirements, primarily those issued by the FDIC.

## Employee Compensation

The Dodd-Frank Act requires publicly traded companies to give stockholders a non-binding vote on executive compensation at least every three years and on so-called "golden parachute" payments in connection with approvals of mergers and acquisitions. The legislation also authorizes the SEC to promulgate rules that would allow stockholders to nominate their own candidates using a company's proxy materials. The Dodd-Frank Act also gives the SEC authority to prohibit broker discretionary voting on elections of directors, executive compensation matters and any other significant matter.

## Future Legislative Initiatives

From time to time, various legislative and regulatory initiatives are introduced by Congress, state legislatures, and financial regulatory agencies. Such initiatives may include proposals to expand or contract the powers of bank holding companies and/or depository institutions or proposals to substantially change the financial institution regulatory system. Such legislation could change banking statutes and the operating environment of the Company in substantial and unpredictable ways. If enacted, such legislation could increase or decrease the cost of doing business, limit or expand permissible activities, or affect the competitive balance among banks, savings associations, credit unions, and other financial institutions. The Company cannot predict whether any such legislation will be enacted, and, if enacted, the effect that it or any implementing regulations would have on the financial condition or results of operations of the Company. A change in statutes, regulations, or regulatory policies applicable to the Company or any of its subsidiaries could have a material effect on the business of the Company.

## Available Information

We file annual reports, quarterly reports, proxy statements and other documents with the SEC under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The public may read and copy any materials that we file with the SEC at the SEC's Public Reference Room at 100 F. Street, N.E., Washington, D.C. 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. Also, the SEC maintains a website that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. The public can obtain any documents that we file with the SEC at [www.sec.gov](http://www.sec.gov).

We maintain a website at [www.sussexbank.com](http://www.sussexbank.com). Through a link to our Investor Relations section of our website, we make available, free of charge, copies of each of our filings with the SEC, including our Annual Report on Form 10-K, our Quarterly Reports on Form 10-Q, our Current Reports on Form 8-K, and, if applicable, any amendments to those reports filed or furnished pursuant to the Exchange Act as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC.

## ITEM 1A. RISK FACTORS

Our allowance for loan losses may not be adequate to cover actual losses.

Like all financial institutions, we maintain an allowance for loan losses to provide for loan defaults and nonperformance. Our allowance for loan losses may not be adequate to cover actual losses, and future provisions for loan losses could materially and adversely affect the results of our operations. In addition to periodic reviews by an independent loan review function, risks within the loan portfolio are analyzed on a continuous basis by management and by the Board of Directors. A risk system, consisting of multiple-grading categories, is utilized as an analytical tool to assess risk and the appropriate level of loss reserves. Along with the risk system, management further evaluates risk characteristics of the loan portfolio under current economic conditions and considers such factors as the financial condition of the borrowers, past and expected loan loss experience and other factors management feels deserve recognition in establishing an adequate reserve. This risk assessment process is performed at least quarterly and any necessary adjustments are realized in the periods in which they become known. The amount of future losses is susceptible to changes in economic, operating and other conditions, including changes in interest rates that may be beyond our control, and these losses may exceed current estimates. State and federal regulatory agencies, as an integral part of their examination process, review our loans and allowance for loan losses and have in the past required an increase in our allowance for loan losses. Although we believe that our allowance for loan losses is adequate to cover probable and reasonably estimated losses, we cannot assure you that we will not further increase the allowance for loan losses or that our regulators will not require us to increase this allowance. Either of these occurrences could adversely affect our earnings.

If our non-performing assets increase, our earnings will be negatively impacted.

At December 31, 2015, our non-performing assets (“NPAs”) (which consist of non-accrual loans, loans 90 days or more delinquent, performing troubled debt restructurings and foreclosed real estate assets) totaled \$10.2 million, which was a decrease of \$1.8 million or 15.2% from December 31, 2014. However, we can give no assurance that our NPAs will continue to decrease and we may experience increases in NPAs in the future. Our NPAs adversely affect our net income in various ways. We do not record interest income on non-accrual loans or real estate owned. We must reserve for estimated credit losses, which are established through a current period charge to the provision for loan losses, and from time to time, if appropriate, we must write down the value of properties in the other real estate owned portfolio to reflect changing market values. Additionally, there are legal fees associated with the resolution of problem assets as well as carrying costs, including taxes, insurance and maintenance related to our other real estate owned. Further, the resolution of NPAs requires the active involvement of management, potentially distracting them from the overall supervision of our operations and other income-producing activities.

Our earnings may not grow if we are unable to successfully attract core deposits and lending opportunities and exploit opportunities to generate fee-based income.

We have experienced growth, and our future business strategy is to continue to expand. Historically, the growth of our loans and deposits has been the principal factor in our increase in net-interest income. In the event that we are unable to execute our business strategy of continued growth in loans and deposits, our earnings could be adversely impacted. Our ability to continue to grow depends, in part, upon our ability to expand our market share, to successfully attract core deposits and identify loan and investment opportunities, as well as opportunities to generate fee-based income. Our ability to manage growth successfully will also depend on whether we can continue to efficiently fund asset growth and maintain asset quality and cost controls, as well as on factors beyond our control, such as economic conditions and interest-rate trends.

We do not have any control over the commissions our insurance business expects to earn on the sale of insurance products, which are based on premiums and commission rates set by insurers and the conditions prevalent in the insurance market.

The revenues of our fee-based insurance business are derived primarily from commissions from the sale of insurance policies, which commissions are generally calculated as a percentage of the policy premium. Commission rates and premiums can change based on the prevailing economic and competitive factors that affect insurance underwriters. In addition, the insurance industry has been characterized by periods of intense price competition due to excessive underwriting capacity and periods of favorable premium levels due to shortages of capacity. We cannot

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predict the timing or extent of future changes in commission rates or premiums or the effect any of these changes will have on the operations of our insurance business.

Changes in interest rates could adversely affect our results of operations and financial condition.

Our profitability, like that of most financial institutions, depends substantially on our net interest income, which is the difference between the interest income earned on our interest-earning assets and the interest expense paid on our interest-bearing liabilities. Increases in interest rates may decrease loan demand and make it more difficult for borrowers to repay adjustable rate loans. In addition, as market interest rates rise, we will have competitive pressures to increase the rates we pay on deposits, which will result in a decrease of our net interest income.

We also are subject to reinvestment risk associated with changes in interest rates. Changes in interest rates may affect the average life of loans and mortgage-related securities. Decreases in interest rates can result in increased prepayments of loans and mortgage-related securities as borrowers refinance to reduce borrowing costs. Under these circumstances, we are subject to reinvestment risk to the extent that we are unable to reinvest the cash received from such prepayments at rates that are comparable to the rates on existing loans and securities.

Certain of our intangible assets may become impaired in the future.

Intangible assets are tested for impairment on a periodic basis. Impairment testing incorporates the current market price of our common stock, the estimated fair value of our assets and liabilities, and certain information of similar companies. It is possible that future impairment testing could result in a decline in value of our intangibles, which may be less than the carrying value, which may adversely affect our financial condition. If we determine that impairment exists at a given point in time, our earnings and the book value of the related intangibles will be reduced by the amount of the impairment. Notwithstanding the foregoing, the results of impairment testing on our intangible assets have no impact on our tangible book value or regulatory capital levels.

We operate in a highly-regulated environment and are subject to extensive government supervision and regulation that affects our operations and may adversely impact our business.

We are subject to extensive federal and state supervision and regulation that govern nearly all aspects of our operations and can have a material impact on our business. Financial regulatory authorities have significant discretion regarding the supervision, regulation and enforcement of banking laws and regulations.

Banking and insurance laws, regulations and policies are subject to amendment by Congress, the State of New Jersey and federal and state financial regulatory agencies. Changes to statutes, regulations or policies, including changes in the administrative interpretation of regulations or policies, could materially impact our business. These changes could impose additional costs on us and limit the types of financial products and services that we may offer our customers. Compliance with laws and regulations can be difficult and costly, and changes to laws and regulations often impose significant compliance costs. Failure to comply with any laws, regulations or policies could result in sanctions by financial regulatory agencies, including civil money penalties, private lawsuits or reputational damage, any of which could adversely affect our business or results of operations. While we have policies and procedures designed to prevent such violations, there can be no assurance that violations will not occur. See the section titled

“Supervision and Regulation” in ITEM 1. Business.

Since the 2008 global financial crisis, financial institutions have been subject to increased scrutiny from Congress, state legislatures and federal and state financial regulatory agencies. Recent changes to the legal and regulatory framework have significantly altered the laws and regulations under which we operate. These changes may reduce our ability to effectively compete in attracting and retaining customers. The passage and continued implementation of the Dodd-Frank Act, among other laws and regulations, has increased our costs of doing business and resulted in decreased revenues and net income. The Dodd-Frank Act and implementing regulations could also have adverse implications on the financial industry, the competitive environment and our ability to conduct business. Several provisions of the Dodd-Frank Act are subject to further rulemaking, guidance and interpretation by the federal financial regulatory agencies. As a result, we cannot provide assurance that future changes in laws, regulations and policies will not adversely affect our business.

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State and federal financial regulatory agencies periodically conduct examinations of our business, including for compliance with laws and regulations, and our failure to comply with any supervisory actions to which we are or become subject as a result of such examinations may adversely affect our business.

Federal and state financial regulatory agencies periodically conduct examinations of our business, including our compliance with laws and regulations. If, as a result of an examination, an agency were to determine that the financial, capital resources, asset quality, earnings prospects, management, liquidity, or other aspects of any of our operations had become unsatisfactory, or violates any law or regulation, federal financial agencies may take several different remedial or enforcement actions it deems appropriate to correct any deficiency. Such actions include the power to enjoin “unsafe or unsound” practices, to require affirmative actions to correct any conditions resulting from any violation or practice, to issue an administrative order that can be judicially enforced, to direct an increase in the bank’s capital, to restrict the bank’s growth, to assess civil monetary penalties against the bank’s officers or directors, to remove officers and directors and, if the FDIC concludes that such conditions cannot be corrected or there is an imminent risk of loss to depositors, to terminate our deposit insurance. The Department, as the supervisory and regulatory authority for state-chartered banks, has similar enforcement powers with respect to our banking business and insurance agency. The CFPB has the authority to take enforcement actions, including cease-and-desist orders or civil monetary penalties against us if it finds that we offer consumer financial products and services in violation of federal consumer financial protection laws.

If we were unable to comply with future regulatory directives, or if we were unable to comply with the terms of any future supervisory requirements to which we may become subject, then we could become subject to a variety of supervisory actions and orders, including cease and desist orders, prompt corrective actions, MOUs, and/or other regulatory enforcement actions. If our financial regulators were to take such supervisory actions, then we could, among other things, become subject to greater restrictions on our ability to develop any new business, as well as restrictions on our existing business, and we could be required to raise additional capital, dispose of certain assets and liabilities within a prescribed period of time, or both. Failure to implement remedial measures as required by financial regulatory agencies could result in additional orders or penalties from federal and state regulators, which could result in one or more of the remedial actions described above. The terms of any supervisory action and associated consequences with any failure to comply with any supervisory action could have a material negative effect on our business, operating flexibility and overall financial condition.

There is a risk that we may not be repaid in a timely manner, or at all, for loans we make.

The risk of non-payment (or deferred or delayed payment) of loans is inherent in commercial banking. Such non-payment, or delayed or deferred payment of loans to us, if they occur, may have a material adverse effect on our earnings and overall financial condition. Additionally, in compliance with applicable banking laws and regulations, we maintain an allowance for loan losses created through charges against earnings. As of December 31, 2015, our allowance for loan losses was \$5.6 million. Our marketing focus on small to medium-size businesses may result in the assumption by us of certain lending risks that are different from or greater than those which would apply to loans made to larger companies. We seek to minimize our credit risk exposure through credit controls, which include evaluation of potential borrowers’ available collateral, liquidity and cash flow. However, there can be no assurance that such procedures will actually reduce loan losses.

We are in competition with many other financial service providers, including larger commercial banks which have greater resources than us.

The banking industry within our trade area is highly competitive. Our principal market area is also served by branch offices of large commercial banks and thrift institutions. In addition, in 1999, the Gramm-Leach-Bliley Financial Modernization Act of 1999 was passed into law. The Modernization Act permits other financial entities, such as insurance companies and securities firms, to acquire or form financial institutions, thereby further increasing competition. A number of our competitors have substantially greater resources than we do to expend upon advertising and marketing, and their substantially greater capitalization enables them to make much larger loans. Our success depends upon our ability to serve small business clients in a more responsive manner than the large and mid-size financial institutions against whom we compete in our principal market area. In addition to competition from larger institutions, we also face competition for individuals and small businesses from recently formed banks seeking to compete as "home town" institutions. Most of these new institutions have focused their marketing efforts on the smaller end of the small business market we serve.

We depend on our executive officers and key personnel to continue the implementation of our long-term business strategy and could be harmed by the loss of their services.

We believe that our continued growth and future success will depend in large part upon the skills of our management team. The competition for qualified personnel in the financial services industry is intense, and the loss of our key personnel or an inability to continue to attract, retain and motivate key personnel could adversely affect our business. We cannot assure you that we will be able to retain our existing key personnel or attract additional qualified personnel. We have employment agreements and/or change in control agreements with our Chief Executive Officer, Chief Financial Officer, Chief Technology Officer, Chief Lending Officer, Chief Retail Officer and Chief Executive Officer of Tri-State, and the loss of the services of one or more of our executive officers and key personnel could impair our ability to continue to develop our business strategy.

Changes in local economic conditions could adversely affect our loan portfolio.

Our success depends to a great extent upon the general economic conditions of the local markets that we serve. Unlike larger banks that are more geographically diversified, we provide banking and financial services primarily to customers in the New Jersey and New York markets in which we have branches, so any decline in the economy of this specific region could have an adverse impact on us.

The ability of our borrowers to repay their loans, our financial results, the credit quality of our existing loan portfolio, and the ability to generate new loans with acceptable yield and credit characteristics may be adversely affected by changes in prevailing economic conditions, including declines in real estate values, changes in interest rates, adverse employment conditions and the monetary and fiscal policies of the federal government. We cannot assure you that negative trends or developments would not have a significant adverse effect on us.

We cannot predict how changes in technology will impact our business.

The financial services market, including banking services, is increasingly affected by advances in technology, including developments in telecommunications, data processing, automation, internet-based banking, telephone banking, and debit cards and so-called “smart cards.”

Our ability to compete successfully in the future will depend on whether we can anticipate and respond to technological changes. To develop these and other new technologies, we will likely have to make additional capital investments. Although we continually invest in new technology, we cannot assure you that we will have sufficient resources or access to the necessary proprietary technology to remain competitive in the future.

Our information systems may experience an interruption or breach in security.

We rely heavily on communications and information systems to conduct our business. Any failure, interruption or breach in security of these systems could result in failures or disruptions in our customer-relationship management, general ledger, deposit, loan and other systems. While we have policies and procedures designed to prevent or limit the effect of the failure, interruption or security breach of our information systems, there can be no assurance that any such failures, interruptions or security breaches will not occur, or, if they do occur, that they will be adequately addressed. The occurrence of any failures, interruptions or security breaches of our information systems could damage our reputation, result in a loss of customer business, subject us to additional regulatory scrutiny or expose us to civil litigation and possible financial liability, any of which could have a material adverse effect on our financial condition and results of operations.

ITEM 1B. UNRESOLVED STAFF COMMENTS

Not applicable.

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## ITEM 2. PROPERTIES

We conduct our business through our corporate office in Rockaway, New Jersey, our regional office and corporate center in Wantage, New Jersey, our regional lending office in Rochelle Park, New Jersey, our insurance agency offices in Augusta and Rochelle Park, New Jersey, and our eleven branch offices. The following table sets forth certain information regarding our properties as of December 31, 2015. We believe that our existing facilities are sufficient for our current needs. All properties are adequately covered by insurance.

| LOCATION  | LEASED OR OWNED | DATE OF LEASE EXPIRATION |
|---|-----------------|--------------------------|
| 28-21 Astoria Blvd<br>Astoria, New York                 | Leased          | November, 2019           |
| 399 Route 23<br>Franklin, New Jersey                    | Owned           | N/A                      |
| 7 Church Street<br>Vernon, New Jersey                   | Owned           | N/A                      |
| 266 Clove Road<br>Montague, New Jersey                  | Leased          | March, 2017              |
| 96 Route 206<br>Augusta, New Jersey                     | Leased          | July, 2017               |
| 378 Route 23<br>Wantage, New Jersey                     | Owned           | N/A                      |
| 455 Route 23<br>Wantage, New Jersey                     | Owned (1)       | N/A                      |
| 15 Boulder Hills Blvd.<br>Wantage, New Jersey           | Leased          | June, 2020               |
| 15 Trinity Street<br>Newton, New Jersey                 | Owned           | N/A                      |
| 165 Route 206<br>Andover, New Jersey                    | Owned           | N/A                      |
| 100 Route 206<br>Augusta, New Jersey                    | Owned           | N/A                      |
| 33 Main Street<br>Sparta, New Jersey                    | Owned           | N/A                      |
| 100 Enterprise Drive, Suite 700<br>Rockaway, New Jersey | Leased          | January, 2020            |

|  |        |                 |
|--|--------|-----------------|
| 20-22 Fowler Street<br>Port Jervis, New York         | Leased | June, 2016      |
| 430 Schooley's Mtn. Road<br>Hackettstown, New Jersey | Leased | June, 2017      |
| 296 Kinderkamack Road<br>Oradell, New Jersey         | Leased | September, 2027 |
| 201 West Passaic Street<br>Rochelle Park, New Jersey | Leased | September, 2016 |

(1) We own the building housing our former Wantage branch. The land on which the building is located is leased pursuant to a ground lease which runs until December 31, 2020, and contains the sole option of the bank to extend the lease for an additional 25 year term.

### ITEM 3. LEGAL PROCEEDINGS

We are periodically involved in various legal proceedings as a normal incident to our business. In the opinion of management no material loss is expected from any such pending lawsuit.

### ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.



## PART II

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

## Market Information

Our common stock trades on the NASDAQ Global Market, under the symbol “SBBX.” As of December 31, 2015, we had approximately 571 holders of record.

The following table shows the high and low sales price during the periods indicated, as well as dividends declared:

|                                  | High    | Low     | Cash Dividends<br>Declared |
|----------------------------------|---------|---------|----------------------------|
| 2015                             |         |         |                            |
| Fourth Quarter ended December 31 | \$13.79 | \$12.30 | \$0.04                     |
| Third Quarter ended September 30 | \$12.87 | \$11.90 | \$0.04                     |
| Second Quarter ended June 30     | \$12.80 | \$11.11 | \$0.04                     |
| First Quarter ended March 31     | \$11.30 | \$9.81  | \$0.04                     |
| 2014                             |         |         |                            |
| Fourth Quarter ended December 31 | \$10.75 | \$9.67  | \$0.03                     |
| Third Quarter ended September 30 | \$10.55 | \$8.96  | \$0.03                     |
| Second Quarter ended June 30     | \$9.50  | \$8.53  | \$0.03                     |
| First Quarter ended March 31     | \$9.40  | \$7.53  | -                          |

## Dividend Policy

The payment of dividends depends upon our debt and equity structure, earnings, financial condition, need for capital in connection with possible future acquisitions and other factors, including economic conditions, regulatory restrictions and tax considerations. We cannot guarantee the payment of dividends.

The only funds available for the payment of dividends on our capital stock will be cash and cash equivalents held by us, dividends paid to us by the Bank, and borrowings. The Bank is prohibited from paying cash dividends to us to the extent that any such payment would reduce the Bank’s capital below required capital levels. See “Bank Holding Company Regulation – Capital Adequacy Guidelines for Bank Holding Companies” and “Bank Regulation” for a discussion of these restrictions. For additional information see Note 19 in our consolidated financial statements contained elsewhere in this report.

## Recent Sales of Unregistered Securities

There were no sales by us of unregistered securities during the year ended December 31, 2015.

## Purchases of Equity Securities by the Issuer and Affiliated Purchasers

There were no purchases made by or on behalf of us of our common stock during the fourth quarter of 2015.

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## ITEM 6. SELECTED FINANCIAL DATA

The following selected financial data as of December 31 for each of the five years presented should be read in conjunction with our audited consolidated financial statements and the accompanying notes.

| (Dollars in thousands, except per share data))      | As of and for the Year Ended December 31 |            |            |            |            |
|---|--|------------|------------|------------|------------|
|   | 2015                                     | 2014       | 2013       | 2012       | 2011       |
| <b>SUMMARY OF INCOME:</b>                           |  |            |            |            |            |
| Interest income                                     | \$ 23,644                                | \$ 21,300  | \$ 19,642  | \$ 19,967  | \$ 21,340  |
| Interest expense                                    | 3,568                                    | 3,294      | 3,201      | 3,800      | 4,427      |
| Net interest income                                 | 20,076                                   | 18,006     | 16,441     | 16,167     | 16,913     |
| Provision for loan losses                           | 636                                      | 1,537      | 2,745      | 4,330      | 3,306      |
| Net interest income after provision for loan losses | 19,440                                   | 16,469     | 13,696     | 11,837     | 13,607     |
| Other income  | 6,453                                    | 5,961      | 6,093      | 7,001      | 5,321      |
| Other expenses                                      | 20,553                                   | 18,829     | 18,228     | 18,432     | 15,821     |
| Income before income tax expense                    | 5,340                                    | 3,601      | 1,561      | 406        | 3,107      |
| Income tax expense (benefit)                        | 1,640                                    | 1,001      | 133        | (329)      | 637        |
| Net income  | \$ 3,700                                 | \$ 2,600   | \$ 1,428   | \$ 735     | \$ 2,470   |
| <b>WEIGHTED AVERAGE NUMBER OF SHARES: (1)</b>       |  |            |            |            |            |
| Basic   | 4,559,316                                | 4,541,305  | 3,781,562  | 3,261,809  | 3,256,183  |
| Diluted   | 4,591,822                                | 4,580,350  | 3,816,904  | 3,287,017  | 3,327,379  |
| <b>PER SHARE DATA:</b>                              |  |            |            |            |            |
| Basic earnings per share                            | \$ 0.81                                  | \$ 0.57    | \$ 0.38    | \$ 0.23    | \$ 0.76    |
| Diluted earnings per share                          | 0.81                                     | 0.57       | 0.37       | 0.22       | 0.74       |
| Cash dividends (2)                                  | 0.16                                     | 0.09       | -          | -          | -          |
| <b>BALANCE SHEET:</b>                               |  |            |            |            |            |
| Loans, net  | \$ 537,833                               | \$ 466,332 | \$ 386,981 | \$ 342,760 | \$ 332,495 |
| Total assets  | 684,503                                  | 595,915    | 533,911    | 514,734    | 506,953    |
| Total deposits                                      | 517,856                                  | 458,270    | 430,297    | 432,436    | 425,376    |
| Total stockholders' equity                          | 53,941                                   | 51,229     | 46,425     | 40,372     | 39,902     |
| Average assets                                      | 627,298                                  | 559,885    | 529,152    | 510,565    | 483,627    |
| Average stockholders' equity                        | 52,715                                   | 49,494     | 42,382     | 40,720     | 38,369     |
| <b>PERFORMANCE RATIOS:</b>                          |  |            |            |            |            |
| Return on average assets                            | 0.59%                                    | 0.46%      | 0.27%      | 0.14%      | 0.51%      |
| Return on average stockholders' equity              | 7.02%                                    | 5.25%      | 3.37%      | 1.81%      | 6.44%      |
| Average equity/average assets                       | 8.40%                                    | 8.84%      | 8.01%      | 7.98%      | 7.93%      |
| Net interest margin                                 | 3.45%                                    | 3.49%      | 3.41%      | 3.52%      | 3.87%      |
| Efficiency ratio (3)                                | 77.47%                                   | 78.56%     | 80.89%     | 79.56%     | 71.16%     |
|   | 24.32%                                   | 24.87%     | 27.04%     | 30.22%     | 23.93%     |

Other income to net interest income plus other income

|                       |        |        |   |   |   |
|-----------------------|--------|--------|---|---|---|
| Dividend payout ratio | 19.75% | 15.79% | - | - | - |
|-----------------------|--------|--------|---|---|---|

CAPITAL RATIOS: (4)

|  |        |        |        |        |        |
|--|--------|--------|--------|--------|--------|
| Tier I capital to average assets                           | 9.45%  | 10.19% | 10.38% | 9.27%  | 9.29%  |
| Tier I capital to total risk-weighted assets               | 11.74% | 12.79% | 14.21% | 12.88% | 13.05% |
| Total capital to total risk-weighted assets                | 12.79% | 14.02% | 15.47% | 14.13% | 14.31% |
| Common equity Tier 1 capital to total risk-weighted assets | 11.74% | N/A    | N/A    | N/A    | N/A    |

ASSET QUALITY RATIOS:

|  |        |        |        |        |        |
|--|--------|--------|--------|--------|--------|
| Non-accrual loans to total loans                       | 0.98%  | 1.26%  | 3.03%  | 5.14%  | 7.15%  |
| Non-performing assets to total assets (5)              | 1.49%  | 2.02%  | 3.10%  | 4.61%  | 6.71%  |
| Net loan charge-offs to average total loans            | 0.14%  | 0.33%  | 0.65%  | 3.70%  | 0.73%  |
| Allowance for loan losses to total loans at period end | 1.03%  | 1.20%  | 1.38%  | 1.43%  | 2.12%  |
| Allowance for loan losses to non-performing loans (6)  | 81.43% | 74.23% | 39.73% | 26.93% | 26.03% |

(1) The weighted average number of shares outstanding was computed based on the average number of shares outstanding during each period as adjusted for subsequent stock dividends.

(2) Cash dividends per common share are based on the actual number of common shares outstanding on the dates of record as adjusted for subsequent stock dividends, if any.

(3) Efficiency ratio is total other expenses divided by net interest income and total other income.

(4) Bank capital ratios.

(5) NPAs include non-accrual loans, loans past due 90 days and still accruing, troubled debt restructured loans still accruing and foreclosed real estate.

(6) Non-performing loans include non-accrual loans, loans past due 90 days and still accruing and troubled debt restructured loans still accruing.

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

### Overview

We are a bank holding company of a community bank primarily operating in northern New Jersey and New York that provides diversified financial services to both consumer and business customers. Our primary source of revenues, approximately 75%, is derived from net interest income which represents the difference between the interest we earn on our assets, principally loans and investment securities, and interest we pay on our deposits and borrowings. Net interest income expressed as a percentage of average interest-earning assets is referred to as net interest margin. Our net interest margin was negatively impacted during the year ended December 31, 2015 due to the continued low interest rate environment. The impact resulted in interest earning asset yields decreasing faster than rates on interest bearing deposits, which decreased our net interest margin by 4 basis points to 3.45% for the year ended 2015 compared to 3.49% for the year ended 2014.

We augment our primary revenue source through non-interest income sources that include insurance commissions from our wholly owned subsidiary, Tri-State, service charges on deposits, bank-owned life insurance (“BOLI”) income and commissions on mutual funds and annuities. In addition, we from time to time may recognize income on gains on sales of securities; however, we do not consider this a primary source of income.

We continued to make progress in 2015 towards reducing our problem assets, which was one of our primary goals. For 2015, we had a 15.2% improvement in NPAs and our total problem assets, which consists of foreclosed real estate and criticized and classified loans, declined by 5.1% as compared to 2014. In addition, the ratio of NPAs to total assets improved to 1.5% at December 31, 2015 from 2.0% at December 31, 2014.

For 2015, our net income increased to \$3.7 million, or \$0.81 per basic and diluted share, as compared to net income of \$2.6 million, or \$0.57 per basic and diluted share, for the same period last year. The increase in net income for the year ended December 31, 2015 was largely due to an increase in net interest income of \$2.1 million, a decline in the provision for loan losses of \$901 thousand and higher non-interest income of \$492 thousand, which were partially offset by increases in non-interest expenses of \$1.7 million and income tax expense of \$639 thousand.

Total loans receivable, net of unearned income, increased \$71.5 million, or 15.1%, to \$543.4 million at December 31, 2015, from \$472.0 million at year-end 2014. This increase was primarily attributed to growth in the commercial loan portfolio. Our total deposits increased \$59.6 million, or 13.0%, to \$517.9 million at December 31, 2015, from \$458.3 million at December 31, 2014. The increase in deposits was due to increases in both interest bearing deposits of \$42.9 million, or 11.1%, and non-interest bearing deposits of \$16.7 million, or 23.7%, for December 31, 2015, as compared to December 31, 2014.

At December 31, 2015, our total stockholders’ equity was \$53.9 million, an increase of \$2.7 million when compared to December 31, 2014. The increase was largely due to net income for the year ended December 31, 2015. At December 31, 2015, the leverage, Tier I risk-based capital, total risk-based capital and common equity Tier I capital ratios for the Bank were 9.45%, 11.74%, 12.79% and 11.74%, respectively, all in excess of the ratios required to be deemed “well-capitalized.”

## Management Strategy

Our goal is to serve as a community-oriented financial institution serving northern New Jersey and the New York marketplace. While offering traditional community bank loan and deposit products and services, we obtain significant non-interest income through Tri-State’s insurance brokerage operations. We report the operations of Tri-State as a separate segment from our commercial banking operations. See Note 2 to our consolidated financial statements contained elsewhere in this report for additional information regarding our two segments.



## Critical Accounting Policies

Our accounting policies are fundamental to understanding Management's Discussion and Analysis of Financial Condition and Results of Operations. Our accounting policies are more fully described in Note 1 to our consolidated financial statements included elsewhere in this report. The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions about future events that affect the amounts reported in our consolidated financial statements and accompanying notes. Since future events and their effect cannot be determined with absolute certainty, actual results may differ from those estimates. Management makes adjustments to its assumptions and judgments when facts and circumstances dictate. The amounts currently estimated by us are subject to change if different assumptions as to the outcome of future events are subsequently made. We evaluate our estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances. Management believes the following critical accounting policies encompass the more significant judgments and estimates used in preparation of our consolidated financial statements.

**Allowance for Loan Losses.** The allowance for loan losses reflects the amount deemed appropriate by management to provide for known and inherent losses in the existing loan portfolio. Management's judgment is based on the evaluation of the past loss experience of individual loans, the assessment of current economic conditions, and other relevant factors. Loan losses are charged directly against the allowance for loan losses and recoveries on previously charged-off loans are added to the allowance. Management uses significant estimates to determine the allowance for loan losses. Consideration is given to a variety of factors in establishing these estimates, including current economic conditions, diversification of the loan portfolio, delinquency statistics, borrowers' perceived financial and managerial strengths, the adequacy of underlying collateral, if collateral dependent, or present value of future cash flows, and other relevant factors. Since the sufficiency of the allowance for loan losses is dependent to a great extent on conditions that may be beyond our control, it is possible that management's estimates of the allowance for loan losses and actual results could differ in the near term. Although we believe that we use the best information available to establish the allowance for loan losses, future additions to the allowance may be necessary if certain future events occur that cause actual results to differ from the assumptions used in making the evaluation. For example, a downturn in the local economy could cause increases in non-performing loans. Additionally, a decline in real estate values could cause some of our loans to become inadequately collateralized. In either case, this may require us to increase our provisions for loan losses, which would negatively impact earnings. Additionally, a large loss could deplete the allowance and require increased provisions to replenish the allowance, which would negatively impact earnings. Finally, regulatory authorities, as an integral part of their examination, periodically review the allowance for loan losses. They may require additions to the allowance for loan losses based upon their judgments about information available to them at the time of examination. Future increases to our allowance for loan losses, whether due to unexpected changes in economic conditions or otherwise, could adversely affect our future results of operations.

**Appraisal Policy.** We have a detailed policy covering the real estate appraisal process, including the selection of qualified appraisers, review of appraisal reports upon receipt, and complying with the federal regulatory standards that govern the minimum requirements for obtaining appraisals or evaluations to support the determination of the allowance for loan losses. Appraisals and evaluations are considered to be current when the valuation date is within 12 months of a new loan or 24 months of any renewal of an existing loan, provided that certain conditions are met. The appraisal is not considered to be current if there has been a substantial change in value, demand, supply or competitive factors.



The following types of transactions require a real estate appraisal:

- Non-residential transactions when the transaction value exceeds \$250,000.
- Loan transactions in which real estate is used as the primary security for the loan, regardless of the type of loan (commercial, installment or mortgage), including:
  - o New loans, loan modifications, loan extensions and renewals, provided that certain conditions are met.
  - o The purchase, sale, exchange or investment in real property or an interest in real property where the “transaction value” of the real property interest exceeds \$250,000.
  - o The long-term lease of real estate, which is the economic equivalent of a purchase or sale where the “transaction value” of the real property interest exceeds \$250,000.

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o Purchase of a loan or pool of loans, or participation therein, or of an interest in real property, providing that any individual loan or property interest exceeds \$250,000, and further provided that a satisfactory appraisal of the property relating to that loan or interest has not been made available to the Bank by another party to the transaction. The need for real estate appraisals applies to initial loan underwriting and subsequently when the value of the real estate collateral might be materially affected by changing market conditions, changes in the occupancy of the property, changes in cash flow generated by the property, changes in the physical conditions of the property, or other factors. These factors include changes in the sales prices of comparable properties, absorption rates, capitalization rates, effective rental rates and current construction costs.

Real estate appraisals are not required for the following transactions:

- New loans, loan modifications, loan extensions and renewals with real property interest value of \$250,000 or less.
- Purchase, sale, exchange, long-term lease or investment in real property where the “transaction value” of the real property interest does not exceed \$250,000.
- Renewal or extension of an existing loan in excess of \$250,000 provided that certain conditions are met.
- Purchase of a loan or pool of loans, or participation therein, or of an interest in real property where a satisfactory appraisal of the property relating to that loan or interest has been made available to the Bank by another federally insured depository institution that is subject to Title XI of Financial Institutions Reform Recovery and Enforcement Act of 1989.

While real estate appraisals are not required for transactions of \$250,000 or less, we will consider obtaining one if the orderly liquidation of the collateral is the primary source of repayment. To the extent that an appraisal is not required for a real estate collateralized transaction, we will obtain for its credit files another acceptable form of valuation (i.e. equalized value with a reasonable market relevance or evaluation).

Additionally, real estate appraisals are not required on transactions over \$250,000 when taking a lien on real property as collateral solely through an “abundance of caution,” and where the terms of the transaction have not been made more favorable than would have been in the absence of the mortgage lien. In determining whether an appraisal can be waived due to this reason, approval must be obtained from our Chief Credit Officer.

Generally, we obtain updated appraisals for real estate loan renewals and modifications or certain classified loans depending on the age of the last appraisal, volatility of the local market, and other factors. In certain circumstances, if we can support an appraisal that is greater than one year old with an evaluation, utilizing current information, including, but not limited to, current comparable sales, independent appraisal, consultant data or tax assessment values, then we may continue to use the existing appraisal. For classified/criticized loans, when it is determined that a deficiency exists utilizing the above evaluation methods, a new appraisal will be ordered.

Foreclosed real estate is primarily comprised of property acquired through a foreclosure proceeding or acceptance of a deed-in-lieu of foreclosure. Foreclosed real estate is initially recorded at fair value, less cost to sell at the date of foreclosure, establishing a new cost basis. Subsequent to foreclosure, valuations are periodically performed by management and the assets are carried at the lower of carrying amount or fair value less costs to sell. Revenues and expenses from operations and changes in the valuation allowance are included in expenses related to foreclosed real estate.

Income Taxes. Management considers accounting for income taxes as a critical accounting policy due to the subjective nature of certain estimates that are involved in the calculation and evaluation of the timing and recognition of resulting tax assets and liabilities. Management uses the asset liability method of accounting for income taxes in which deferred tax assets and liabilities are established for the temporary differences between the financial reporting basis and the tax basis of our assets and liabilities. Deferred tax expense is the result of changes between deferred tax assets and liabilities. The principal types of differences between assets and liabilities for financial statement and tax return purposes are allowance for loan losses, deferred compensation and securities available for sale. Significant estimation is required to determine if a valuation allowance for deferred tax assets is required. A valuation allowance is established against deferred tax assets when, in the judgment of management, it is more likely than not that such deferred tax assets will not become available. Because the judgment about the level of future taxable income is dependent to a great extent on matters that may, at least in part, be beyond the

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Company's control, it is at least reasonably possible that management's judgment about the need for a valuation allowance for deferred taxes could change in the near term.

**Goodwill.** We have recorded goodwill of \$2.8 million at December 31, 2015, primarily related to the acquisition of Tri-State in October of 2001. FASB ASC 350, Intangibles-Goodwill and Others, requires that goodwill is not amortized to expense, but rather be tested for impairment at least annually. We periodically assess whether events or changes in circumstances indicate that the carrying amounts of goodwill require additional impairment testing. We perform our annual impairment test on the goodwill of Tri-State in the fourth quarter of each calendar year. If the fair value of the reporting unit exceeds the book value, no write-downs of goodwill are necessary. If the fair value is less than the book value, an additional test is necessary to assess the proper carrying value of goodwill. We determined that no impairment write-offs were necessary during 2015 and 2014.

Reporting unit valuation is inherently subjective, with a number of factors based on assumptions and management judgments. Among these are future growth rates, discount rates and earnings capitalization rates. Changes in assumptions and results due to economic conditions, industry factors and reporting unit performance could result in different assessments of the fair value and could result in impairment charges in the future.

**Investment Securities Impairment Evaluation.** The Company periodically evaluates the security portfolio to determine if a decline in the fair value of any security below its cost basis is other-than-temporary. The Company's evaluation of other-than-temporary impairment considers the duration and severity of the impairment, the company's intent and ability to hold the securities and our assessments of the reason for the decline in value and the likelihood of a near-term recovery. If a determination is made that a debt security is other-than-temporarily impaired, the Company will estimate the amount of the unrealized loss that is attributable to credit and all other non-credit related factors. The credit related component will be recognized as an other-than-temporary impairment charge in non-interest income. The non-credit related component will be recorded as an adjustment to AOCI, net of tax. For held to maturity securities, the amount of an other-than-temporary impairment recorded in other comprehensive income for the noncredit portion of a previous other-than-temporary impairment should be amortized prospectively over the remaining life of the security on the basis of the timing of future estimated cash flows of the security. No available for sale and held to maturity securities at December 31, 2015 or December 31, 2014 were deemed to be impaired.

**Fair Value Measurements.** We use fair value measurements to record fair value adjustments to certain assets to determine fair value disclosures. Investment and mortgage-backed securities available for sale are recorded at fair value on a recurring basis. Additionally, from time to time, we may be required to record at fair value other assets on a nonrecurring basis, such as impaired loans, real estate owned and certain other assets. These nonrecurring fair value adjustments typically involve application of lower-of-cost-or-market accounting or write-downs of individual assets. FASB ASC Topic 820 "Fair Value Measurements and Disclosures" ("ASC Topic 820"), establishes a fair value hierarchy that prioritizes the inputs to valuation methods used to measure fair value. The three levels of the fair value hierarchy under ASC Topic 820 are as follows:

Level Unadjusted quoted prices in active markets that are accessible at the measurement date for identical,  
1: unrestricted assets or liabilities.

Level Quoted prices in markets that are not active, or inputs that are observable either directly or indirectly, for  
2: substantially the full term of the asset or liability. Level 2 includes debt securities with quoted prices that are traded less frequently than exchange-traded instruments. Valuation techniques include matrix pricing which is a mathematical technique used widely in the industry to value debt securities without relying exclusively on quoted market prices for the specific securities but rather by relying on the securities' relationship to other benchmark quoted prices.

Level Prices or valuation techniques that require inputs that are both significant to the fair value measurement and  
3: unobservable (i.e., supported with little or no market activity).

Under ASC Topic 820, we base our fair values on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. It is our policy to maximize the use of observable inputs and minimize the use of unobservable inputs when developing fair value

measurements, in accordance with the fair value hierarchy in FASB ASC Topic 820. Fair value measurements for assets where there exists limited or no observable market data and, therefore, are based primarily upon our or other third-party's estimates, are often calculated based on the characteristics of the asset, the economic and competitive environment and other such factors. Management uses its best judgment in estimating the fair value of our financial instruments; however, there are inherent weaknesses in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates herein are not necessarily indicative of the amounts we could have realized in sales transaction on the dates indicated. The estimated fair value amounts have been measured as of their respective period end and have not been re-evaluated or updated for purposes of these financial statements subsequent to those respective dates. As such, the estimated fair values of these financial instruments subsequent to the respective reporting dates may be different than the amounts reported at each period-end. Additionally, changes in the underlying assumptions used, including discount rates and estimates of future cash flows, could significantly affect the results of current or future valuations.

#### COMPARISON OF FINANCIAL CONDITION AT YEAR-END DECEMBER 31, 2015 AND 2014

General. At December 31, 2015, we had total assets of \$684.5 million compared to total assets of \$595.9 million at December 31, 2014, an increase of \$88.6 million, or 14.9%. Gross loans increased \$71.5 million, or 15.1%, to \$543.4 million at December 31, 2015, from \$472.0 million at December 31, 2014. Total deposits increased 13.0% to \$517.9 million at December 31, 2015, from \$458.3 million at December 31, 2014.

Cash and Cash Equivalents. Our cash and cash equivalents increased \$261 thousand, or 4.5%, at December 31, 2015 to \$6.1 million from \$5.9 million at December 31, 2014.

Securities Portfolio. Our securities portfolio is designed to provide interest income, including tax-exempt income, and also provide a source of liquidity, diversify the earning assets portfolio, allow for management of interest rate risk, and provide collateral for public fund deposits and borrowings. Securities are classified as either, available for sale or held to maturity. The portfolio is composed primarily of obligations of U.S. government agencies and government sponsored entities, including collateralized mortgage obligations issued by such agencies and entities, and tax-exempt municipal bonds.

We periodically conduct reviews to evaluate whether unrealized losses on our investment securities portfolio are deemed temporary or whether an other-than-temporary impairment has occurred. Various inputs to economic models are used to determine if an unrealized loss is other-than-temporary. All of our debt securities in an unrealized loss position have been evaluated as of December 31, 2015, and we do not consider any security to be other-than-temporarily impaired. We evaluated the prospects of the issuers in relation to the severity and the duration of the unrealized losses. Our securities in unrealized loss positions are mostly driven by wider credit spreads and changes in interest rates. Based on that evaluation we do not intend to sell any security in an unrealized loss position, and it is more likely than not that we will not have to sell any of our securities before recovery of its cost basis.

Our available for sale securities are carried at fair value while securities held to maturity are carried at cost, adjusted for amortization of premiums and accretion of discounts. Unrealized gains and losses on securities available for sale are excluded from results of operations, and are reported as a separate component of stockholders' equity net of taxes. Securities classified as available for sale include securities that may be sold in response to changes in interest rates, changes in prepayment risk, the need to increase regulatory capital or other similar requirements. Management determines the appropriate classification of securities at the time of purchase.

The following table shows the carrying value of our available for sale security portfolio as of December 31, 2015, 2014 and 2013.

| (Dollars in thousands)                                    | December 31, |           |           |
|---|--------------|-----------|-----------|
|   | 2015         | 2014      | 2013      |
| U.S. government agencies                                  | \$ 12,788    | \$ 7,858  | \$ 5,380  |
| State and political subdivisions                          | 38,149       | 26,384    | 25,875    |
| Mortgage-backed securities                                |              |           |           |
| U.S. government-sponsored enterprises                     | 42,839       | 43,724    | 58,937    |
| Equity securities-financial services industries and other | -            | 10        | 484       |
| Total available for sale                                  | \$ 93,776    | \$ 77,976 | \$ 90,676 |

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Our securities, available for sale, increased by \$15.8 million, or 20.3%, to \$93.8 million at December 31, 2015 from \$78.0 million at December 31, 2014. During 2015 we purchased \$46.7 million in new securities, \$20.4 million in securities were sold and \$8.6 million in securities matured, were called or were repaid. During 2015, there was a \$137 thousand decrease in the net unrealized gain position and a \$271 thousand net realized gain on the sale of available for sale securities.

We had \$6.8 million of our security portfolio classified as held to maturity at December 31, 2015, an increase of \$828 thousand from December 31, 2014. Held to maturity securities, carried at amortized cost, consist of the following at December 31, 2015, 2014 and 2013.

| (Dollars in thousands)            | 2015     | 2014     | 2013     |
|-----------------------------------|----------|----------|----------|
| State and political subdivisions  | \$ 6,834 | \$ 6,006 | \$ 6,074 |
| Total held to maturity securities | \$ 6,834 | \$ 6,006 | \$ 6,074 |

The securities portfolio contained no high-risk securities or derivatives as of December 31, 2015.

The contractual maturity distribution and weighted average yield of our available for sale securities at December 31, 2015, are summarized in the following table. Securities available for sale are carried at amortized cost in the table for purposes of calculating the weighted average yield received on such securities. Weighted average yield is calculated by dividing income within each maturity range by the outstanding amount of the related investment and has not been tax-effected on the tax-exempt obligations.

| (Dollars in thousands)                | Due under 1 Year |       | Due 1-5 Years |       | Due 5-10 Years |       | Due over 10 Years |       |
|---------------------------------------|------------------|-------|---------------|-------|----------------|-------|-------------------|-------|
|                                       | Amount           | Yield | Amount        | Yield | Amount         | Yield | Amount            | Yield |
| Available for sale:                   |                  |       |               |       |                |       |                   |       |
| U.S. Government agencies              | \$ -             | - %   | \$ -          | - %   | \$ -           | - %   | \$ 12,792         | 0.69% |
| State and political subdivisions      | -                | - %   | 699           | 2.96% | 2,834          | 3.39% | 34,238            | 2.85% |
| Mortgage-backed securities -          |                  |       |               |       |                |       |                   |       |
| U.S. government-sponsored enterprises | -                | - %   | -             | - %   | 11,759         | 2.15% | 31,310            | 2.08% |
| Total Available for Sale              | \$ -             | - %   | \$ 699        | 2.96% | \$ 14,593      | 2.39% | \$ 78,340         | 2.19% |

The contractual maturity distribution and weighted average yield of our securities held to maturity, at cost, at December 31, 2015, are summarized in the following table. Weighted average yield is calculated by dividing income within each maturity range by the outstanding amount of the related investment and has not been tax-effected on the tax-exempt obligations.



| (Dollars in thousands)           | Due under 1<br>Year |       | Due 1-5<br>Years |       | Due 5-10 Years |       | Due over 10<br>Years |       |
|----------------------------------|---------------------|-------|------------------|-------|----------------|-------|----------------------|-------|
|                                  | Amount              | Yield | Amount           | Yield | Amount         | Yield | Amount               | Yield |
| Held to maturity:                |                     |       |                  |       |                |       |                      |       |
| State and political subdivisions | \$ 2,953            | 0.88% | \$ -             | - %   | \$ 2,832       | 3.73% | \$ 1,049             | 1.66% |
| Total held to maturity           | \$ 2,953            | 0.88% | \$ -             | - %   | \$ 2,832       | 3.73% | \$ 1,049             | 1.66% |

We held \$5.2 million in Federal Home Loan Bank of New York (“FHLBNY”) stock at December 31, 2015 that we do not consider an investment security. Ownership of this restricted stock is required for membership in the FHLBNY.

Loans. The loan portfolio comprises the largest component of our earning assets. Total loans receivable, net of unearned income, at December 31, 2015, increased \$71.5 million, or 15.1%, to \$543.4 million from \$472.0 million at December 31, 2014. During the year ended December 31, 2015, new originations have exceeded payoffs both through scheduled maturities and prepayments. Loan growth for 2015 occurred primarily in commercial real estate loans (an increase of \$55.9 million, or 17.1%) and residential real estate loans (an increase of \$15.7 million, or 14.1%).

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The following table summarizes the composition of our loan portfolio by type as of December 31, 2011 through 2015:

| (Dollars in thousands)    | December 31, |            |            |            |            |
|---------------------------|--------------|------------|------------|------------|------------|
|                           | 2015         | 2014       | 2013       | 2012       | 2011       |
| Commercial and industrial | \$ 20,023    | \$ 20,549  | \$ 15,205  | \$ 16,158  | \$ 13,711  |
| Construction              | 13,348       | 12,379     | 7,307      | 7,004      | 8,520      |
| Commercial real estate    | 382,262      | 326,370    | 260,664    | 225,345    | 216,191    |
| Residential real estate   | 127,204      | 111,498    | 107,992    | 98,301     | 100,175    |
| Consumer and other loans  | 1,253        | 1,665      | 1,617      | 1,255      | 1,336      |
| Total gross loans         | \$ 544,090   | \$ 472,461 | \$ 392,785 | \$ 348,063 | \$ 339,933 |

The increase in loans was funded during 2015 by an increase in our borrowings and deposits.

The maturity ranges of the loan portfolio and the amounts of loans with predetermined interest rates and floating rates in each maturity range, as of December 31, 2015, are presented in the following table.

| (Dollars in thousands)    | December 31, 2015 |                  |                     |
|---------------------------|-------------------|------------------|---------------------|
|                           | Due               |                  |                     |
|                           | Under<br>1 Year   | Due 1-5<br>Years | Due Over<br>5 Years |
| Commercial and industrial | \$ 5,842          | \$ 9,150         | \$ 5,031            |
| Construction              | 6,843             | 936              | 5,569               |
| Commercial real estate    | 23,428            | 14,705           | 344,129             |
| Residential real estate   | 4,454             | 3,967            | 118,783             |
| Consumer and other        | 314               | 306              | 633                 |
| Total loans               | \$ 40,881         | \$ 29,064        | \$ 474,145          |
| Interest rates:           |                   |                  |                     |
| Fixed or predetermined    | \$ 35,705         | \$ 23,312        | \$ 132,445          |
| Floating or adjustable    | 5,176             | 5,752            | 341,700             |
| Total loans               | \$ 40,881         | \$ 29,064        | \$ 474,145          |

**Loan and Asset Quality.** NPAs consist of non-accrual loans, loans over 90 days delinquent and still accruing interest, troubled debt restructured loans still accruing and foreclosed real estate. Total NPAs decreased by \$1.8 million, or 15.2%, to \$10.2 million at year-end 2015 from \$12.0 million at year-end 2014. The ratio of NPAs to total assets for December 31, 2015 and December 31, 2014 were 1.5% and 2.0%, respectively.

Our non-accrual loan balance decreased \$612 thousand, or 10.3%, to \$5.3 million at December 31, 2015, from \$5.9 million at December 31, 2014. Troubled debt restructured loans still accruing has remained flat at \$1.6 million for December 31, 2015, and December 31, 2014. Foreclosed assets decreased \$1.1 million to \$3.4 million at December 31, 2015, from \$4.4 million at December 31, 2014.

Management continues to monitor our asset quality and believes that the non-accrual loans are adequately collateralized and anticipated material losses have been adequately reserved for in the allowance for loan losses.



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The following table provides information regarding risk elements in the loan and securities portfolio as of December 31, 2011 through 2015.

| (Dollars in thousands)  | December 31, |           |           |           |           |
|---|--------------|-----------|-----------|-----------|-----------|
|   | 2015         | 2014      | 2013      | 2012      | 2011      |
| Non-accrual loans:  |              |           |           |           |           |
| Commercial and industrial   | \$ 20        | \$ 94     | \$ -      | \$ 27     | \$ 32     |
| Construction  | -            | -         | -         | 2,462     | 2,458     |
| Commercial real estate  | 4,016        | 3,936     | 9,700     | 12,062    | 19,311    |
| Residential real estate   | 1,138        | 1,893     | 2,192     | 3,315     | 2,482     |
| Consumer and other  | 138          | 1         | -         | 1         | -         |
| Total nonaccrual loans  | 5,312        | 5,924     | 11,892    | 17,867    | 24,283    |
| Loans past due 90 days and still accruing   | -            | 85        | 123       | 208       | 803       |
| Troubled debt restructured loans still accruing                                     | 1,553        | 1,590     | 1,628     | 608       | 3,411     |
| Total non-performing loans  | 6,865        | 7,599     | 13,643    | 18,683    | 28,497    |
| Foreclosed real estate  | 3,354        | 4,449     | 2,926     | 5,066     | 5,509     |
| Total non-performing assets   | \$ 10,219    | \$ 12,048 | \$ 16,569 | \$ 23,749 | \$ 34,006 |
| Non-accrual loans to total loans  | 0.98%        | 1.26%     | 3.03%     | 5.14%     | 7.15%     |
| Non-performing assets to total assets   | 1.49%        | 2.02%     | 3.10%     | 4.61%     | 6.71%     |
| Interest income received on nonaccrual loans  | \$ 138       | \$ 138    | \$ 122    | \$ 301    | \$ 408    |
| Interest income that would have been recorded under the original terms of the loans | \$ 264       | \$ 301    | \$ 774    | \$ 996    | \$ 1,509  |

In addition to monitoring non-performing loans we continue to monitor our portfolio for potential problem loans. Potential problem loans are defined as loans which cause management to have serious concerns as to the ability of such borrowers to comply with the present loan repayment terms and which may cause the loan to be placed on non-accrual status. As of December 31, 2015, we had five loans totaling \$1.8 million that we deemed potential problem loans. Management is actively monitoring these loans.

Future increases in the allowance for loan losses may be necessary based on the growth of the loan portfolio, the change in composition of the loan portfolio, possible future increases in non-performing loans and charge-offs, and the impact of deterioration of the real estate and economic environments in our lending region. Although we use the best information available, the level of allowance for loan losses remains an estimate that is subject to significant judgment and short-term change. For additional information, see Critical Accounting Policies above and as more fully described in Note 1 to our consolidated financial statements included elsewhere in this report.

**Allowance for Loan Losses.** The allowance for loan losses consists of general, specific and unallocated components. The specific component relates to loans that are classified as impaired. For those loans that are classified as impaired, an allowance is established when the discounted cash flows, collateral value or observable market price of the impaired loan is lower than the carrying value of that loan. The general component covers all other loans and is based on historical loss experience adjusted for qualitative factors. Other adjustments may be made to the allowance for pools of loans after an assessment of internal or external influences on credit quality that are not fully reflected in the historical loss or risk rating data.

The allowance contains reserves identified as unallocated. These reserves reflect management's attempt to ensure that the overall allowance reflects a margin for imprecision and the uncertainty that is inherent in estimates of probable credit losses.

Management regularly assesses the appropriateness and adequacy of the loan loss reserve in relation to credit exposure associated with individual borrowers, overall trends in the loan portfolio and other relevant factors, and believes the reserve is reasonable and adequate for each of the periods presented.

At December 31, 2015, the allowance for loan losses was \$5.6 million, a decrease of \$51 thousand, or 0.9%, from \$5.6 million at December 31, 2014. The provision for loan losses was \$636 thousand and there were

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\$769 thousand in charge-offs and \$82 thousand in recoveries during 2015. The allowance for loan losses as a percentage of total loans was 1.03% at December 31, 2015 compared to 1.20% at December 31, 2014. The decrease in allowance for loan losses as percentage of total loans is mostly due to an increase in total loans of \$71.6 million at December 31, 2015 as compared to December 31, 2014, as well as declining levels of non-performing, classified, and impaired loans.

The table below presents information regarding our provision and allowance for loan losses for each of the periods presented.

| (Dollars in thousands)                            | Year Ended December 31, |          |          |          |          |
|---|-------------------------|----------|----------|----------|----------|
|   | 2015                    | 2014     | 2013     | 2012     | 2011     |
| Balance at beginning of year                      | \$ 5,641                | \$ 5,421 | \$ 4,976 | \$ 7,210 | \$ 6,397 |
| Provision charged to operating expenses           | 636                     | 1,537    | 2,745    | 4,330    | 3,306    |
| Recoveries of loans previously charged-off:       |                         |          |          |          |          |
| Commercial and industrial                         | 17                      | 17       | 122      | 2        | 6        |
| Construction                                      | -                       | -        | -        | -        | 516      |
| Commercial real estate                            | 41                      | 39       | 450      | 78       | 8        |
| Residential real estate                           | 17                      | 4        | 112      | -        | -        |
| Consumer and other                                | 7                       | 10       | 12       | 27       | 19       |
| Total recoveries                                  | 82                      | 70       | 696      | 107      | 549      |
| Loans charged-off:                                |                         |          |          |          |          |
| Commercial and industrial                         | 19                      | 1        | 55       | 169      | 24       |
| Construction                                      | -                       | -        | 350      | 1,538    | 909      |
| Commercial real estate                            | 560                     | 1,168    | 2,317    | 3,904    | 2,057    |
| Residential real estate                           | 165                     | 181      | 246      | 998      | 12       |
| Consumer and other                                | 25                      | 37       | 28       | 62       | 40       |
| Total charge-offs                                 | 769                     | 1,387    | 2,996    | 6,671    | 3,042    |
| Net charge-offs                                   | 687                     | 1,317    | 2,300    | 6,564    | 2,493    |
| Balance at end of year                            | \$ 5,590                | \$ 5,641 | \$ 5,421 | \$ 4,976 | \$ 7,210 |
| Net charge-offs to average loans outstanding      | 0.14%                   | 0.33%    | 0.62%    | 3.70%    | 0.73%    |
| Allowance for loan losses total loans at year-end | 1.03%                   | 1.20%    | 1.38%    | 1.43%    | 2.12%    |

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The table below presents details concerning the allocation of the allowance for loan losses to the various categories for each of the periods presented. The allocation is made for analytical purposes and it is not necessarily indicative of the categories in which future credit losses may occur. The total allowance is available to absorb losses from any category of loans.

|                           | Allowance for Loans Losses at December 31, |  |          |  |          |  |
|---------------------------|--|--|----------|--|----------|--|
|                           | 2015                                       |  | 2014     |  | 2013     |  |
|                           | Amount                                     | Percent of Loans in Each Category to Total | Amount   | Percent of Loans in Each Category to Total | Amount   | Percent of Loans in Each Category to Total |
| (Dollars in thousands)    |  |  |          |  |          |  |
| Commercial and industrial | \$ 85                                      | 3.7%                                       | \$ 231   | 4.3%                                       | \$ 222   | 3.9%                                       |
| Construction              | 220  | 2.5%                                       | 383      | 2.6%                                       | 308      | 1.8%                                       |
| Commercial real estate    | 3,646                                      | 70.2%                                      | 3,491    | 69.1%                                      | 3,399    | 66.4%                                      |
| Residential real estate   | 784  | 23.4%                                      | 903      | 23.6%                                      | 941      | 27.5%                                      |
| Consumer and other loans  | 87   | 0.2%                                       | 19       | 0.4%                                       | 16       | 0.4%                                       |
| Unallocated               | 768  | -  | 614      | -  | 535      | -  |
| Total                     | \$ 5,590                                   | 100.0%                                     | \$ 5,641 | 100.0%                                     | \$ 5,421 | 100.0%                                     |

|                           | Allowance for Loans Losses at December 31, |  |          |  |
|---------------------------|--|--|----------|--|
|                           | 2012                                       |  | 2011     |  |
|                           | Amount                                     | Percent of Loans in Each Category to Total | Amount   | Percent of Loans in Each Category to Total |
| (Dollars in thousands)    |  |  |          |  |
| Commercial and industrial | \$ 271                                     | 4.6%                                       | \$ 304   | 4.0%                                       |
| Construction              | 223  | 2.0%                                       | 294      | 3.1%                                       |
| Commercial real estate    | 3,395                                      | 64.7%                                      | 4,833    | 63.2%                                      |
| Residential real estate   | 869  | 28.3%                                      | 987      | 29.3%                                      |
| Consumer and other loans  | 38   | 0.4%                                       | 9        | 0.4%                                       |
| Unallocated               | 180  | -  | 783      | -  |
| Total                     | \$ 4,976                                   | 100.0%                                     | \$ 7,210 | 100.0%                                     |

Premises and Equipment. Net premises and equipment increased by \$229 thousand, or 2.6%, from \$8.7 million at December 31, 2014 to \$8.9 million at December 31, 2015 primarily due to growth initiatives in new markets, including the opening of the Astoria branch.

Bank-owned Life Insurance. Our BOLI carrying value increased to \$12.5 million at December 31, 2015 from \$12.2 million at December 31, 2014. The increase was principally the result of \$313 thousand in net earnings on BOLI policies in 2015.

Deposits. Total deposits increased \$59.6 million, or 13.0%, to \$517.9 million at December 31, 2015, from \$458.3 million at December 31, 2014. The increase in deposits was due to increases in non-interest bearing deposits of \$16.7 million, or 23.7%, interest bearing transaction deposits of \$12.6 million, or 4.5%, and time deposits of \$30.3 million, or 28.4%, for December 31, 2015, as compared to December 31, 2014. Our funding mix continued to improve as non-interest deposits increased.

Total average deposits increased \$46.0 million from \$446.2 million for the year ended December 31, 2014 to \$492.2 million for the year ended December 31, 2015, a 10.3% increase. Average NOW accounts increased



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\$11.7 million, or 9.8%, from \$118.9 million for 2014 to \$130.6 million for 2015. Average demand accounts increased \$20.3 million, or 30.9% from \$65.7 million for 2014 to \$86.0 million for 2015. Average time deposits increased \$13.5 million, or 12.8%, from \$105.7 million for 2014 to \$119.3 million for 2015. Average money market balances increased \$5.4 million, or 45.3%, from \$11.9 million for 2014 to \$17.3 million for 2015. Average savings accounts decreased \$4.8 million or 3.4%, from \$144.0 million for 2014 to \$139.1 million for 2015. Increases to average NOW accounts and demand deposits were partly offset by the aforementioned decreases in other deposit categories.

The average balances and weighted average rates paid on deposits for 2015, 2014 and 2013 are presented below.

| (Dollars in thousands)       | Year Ended December 31, |       |              |       |              |       |
|------------------------------|-------------------------|-------|--------------|-------|--------------|-------|
|                              | 2015 Average            |       | 2014 Average |       | 2013 Average |       |
|                              | Balance                 | Rate  | Balance      | Rate  | Balance      | Rate  |
| Demand, non-interest bearing | \$ 86,016               | - %   | \$ 65,720    | - %   | \$ 56,361    | - %   |
| NOW                          | 130,569                 | 0.17% | 118,913      | 0.15% | 113,535      | 0.14% |
| Money market                 | 17,287                  | 0.20% | 11,901       | 0.14% | 14,409       | 0.20% |
| Savings                      | 139,120                 | 0.20% | 143,965      | 0.21% | 153,322      | 0.23% |
| Time                         | 119,256                 | 1.03% | 105,748      | 1.09% | 99,025       | 1.31% |
| Total deposits               | \$ 492,248              | 0.36% | \$ 446,247   | 0.37% | \$ 436,652   | 0.42% |

The remaining maturity for certificates of deposit accounts of \$100,000 or more as of December 31, 2015 is presented in the following table.

| (Dollars in thousands) |           |
|------------------------|-----------|
| 3 months or less       | \$ 9,607  |
| 3 to 6 months          | 11,532    |
| 6 to 12 months         | 19,299    |
| Over 12 months         | 10,092    |
| Total                  | \$ 50,530 |

**Borrowings.** Borrowings may consist of short and long-term advances from the FHLB NY and a line of credit at Atlantic Central Bankers Bank. The FHLB NY advances are secured under terms of a blanket collateral agreement by a pledge of qualifying residential and commercial mortgage loans. At December 31, 2015, we had \$61.0 million in long-term advances outstanding at a weighted average interest rate of 2.61%. The increase in borrowings for 2015, as compared to 2014, was necessary to fund loan growth.

The following table summarizes short-term borrowings and weighted average interest rates paid during the past three years.

| (Dollars in thousands)  | Year Ended December 31, |           |           |
|---|-------------------------|-----------|-----------|
|   | 2015                    | 2014      | 2013      |
| Average daily amount of short-term borrowings outstanding during the period | \$ 8,778                | \$ 2,657  | \$ 3,964  |
| Weighted average interest rate on average daily short-term borrowings       | 0.43%                   | 0.34%     | 0.38%     |
| Maximum short-term borrowings outstanding at any month-end                  | \$ 34,650               | \$ 23,500 | \$ 17,500 |
| Short-term borrowings outstanding at period end                             | \$ 34,650               | \$ 23,500 | \$ -      |
| Weighted average interest rate on short-term borrowings at period end       | 0.52%                   | 0.39%     | - %       |

Junior Subordinated Debentures. On June 28, 2007, we raised \$12.9 million in capital through the issuance of junior subordinated debentures to a non-consolidated statutory trust subsidiary. The subsidiary in turn issued \$12.5 million in variable rate capital trust pass through securities to investors in a private placement. The interest rate is based on the three-month LIBOR plus 144 basis points and adjusts quarterly. The rate at December 31, 2015 was 1.95%. The capital securities are currently redeemable by us at par in whole or in part. These trust

preferred securities must be redeemed upon final maturity on September 15, 2037. The proceeds of these trust preferred securities, which have been contributed to the Bank, are included in the Bank's capital ratio calculations and treated as Tier I capital.

In accordance with FASB ASC 810, Consolidation, our wholly owned subsidiary, Sussex Capital Trust II, is not included in our consolidated financial statements. For regulatory reporting purposes, the Federal Reserve Board allows trust preferred securities to continue to qualify as Tier I capital subject to specified limitations.

Equity. Stockholders' equity inclusive of AOCI, net of income taxes, was \$53.9 million at December 31, 2015, an increase of \$2.7 million, from the \$51.2 million at year-end 2014. The increase in stockholders' equity was due to \$3.7 million in net income in 2015, which was offset by \$746 thousand in dividends declared and a \$533 thousand increase in treasury stock at December 31, 2015 as compared to December 31, 2014.

#### COMPARISON OF OPERATING RESULTS FOR YEAR-END DECEMBER 31, 2015 AND 2014

Results of Operations. Our net income is impacted by five major components and each of them is reviewed in more detail in the following discussion:

- net interest income, or the difference between interest income earned on loans and investments and interest expense paid on deposits and borrowed funds;
- provision for loan losses, or the amount added to the allowance for loan losses to provide reserves for inherent losses on loans;
- non-interest income, which is made up primarily of certain loan and deposit fees, insurance commissions and gains and losses from sales of securities or other transactions;
- non-interest expense, which consists primarily of salaries, employee benefits, credit collection and write-off costs and other operating expenses; and
- income taxes.

For the year ended December 31, 2015, the Company reported net income of \$3.7 million, or \$0.81 per basic and diluted share, as compared to net income of \$2.6 million, or \$0.57 per basic and diluted share, for the same period last year. The increase in net income for the year ended December 31, 2015 was primarily attributed to an increase in net interest income of \$2.1 million and a decrease in credit quality costs of \$971 thousand, or 41.3%, which were partially offset by increases in certain non-interest expenses.

Net Interest Income. Net interest income is the most significant component of our income from operations. Net interest income is the difference between interest earned on total interest-earning assets (primarily loans and investment securities), on a fully taxable equivalent basis, where appropriate, and interest paid on total interest-bearing liabilities (primarily deposits and borrowed funds). Fully taxable equivalent basis represents income on total interest-earning assets that is either tax-exempt or taxed at a reduced rate, adjusted to give effect to the prevailing incremental federal tax rate, and adjusted for nondeductible carrying costs and state income taxes, where

applicable. Yield calculations, where appropriate, include these adjustments. Net interest income depends on the volume and interest rate earned on interest-earning assets and the volume and interest rate paid on interest-bearing liabilities.

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Comparative Average Balance and Average Interest Rates. The following table presents, on a fully taxable equivalent basis, a summary of our interest-earning assets and their average yields, and interest-bearing liabilities and their average costs for each of the years ended December 31, 2015, 2014 and 2013. The average balances of loans include non-accrual loans, and associated yields include loan fees, which are considered adjustment to yields.

| (Dollars in thousands)                    | Year Ended December 31, |                  |                  |                   |                  |                  |                   |                  |                  |
|---|-------------------------|------------------|------------------|-------------------|------------------|------------------|-------------------|------------------|------------------|
|   | 2015                    |                  |                  | 2014              |                  |                  | 2013              |                  |                  |
|   | Average Balance         | Average Interest | Average Rate (2) | Average Balance   | Average Interest | Average Rate (2) | Average Balance   | Average Interest | Average Rate (2) |
| <b>Earning Assets:</b>                    |                         |                  |                  |                   |                  |                  |                   |                  |                  |
| <b>Securities:</b>                        |                         |                  |                  |                   |                  |                  |                   |                  |                  |
| Tax exempt (3)                            | \$ 33,688               | \$ 1,348         | 4.00%            | \$ 31,079         | \$ 1,362         | 4.38%            | \$ 30,758         | \$ 1,535         | 4.99%            |
| Taxable                                   | 65,402                  | 1,239            | 1.89%            | 59,774            | 854              | 1.43%            | 87,155            | 603              | 0.69%            |
| Total securities                          | 99,090                  | 2,587            | 2.61%            | 90,853            | 2,216            | 2.44%            | 117,913           | 2,138            | 1.81%            |
| <b>Total loans receivable</b>             |                         |                  |                  |                   |                  |                  |                   |                  |                  |
| (1) (4)                                   | 488,963                 | 21,497           | 4.40%            | 429,320           | 19,512           | 4.54%            | 372,894           | 18,007           | 4.83%            |
| <b>Other interest-earning assets</b>      |                         |                  |                  |                   |                  |                  |                   |                  |                  |
|   | 7,109                   | 9                | 0.13%            | 8,519             | 11               | 0.13%            | 6,488             | 16               | 0.25%            |
| <b>Total earning assets</b>               | <b>595,162</b>          | <b>24,093</b>    | <b>4.05%</b>     | <b>528,692</b>    | <b>21,739</b>    | <b>4.11%</b>     | <b>497,295</b>    | <b>20,161</b>    | <b>4.05%</b>     |
| <b>Non-interest earning assets</b>        |                         |                  |                  |                   |                  |                  |                   |                  |                  |
|   | 37,834                  |                  |                  | 36,881            |                  |                  | 37,620            |                  |                  |
| <b>Allowance for loan losses</b>          |                         |                  |                  |                   |                  |                  |                   |                  |                  |
|   | (5,698)                 |                  |                  | (5,688)           |                  |                  | (5,763)           |                  |                  |
| <b>Total Assets</b>                       | <b>\$ 627,298</b>       |                  |                  | <b>\$ 559,885</b> |                  |                  | <b>\$ 529,152</b> |                  |                  |
| <b>Sources of Funds:</b>                  |                         |                  |                  |                   |                  |                  |                   |                  |                  |
| <b>Interest bearing deposits:</b>         |                         |                  |                  |                   |                  |                  |                   |                  |                  |
| NOW                                       | \$ 130,569              | \$ 227           | 0.17%            | \$ 118,913        | \$ 184           | 0.15%            | \$ 113,535        | \$ 154           | 0.14%            |
| Money market                              | 17,287                  | 35               | 0.20%            | 11,901            | 17               | 0.14%            | 14,409            | 29               | 0.20%            |
| Savings                                   | 139,120                 | 282              | 0.20%            | 143,965           | 296              | 0.21%            | 153,322           | 351              | 0.23%            |
| Time                                      | 119,256                 | 1,228            | 1.03%            | 105,748           | 1,151            | 1.09%            | 99,025            | 1,293            | 1.31%            |
| <b>Total interest bearing deposits</b>    | <b>406,232</b>          | <b>1,772</b>     | <b>0.44%</b>     | <b>380,527</b>    | <b>1,648</b>     | <b>0.43%</b>     | <b>380,291</b>    | <b>1,827</b>     | <b>0.48%</b>     |
| <b>Borrowed funds</b>                     |                         |                  |                  |                   |                  |                  |                   |                  |                  |
|   | 65,600                  | 1,576            | 2.40%            | 48,246            | 1,434            | 2.97%            | 34,526            | 1,157            | 3.35%            |
| <b>Junior subordinated debentures</b>     |                         |                  |                  |                   |                  |                  |                   |                  |                  |
|   | 12,887                  | 220              | 1.71%            | 12,887            | 212              | 1.65%            | 12,887            | 217              | 1.68%            |
| <b>Total interest bearing liabilities</b> | <b>484,719</b>          | <b>3,568</b>     | <b>0.74%</b>     | <b>441,660</b>    | <b>3,294</b>     | <b>0.75%</b>     | <b>427,704</b>    | <b>3,201</b>     | <b>0.75%</b>     |

|  |            |       |            |       |            |       |
|--|------------|-------|------------|-------|------------|-------|
| Non-interest bearing liabilities:          |            |       |            |       |            |       |
| Demand deposits                            | 86,016     |       | 65,720     |       | 56,361     |       |
| Other liabilities                          | 3,848      |       | 3,011      |       | 2,705      |       |
| Total non-interest bearing liabilities     | 89,864     |       | 68,731     |       | 59,066     |       |
| Stockholders' equity                       | 52,715     |       | 49,494     |       | 42,382     |       |
| Total Liabilities and Stockholders' Equity | \$ 627,298 |       | \$ 559,885 |       | \$ 529,152 |       |
| Net Interest Income and Margin (5)         | 20,525     | 3.45% | 18,445     | 3.49% | 16,960     | 3.41% |
| Tax-equivalent basis adjustment            | (449)      |       | (439)      |       | (519)      |       |
| Net Interest Income                        | \$ 20,076  |       | \$ 18,006  |       | \$ 16,441  |       |

(1) Includes loan fee income

(2) Average rates on securities are calculated on amortized costs

(3) Full taxable equivalent basis, using a 39% effective tax rate and adjusted for TEFRA (Tax and Equity Fiscal Responsibility Act) interest expense disallowance

(4) Loans outstanding include non-accrual loans

(5) Represents the difference between interest earned and interest paid, divided by average total interest-earning assets

Net interest income on a fully tax equivalent basis increased \$2.1 million, or 11.3%, to \$20.5 million for the year ended December 31, 2015 as compared to \$18.4 million for same period in 2014. The increase in net interest income was largely due to an increase in average interest earning assets of \$66.5 million or 12.6%, offset by the net interest margin decreasing 4 basis points to 3.45% for the year ended December 31, 2015 compared to the same period last year. The increase in average interest earning assets was driven by growth in average total loans receivable of \$59.6 million and by an increase in average securities of \$8.2 million. The decrease in the net interest margin was mostly attributed to a 14 basis point decrease in the average rate earned on loans, which resulted in a

decrease in the average rate paid on interest earnings assets of 6 basis points to 4.05% for the year ended December 31, 2015 from 4.11% for the same period in 2014.

**Interest Income.** Total interest income, on a fully taxable equivalent basis, increased \$2.4 million, or 10.8%, to \$24.1 million for the year ended December 31, 2015 as compared to \$21.7 million for the same period in 2014. The increase in net interest income was largely due to a \$66.5 million, or 12.6%, increase in average interest earning assets, principally loans receivable, which increased \$59.6 million, or 13.9%. The increase in interest income was partly offset by a decline in average rate of 6 basis points to 4.05% for the year ended December 31, 2015 as compared to the same period in 2014. The decline in average rate was mostly attributed to a 14 basis point decrease in the average rate earned on loans

Interest income from securities, on a fully taxable equivalent basis, increased \$371 thousand, or 16.7%, for the year ended December 31, 2015 compared to the same period in 2014. The increase was due to an increase in the average balance of the securities portfolio of \$8.2 million, or 9.1%, to \$99.1 million for the year ended December 31, 2015 as compared to the same period in 2014. The increase in the average balance of the securities portfolio was complimented by an increase in the average rate of 17 basis points to 2.61% for 2015 from 2.44% for 2014.

Interest income from the loan portfolio increased by \$2.0 million, or 10.2%, to \$21.5 million for 2015 from \$19.5 million for 2014. The improvement was due to an increase in the average balance on loans, which increased \$59.6 million, or 13.9%, for the year ended December 31, 2015 as compared to the same period in 2014. The increase in the average balance on loans was partially offset by a decrease of 14 basis points in the average rate on the loan portfolio for the year ended December 31, 2015 as compared to the same period in 2014.

**Interest Expense.** Total interest expense increased \$274 thousand, or 8.3%, to \$3.6 million for the year ended December 31, 2015 from \$3.3 million for the same period in 2014. The increase was principally due to growth in the average balance of borrowings of \$17.4 million and average balance of deposits of \$25.7 million in 2015 compared to 2014. The increase in the average balance of borrowings was partially offset by a decrease in rates paid on borrowings of 57 basis points for 2015 compared to 2014.

The following table reflects the impact on net interest income from changes in the volume of earning assets and interest bearing liabilities and changes in rates earned and paid by us on such assets and liabilities. For purposes of this table, nonaccrual loans have been included in the average loan balance. Changes due to both volume and rate have been allocated in proportion to the relationship of the dollar amount change in each.

| (Dollars in thousands)                                | December 31, 2015 v. 2014 |          |         | December 31, 2014 v. 2013 |          |          |
|---|---------------------------|----------|---------|---------------------------|----------|----------|
|   | Increase (decrease)       |          |         | Increase (decrease)       |          |          |
|   | Due to changes in:        |          |         | Due to changes in:        |          |          |
|   | Volume                    | Rate     | Total   | Volume                    | Rate     | Total    |
| <b>Securities:</b>                                    |                           |          |         |                           |          |          |
| Tax exempt (1)  | \$ 109                    | \$ (123) | \$ (14) | \$ 16                     | \$ (189) | \$ (173) |
| Taxable   | 86                        | 299      | 385     | (235)                     | 486      | 251      |
| Total securities                                      | 195                       | 176      | 371     | (219)                     | 297      | 78       |
| Total loans receivable (2)                            | 2,639                     | (654)    | 1,985   | 2,609                     | (1,104)  | 1,505    |
| Other interest-earning assets                         | (2)                       | -        | (2)     | 4                         | (9)      | (5)      |
| Total net change in income on interest-earning assets | 2,832                     | (478)    | 2,354   | 2,394                     | (816)    | 1,578    |
| <b>Interest bearing deposits:</b>                     |                           |          |         |                           |          |          |
| NOW   | 19                        | 24       | 43      | 7                         | 23       | 30       |

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|   |          |          |          |          |          |          |
|---|----------|----------|----------|----------|----------|----------|
| Money market  | 10       | 8        | 18       | (5)      | (7)      | (12)     |
| Savings   | (10)     | (4)      | (14)     | (20)     | (35)     | (55)     |
| Time  | 141      | (64)     | 77       | 84       | (226)    | (142)    |
| Total interest bearing deposits                             | 160      | (36)     | 124      | 66       | (245)    | (179)    |
| Borrowed funds  | 451      | (309)    | 142      | 420      | (143)    | 277      |
| Junior subordinated debentures                              | -        | 8        | 8        | -        | (5)      | (5)      |
| Total net change in expense on interest-bearing liabilities | 611      | (337)    | 274      | 486      | (393)    | 93       |
| Change in net interest income                               | \$ 2,221 | \$ (141) | \$ 2,080 | \$ 1,908 | \$ (423) | \$ 1,485 |

(1) Fully taxable equivalent basis, using 39% effective tax rate and adjusted for TEFRA (Tax and Equity Fiscal Responsibility Act) interest expense disallowance

(2) Includes loan fee income



**Provision for Loan Losses.** Provision for loan losses decreased \$901 thousand to \$636 thousand for the year ended December 31, 2015, as compared to \$1.5 million for the same period in 2014. The decrease in the provision for loan losses for the year-ended December 31, 2015 was largely attributed to a decrease in charge-offs related to the resolution of problem loans. The provision for loan losses reflects management review, analysis and judgment of the credit quality of the loan portfolio for 2015 and the effects of current economic environment and changes in real estate collateral values from the time the loans were originated. Our non-accrual loans decreased \$612 thousand, or 10.3%, to \$5.3 million at December 31, 2015 from \$5.9 million at December 31, 2014. We believe these loans are adequately provided for in our loan loss allowance or are sufficiently collateralized at December 31, 2015. The provision for loan losses reflects management's judgment concerning the risks inherent in our existing loan portfolio and the size of the allowance necessary to absorb the risks, as well as the activity in the allowance during the periods. Management reviews the adequacy of its allowance on an ongoing basis and will provide additional provisions, as deemed necessary. Also see Note 6 to our consolidated financial statements herein for further discussion.

**Non-Interest Income.** Non-interest income consists of all income other than interest and dividend income and is principally derived from: service charges on deposits; insurance commission income; commissions on sales of annuities and mutual funds; ATM and debit card income; BOLI income; and net gains on sale of securities and loans. We recognize the importance of supplementing net interest income with other sources of income as we continue to explore new opportunities to generate non-interest income.

Non-interest income increased \$492 thousand, or 8.3%, to \$6.5 million for the year ended December 31, 2015 as compared to the same period last year. The increase in non-interest income was largely due to increases in insurance commissions and fees, mostly due to the underwriting of new insurance policies and the retention of existing policies, and other income of \$547 thousand, or 17.4%, and \$166 thousand, or 49.6%, respectively, which were partially offset by a decrease in service fees on deposit accounts of \$141 thousand and an increase in loss on disposal of fixed assets of \$125 thousand for the year ended December 31, 2015, as compared to the same period in 2014. Included in the increase for loss on disposal of fixed assets was a one-time \$138 thousand pre-tax charge on disposal of computer hardware as part of outsourcing our core system processing.

**Non-Interest Expense.** Total non-interest expense increased \$1.7 million, or 9.2%, to \$20.6 million for the year ended December 31, 2015 as compared to the same period last year. The increase for the year ended December 31, 2015, as compared to the same period in 2014, was largely due to increases in salaries and employee benefits of \$1.4 million, other expenses of \$336 thousand, furniture and equipment expenses of \$136 thousand, occupancy expenses, net of \$127 thousand, and expenses and write-downs related to foreclosed real estate of \$103 thousand, which were partially offset by decreases in loan collection costs of \$173 thousand, FDIC fees of \$161 thousand, and data processing of \$61 thousand. The increases for the twelve months ended December 31, 2015 as compared to 2014 in salaries and employee benefits expense were due in part to an increase in personnel to support our growth initiative in new markets, including the opening of our Astoria branch in the first quarter of 2015, additional staffing for business development and a temporary increase in staffing costs related to the development of a digital banking division. The increases for the twelve months ended December 31, 2015 as compared to 2014 in various categories, including occupancy, furniture and equipment, and other expenses were mostly related to the opening of our Astoria branch in the first quarter of 2015 and costs associated with our new core application system, which was implemented in the third quarter of 2014.

Income Taxes. The provision for income taxes was \$1.6 million and \$1.0 million for 2015 and 2014, respectively. Our effective tax rate was 30.7% and 27.8% for 2015 and 2014, respectively. The increase in income tax expense for the year ended December 31, 2015 was primarily attributable to growth in pre-tax income from taxable sources. See Notes 1 and 16 to our consolidated financial statements for further discussion on income taxes.

#### Operational Risk

We are exposed to a variety of operational risks that can affect each of our business activities, particularly those involving processing and servicing of loans. Operational risk is defined as the risk of loss resulting from inadequate or failed internal processes, people or systems from external events. The risk of loss also includes losses that may arise from potential legal actions that could result from operational deficiencies or noncompliance with contracts, laws or regulations. We monitor and evaluate operational risk on an ongoing basis through systems of internal control, formal corporate-wide policies and procedures, and an internal audit function.

## Liquidity, Capital Resources and Off-Balance Sheet Arrangements

Liquidity. A fundamental component of our business strategy is to manage liquidity to ensure the availability of sufficient resources to meet all financial obligations and to finance prospective business opportunities. Liquidity management is critical to our stability. Our liquidity position over any given period of time is a product of our operating, financing and investing activities. The extent of such activities is often shaped by such external factors as competition for deposits and loan demand.

Traditionally, financing for our loans and investments is derived primarily from deposits, along with interest and principal payments on loans and investments. At December 31, 2015, total deposits amounted to \$517.9 million, an increase of \$59.6 million, or 13.0%, over the prior comparable year. At December 31, 2015, advances from the FHLBNY and subordinated debentures totaled \$108.5 million and represented 15.9% of total assets as compared to \$82.4 million and 13.8% of total assets, at December 31, 2014.

Loan production continued to be our principal investing activity. Net loans at December 31, 2015 amounted to \$537.8 million, an increase of \$71.5 million, or 15.3%, compared to the same period in 2014.

Our most liquid assets are cash and cash equivalents. At December 31, 2015, the total of such assets amounted to \$6.1 million, or 0.9%, of total assets, compared to \$5.9 million, or 1.0%, of total assets at year-end 2014. Another significant liquidity source is our available for sale securities. At December 31, 2015, available for sale securities amounted to \$93.8 million compared to \$78.0 million at year-end 2014.

In addition to the aforementioned sources, we have available various other sources of liquidity, including federal funds purchased from other banks and the Federal Reserve Board discount window. The Bank also has the capacity to borrow an additional \$49.1 million through its membership in the FHLBNY and \$10.0 million line of credit at Atlantic Central Bankers Bank at December 31, 2015. Management believes that our sources of funds are sufficient to meet our present funding requirements.

Capital Resources. The Bank's regulators have classified and defined bank capital as consisting of Tier I capital, which includes tangible stockholders' equity for common stock and certain preferred stock and other hybrid instruments, and Total risk based capital. Total risk based capital includes Tier I capital and Tier II capital, which includes a portion of the allowance for loan losses, certain qualifying long-term debt and preferred stock which does not qualify for Tier I capital.

The Bank's regulators have implemented risk-based guidelines which require banks to maintain certain minimum capital as a percent of such assets and certain off-balance sheet items adjusted for predefined credit risk factors (risk-adjusted assets). Banks are required to maintain Tier I capital as a percent of risk-adjusted assets of 4.0% and

Total risk based capital as of risk-adjusted assets of 8.0% at a minimum. At December 31, 2015, the Bank's Tier I and Total risk based capital ratios were 11.74% and 12.79%, respectively.

In addition to the risk-based guidelines discussed above, the Bank's regulators require that banks, which meet the regulators' highest performance and operational standards, maintain a minimum leverage ratio (Tier I capital as a percent of tangible assets) of 4.0%. For those banks with higher levels of risk or that are experiencing or anticipating growth, the minimum will be proportionately increased. Minimum leverage ratios for each bank and bank holding company are established and updated through the ongoing regulatory examination process. As of December 31, 2015, the Bank had a leverage ratio of 9.45%.

**Off-Balance Sheet Arrangements.** Our consolidated financial statements do not reflect off-balance sheet arrangements that are made in the normal course of business. These off-balance sheet arrangements consist of unfunded loans and letters of credit made under the same standards as on-balance sheet instruments. These unused commitments at December 31, 2015 totaled \$84.6 million, which consisted of \$30.6 million in commitments to grant commercial and residential loans, \$53.1 million in unfunded commitments under lines of credit and \$990 thousand in outstanding letters of credit. These instruments have fixed maturity dates, and because many of them will expire without being drawn upon, they do not generally present any significant liquidity risk to us. Management believes that any amounts actually drawn upon can be funded in the normal course of operations.

## Market Risk

Market risk is generally described as the sensitivity of income to adverse changes in interest rates, foreign currency exchange rates, commodity prices, and other relevant market rates or prices. Market rate sensitive instruments include: financial instruments such as investments, loans, mortgage-backed securities, deposits, borrowings and other debt obligations; derivative financial instruments, such as futures, forwards, swaps and options; and derivative commodity instruments, such as commodity futures, forwards, swaps and options that are permitted to be settled in cash or another financial instrument.

We do not have any material exposure to foreign currency exchange rate risk or commodity price risk. We did not enter into any market rate sensitive instruments for trading purposes nor did we engage in any trading or hedging transactions utilizing derivative financial instruments during 2015. Our real estate loan portfolio, concentrated largely in northern New Jersey, is subject to risks associated with the local and regional economies. Our primary source of market risk exposure arises from changes in market interest rates (“interest rate risk”).

## Interest Rate Risk

Interest rate risk is generally described as the exposure to potentially adverse changes in current and future net interest income resulting from: fluctuations in interest rates, product spreads, and imbalances in the repricing opportunities of interest-rate-sensitive assets and liabilities. Therefore, managing our interest rate sensitivity is a primary objective of our senior management. Our Asset/Liability Committee (“ALCO”) is responsible for managing the exposure to changes in market interest rates. We review a variety of strategies that project changes in asset or liability mix and the impact of those changes on projected net interest income and net income.

Current and future sensitivity to changes in interest rates are measured through the use of balance sheet and income simulation models. The analyses capture changes in net interest income using flat rates as a base, a most likely rate forecast and rising and declining interest rate forecasts. Changes in net interest income and net income for the forecast period, generally twelve to twenty-four months, are measured and compared to policy limits for acceptable change. There are a variety of reasons that may cause actual results to vary considerably from the predictions presented below which include, but are not limited to, the timing, magnitude, and frequency of changes in interest rates, interest rate spreads, prepayments, and actions taken in response to such changes. Specific assumptions used in the simulation model include instantaneous and permanent yield curve shifts for market rates and current asset and liability spreads to market interest rates are fixed.

The following table sets forth our interest rate risk profile at December 31, 2015 and 2014. The interest rate sensitivity of our assets and liabilities and the impact on net interest income illustrated in the following table would vary substantially if different assumptions were used or if actual experience differs from that indicated by the assumptions.

| (Dollars in thousands)<br>Change in Interest Rates<br>(basis points)<br>December | Net Portfolio Value(2) |                    |         | Net interest Income               |                    |            |
|--|------------------------|--------------------|---------|-----------------------------------|--------------------|------------|
|  | Estimated              | Estimated Increase |         | Estimated Net Interest Income (3) | Estimated Increase |            |
|  |                        | (Decrease)         | Amount  |                                   | Percent            | (Decrease) |
|  | NPV(1)                 | Amount             | Percent | Income (3)                        | Amount             | Percent    |
| 31, 2015   |                        |                    |         |                                   |                    |            |
| +200bp   | \$ 58,290              | \$ (22,582)        | (27.9)% | \$ 19,932                         | \$ (1,534)         | (7.1)%     |
| 0bp  | \$ 80,872              | -                  | -       | \$ 21,466                         | -                  | -          |
| -100bp   | \$ 72,312              | \$ (8,560)         | (10.6)% | \$ 20,805                         | \$ (661)           | (3.1)%     |
| December 31, 2014  |                        |                    |         |                                   |                    |            |
| +200bp   | \$ 65,759              | \$ (12,719)        | (16.2)% | \$ 19,160                         | \$ (144)           | (0.7)%     |
| 0bp  | \$ 78,478              | -                  | -       | \$ 19,304                         | -                  | -          |
| -100bp   | \$ 66,834              | \$ (11,644)        | (14.8)% | \$ 18,232                         | \$ (1,072)         | (5.6)%     |

- (1) Assumes an instantaneous and parallel shift in interest rates at all maturities.
- (2) NPV, also referred to as economic value of equity, is the discounted present value of expected cash flows from assets, liabilities and off-balance sheet contracts.
- (3) Assumes a gradual change in interest rates over a one year period at all maturities.

Certain shortcomings are inherent in the methodologies used in the above interest rate risk measurements. Modeling changes in net interest income requires the making of certain assumptions regarding prepayment and deposit decay rates, which may or may not reflect the manner in which actual yields and costs respond to changes in market interest rates. While management believes such assumptions are reasonable, there can be no assurance that assumed prepayment rates and decay rates will approximate actual future loan prepayment and deposit withdrawal activity. Moreover, the net interest income table presented assumes that the composition of interest sensitive assets and liabilities existing at the beginning of a period remains constant over the period being measured and also assumes that a particular change in interest rates is reflected uniformly across the yield curve regardless of the duration to maturity or repricing of specific assets and liabilities. Accordingly, although the net interest income table provides an indication of our interest rate risk exposure at a particular point in time, such measurement is not intended to and does not provide a precise forecast of the effect of changes in market interest rates on net interest income and will differ from actual results. Furthermore, the simulation does not reflect actions that ALCO might take in response to anticipated changes in interest rates or competitive conditions in the market place.

#### Impact of Inflation and Changing Prices

Unlike most industrial companies, virtually all of the assets and liabilities of a financial institution are monetary in nature. As a result, the level of interest rates has a more significant impact on a financial institution's performance than general levels of inflation. Interest rates do not necessarily move in the same direction or change with the same magnitude as the price of goods and services, which are affected by inflation. Accordingly, the liquidity, interest rate sensitivity and maturity characteristics of our assets and liabilities are more indicative of our ability to maintain acceptable performance levels. Management monitors and seeks to mitigate the impact of interest rate changes by attempting to match the maturities of assets and liabilities, thus seeking to minimize the potential effect of inflation.

#### ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not Applicable.

#### ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Our consolidated financial statements and related notes thereto may be found beginning on page F-1 of this report.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Management, including our President and Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of the end of the period covered by this report. Based upon that evaluation, our President and Chief Executive Officer and Chief Financial Officer concluded that the disclosure controls and procedures were effective to ensure that information required to be disclosed in the reports we file and submit under the Exchange Act (i) is recorded, processed, summarized and reported as and when required and (ii) accumulated and communicated to our management including our President and Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely discussion regarding required disclosure.

We regularly assess the adequacy of our internal control over financial reporting and enhance our controls in response to internal control assessments and internal and external audit and regulatory requirements. There have been no changes in our internal control over financial reporting identified in connection with the evaluation that

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occurred during our last fiscal quarter that has materially affected, or that is reasonably likely to materially affect, our internal control over financial reporting.

#### Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rules 13A-15 (f) and 15d-15 (f) of the Exchange Act. Our internal control system was designed to provide reasonable assurance to our management and Board of Directors as to the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements, errors or fraud. Also, projections of any evaluations of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management, including our President and Chief Executive Officer and Chief Financial Officer, assessed the effectiveness of our internal controls over financial reporting as of December 31, 2015. In making this assessment, management used criteria set forth in 1992 by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control-Integrated Framework. Based on this assessment, management concluded that as of December 31, 2015, our internal control over financial reporting is operating as designed and is effective based on the COSO criteria. Currently, our independent public accounting firm is not required to audit our internal control over financial reporting and therefore do not offer an opinion on its effectiveness.

#### ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information included in our Definitive Proxy Statement for the 2016 Annual Meeting of Shareholders (the “Proxy Statement”) under the following captions is incorporated herein by reference: “Proposal 1- Election of Directors,” “Information About Our Board of Directors,” “Information About Our Executive Officers Who Are Not Directors,” “Section 16(a) Beneficial Ownership Reporting Compliance,” “Corporate Governance – Code of Ethics and Corporate Governance Guidelines,” “Corporate Governance – Committees of the Board of Directors – Nominating and Corporate Governance Committee” and “Corporate Governance - Committees of the Board of Directors – Audit Committee.”

ITEM 11. EXECUTIVE COMPENSATION

The information included in the Proxy Statement under the following captions is incorporated herein by reference: “Executive Compensation” and “Director Compensation.”

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information included in the Proxy Statement under the following captions is incorporated herein by reference: “Securities Authorized For Issuance Under Equity Compensation Plans” and “Security Ownership of Certain Beneficial Owners and Management.”

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information included in the Proxy Statement under the following captions is incorporated herein by reference: “Transactions with Related Persons” and “Corporate Governance – Board of Directors Independence.”

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information included in the Proxy Statement under the following caption is incorporated herein by reference: “Proposal 2 – Ratification of Appointment of Independent Registered Public Accounting Firm - Independent Registered Public Accounting Firm Fees and Services.”

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a)(1) Financial Statements

Reference is made to the consolidated financial statements and the notes thereto included in Item 8 of Part II hereof.

(a)(2) Financial Statement Schedules

Consolidated financial statement schedules have been omitted because the required information is not present, or not present in amounts sufficient to require submission of the schedules, or because the required information is provided in the consolidated financial statements or notes thereto.

(a)(3) Exhibits

The exhibits required to be filed as part of this Annual Report on Form 10-K are listed in the Exhibit Index attached hereto and are incorporated herein by reference.

SIGNATURES

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

SUSSEX BANCORP

/s/ Anthony Labozzetta  
Anthony Labozzetta  
President and Chief Executive Officer  
Dated: March 16, 2016

POWER OF ATTORNEY

Each person whose individual signature appears below hereby authorizes and appoints Anthony Labozzetta and Steven M. Fusco, and each of them, with full power of substitution and resubstitution and full power to act without the other, as his or her true and lawful attorney-in-fact and agent to act in his or her name, place and stead and to execute in the name and on behalf of each person, individually and in each capacity stated below, and to file any and all amendments to this Annual Report on Form 10-K, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing, ratifying and confirming all that said attorneys-in-fact and agents or any of them or their or his substitute or substitutes may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities indicated on March 16, 2016.

| Name   | Title   |
|--|---|
|  | President and Chief<br>Executive Officer                          |
| /s/ Anthony Labozzetta<br>Anthony Labozzetta | (Principal Executive<br>Officer)                                  |
| /s/ Steven M. Fusco                          | Chief Financial Officer<br>and Senior Executive<br>Vice President |

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(Principal Financial and  
Accounting Officer)

Steven M. Fusco

/s/ Patrick Brady  
Patrick Brady

Director

/s/ Richard Branca  
Richard Branca

Director

/s/ Katherine H. Caristia  
Katherine H. Caristia

Director

/s/ Mark J. Hontz  
Mark J. Hontz

Director

/s/ Edward J. Leppert  
Edward J. Leppert

Director

/s/ Timothy Marvil  
Timothy Marvil

Director

/s/ Robert McNerney     Director  
Robert McNerney

/s/ Charles Musilli     Director  
Charles Musilli

/s/ John E. Ursin     Director  
John E. Ursin

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Report of Independent Registered Public Accounting Firm

Board of Directors and Stockholders  
Sussex Bancorp

We have audited the accompanying consolidated balance sheets of Sussex Bancorp (the “Company”) as of December 31, 2015 and 2014, and the related consolidated statements of income and comprehensive income, stockholders’ equity and cash flows for the years then ended. These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Sussex Bancorp at December 31, 2015 and 2014, and the results of its operations and cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

/s/ BDO USA, LLP

Woodbridge, New Jersey  
March 16, 2016





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SUSSEX BANCORP  
CONSOLIDATED BALANCE SHEETS

| (Dollars in Thousands)  | December<br>31, 2015 | December<br>31, 2014 |
|---|----------------------|----------------------|
| <b>ASSETS</b>   |                      |                      |
| Cash and due from banks   | \$ 2,914             | \$ 2,953             |
| Interest-bearing deposits with other banks  | 3,206                | 2,906                |
| Cash and cash equivalents   | 6,120                | 5,859                |
| Interest bearing time deposits with other banks   | 100                  | 100                  |
| Securities available for sale, at fair value  | 93,776               | 77,976               |
| Securities held to maturity, at amortized cost (fair value of \$7,008 and \$6,190 at December 31, 2015 and December 31, 2014, respectively) | 6,834                | 6,006                |
| Federal Home Loan Bank Stock, at cost   | 5,165                | 3,908                |
| Loans receivable, net of unearned income  | 543,423              | 471,973              |
| Less: allowance for loan losses   | 5,590                | 5,641                |
| Net loans receivable  | 537,833              | 466,332              |
| Foreclosed real estate  | 3,354                | 4,449                |
| Premises and equipment, net   | 8,879                | 8,650                |
| Accrued interest receivable   | 1,764                | 1,796                |
| Goodwill  | 2,820                | 2,820                |
| Bank-owned life insurance   | 12,524               | 12,211               |
| Other assets  | 5,334                | 5,808                |
| <b>Total Assets</b>   | <b>\$ 684,503</b>    | <b>\$ 595,915</b>    |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>   |                      |                      |
| <b>Liabilities:</b>   |                      |                      |
| <b>Deposits:</b>  |                      |                      |
| Non-interest bearing  | \$ 87,209            | \$ 70,490            |
| Interest bearing  | 430,647              | 387,780              |
| <b>Total deposits</b>   | <b>517,856</b>       | <b>458,270</b>       |
| Short-term borrowings   | 34,650               | 23,500               |
| Long-term borrowings  | 61,000               | 46,000               |
| Accrued interest payable and other liabilities  | 4,169                | 4,029                |
| Junior subordinated debentures  | 12,887               | 12,887               |
| <b>Total Liabilities</b>  | <b>630,562</b>       | <b>544,686</b>       |

|   |                |                |
|---|----------------|----------------|
| Stockholders' Equity:   |                |                |
| Preferred stock, no par value, 1,000,000 shares authorized; none issued   | -              | -              |
| Common stock, no par value, 10,000,000 shares authorized; 4,705,480 and 4,673,789 shares issued and 4,646,238 and 4,662,606 shares outstanding at December 31, 2015 and December 31, 2014, respectively | 35,927         | 35,553         |
| Treasury stock, at cost; 59,242 and 11,183 shares at December 31, 2015 and December 31, 2014, respectively  | (592)          | (59)           |
| Retained earnings   | 18,520         | 15,566         |
| Accumulated other comprehensive income  | 86             | 169            |
| <br>Total Stockholders' Equity  | <br>53,941     | <br>51,229     |
| <br>Total Liabilities and Stockholders' Equity  | <br>\$ 684,503 | <br>\$ 595,915 |
| See Notes to Consolidated Financial Statements  |                |                |

SUSSEX BANCORP  
CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME

|   | Year Ended   |           |
|---|--------------|-----------|
|   | December 31, |           |
| (Dollars in thousands except per share data)            | 2015         | 2014      |
| INTEREST INCOME   |              |           |
| Loans receivable, including fees                        | \$ 21,497    | \$ 19,512 |
| Securities:   |              |           |
| Taxable   | 1,239        | 854       |
| Tax-exempt  | 899          | 923       |
| Interest bearing deposits                               | 9            | 11        |
| Total Interest Income                                   | 23,644       | 21,300    |
| INTEREST EXPENSE  |              |           |
| Deposits  | 1,772        | 1,648     |
| Borrowings  | 1,576        | 1,434     |
| Junior subordinated debentures                          | 220          | 212       |
| Total Interest Expense                                  | 3,568        | 3,294     |
| Net Interest Income                                     | 20,076       | 18,006    |
| PROVISION FOR LOAN LOSSES                               | 636          | 1,537     |
| Net Interest Income after Provision for Loan Losses     | 19,440       | 16,469    |
| OTHER INCOME  |              |           |
| Service fees on deposit accounts                        | 906          | 1,047     |
| ATM and debit card fees                                 | 776          | 726       |
| Bank-owned life insurance                               | 313          | 322       |
| Insurance commissions and fees                          | 3,686        | 3,139     |
| Investment brokerage fees                               | 130          | 108       |
| Net gain on sales of securities                         | 271          | 289       |
| Net loss on sale and disposal of premises and equipment | (130)        | (5)       |
| Other   | 501          | 335       |

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|  |          |          |
|--|----------|----------|
| Total Other Income   | 6,453    | 5,961    |
| <b>OTHER EXPENSES</b>  |          |          |
| Salaries and employee benefits   | 11,506   | 10,079   |
| Occupancy, net   | 1,751    | 1,624    |
| Data processing  | 1,653    | 1,714    |
| Furniture and equipment  | 865      | 729      |
| Advertising and promotion  | 326      | 281      |
| Professional fees  | 654      | 737      |
| Director fees  | 544      | 475      |
| FDIC assessment  | 446      | 607      |
| Insurance  | 271      | 288      |
| Stationary and supplies  | 197      | 221      |
| Loan collection costs  | 207      | 380      |
| Net expenses and write-downs related to foreclosed real estate                             | 535      | 432      |
| Other  | 1,598    | 1,262    |
| Total Other Expenses   | 20,553   | 18,829   |
| Income before Income Taxes   | 5,340    | 3,601    |
| <b>EXPENSE FOR INCOME TAXES</b>  | 1,640    | 1,001    |
| Net Income   | 3,700    | 2,600    |
| <b>OTHER COMPREHENSIVE INCOME (LOSS):</b>  |          |          |
| Unrealized gains on available for sale securities arising during the period                | 134      | 4,155    |
| Reclassification adjustment for net gain on securities transactions included in net income | (271)    | (289)    |
| Income tax related to items of other comprehensive income                                  | 54       | (1,546)  |
| Other comprehensive income (loss), net of income taxes                                     | (83)     | 2,320    |
| Comprehensive income   | \$ 3,617 | \$ 4,920 |
| <b>EARNINGS PER SHARE</b>  |          |          |
| Basic  | \$ 0.81  | \$ 0.57  |
| Diluted  | \$ 0.81  | \$ 0.57  |
| See Notes to Consolidated Financial Statements   |          |          |

SUSSEX BANCORP  
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY  
Years Ended December 31, 2015 and 2014

| (Dollars in Thousands)  | Number of<br>Shares<br>Outstanding | Common<br>Stock | Retained<br>Earnings | Accumulated<br>Other<br>Comprehensive<br>Income (Loss) | Treasury<br>Stock | Total<br>Stockholders'<br>Equity |
|---|------------------------------------|-----------------|----------------------|--|-------------------|----------------------------------|
| Balance December 31,<br>2013  | 4,629,113                          | \$ 35,249       | \$ 13,386            | \$ (2,151)   | \$ (59)           | \$ 46,425                        |
| Net income  | -                                  | -               | 2,600                | -  | -                 | 2,600                            |
| Other comprehensive<br>income   | -                                  | -               | -                    | 2,320  | -                 | 2,320                            |
| Restricted stock<br>granted   | 36,043                             | -               | -                    | -  | -                 | -                                |
| Restricted stock<br>forfeited   | (2,550)                            | -               | -                    | -  | -                 | -                                |
| Compensation expense<br>related to stock option<br>and restricted stock<br>grants | -                                  | 304             | -                    | -  | -                 | 304                              |
| Dividends declared on<br>common stock (\$0.09<br>per share)                       | -                                  | -               | (420)                | -  | -                 | (420)                            |
| Balance December 31,<br>2014  | 4,662,606                          | \$ 35,553       | \$ 15,566            | \$ 169   | \$ (59)           | \$ 51,229                        |
| Balance December 31,<br>2014  | 4,662,606                          | \$ 35,553       | \$ 15,566            | \$ 169   | \$ (59)           | \$ 51,229                        |
| Net income  | -                                  | -               | 3,700                | -  | -                 | 3,700                            |
| Other comprehensive<br>loss   | -                                  | -               | -                    | (83)   | -                 | (83)                             |
| Treasury shares<br>purchased  | (48,059)                           | -               | -                    | -  | (533)             | (533)                            |
| Restricted stock<br>granted   | 32,692                             | -               | -                    | -  | -                 | -                                |
| Restricted stock<br>forfeited   | (1,001)                            | -               | -                    | -  | -                 | -                                |
| Compensation expense<br>related to stock option                                   | -                                  | 374             | -                    | -  | -                 | 374                              |

and restricted stock  
grants

Dividends declared on  
common stock (\$0.16  
per share)

|                              |           |           |           |       |          |           |
|------------------------------|-----------|-----------|-----------|-------|----------|-----------|
|                              | -         | -         | (746)     | -     | -        | (746)     |
| Balance December 31,<br>2015 | 4,646,238 | \$ 35,927 | \$ 18,520 | \$ 86 | \$ (592) | \$ 53,941 |

See Notes to Consolidated Financial Statements

## SUSSEX BANCORP

## CONSOLIDATED STATEMENTS OF CASH FLOWS

| (Dollars in thousands)  | Year Ended December 31, |          |
|---|-------------------------|----------|
|   | 2015                    | 2014     |
| Cash Flows from Operating Activities  |                         |          |
| Net income  | \$ 3,700                | \$ 2,600 |
| Adjustments to reconcile net income to net cash provided by operating activities: |                         |          |
| Provision for loan losses   | 636                     | 1,537    |
| Depreciation and amortization   | 998                     | 797      |
| Net amortization of securities premiums and discounts                             | 1,787                   | 1,711    |
| Net realized gain on sale of securities   | (271)                   | (289)    |
| Net realized loss on sale and disposal of premises and equipment                  | 130                     | 5        |
| Net realized gain on sale of foreclosed real estate                               | (38)                    | (10)     |
| Write-downs of and provisions for foreclosed real estate                          | 314                     | 222      |
| Deferred income tax expense (benefit)   | 187                     | (925)    |
| Earnings on bank-owned life insurance   | (313)                   | (322)    |
| Compensation expense for stock options and stock awards                           | 374                     | 304      |
| Decrease (increase) in assets:  |                         |          |
| Accrued interest receivable   | 32                      | (154)    |
| Other assets  | 341                     | 1,531    |
| Increase in accrued interest payable and other liabilities                        | 140                     | 727      |
| Net Cash Provided by Operating Activities   | 8,017                   | 7,734    |



|  |          |    |          |
|--|----------|----|----------|
| Cash Flows from                                      |          |    |          |
| Investing Activities                                 |          |    |          |
| Securities available for sale:                       |          |    |          |
| Purchases  | (46,704) |    | (24,437) |
| Sales  | 20,718   |    | 27,905   |
| Maturities, calls and principal repayments           | 8,559    |    | 11,721   |
| Securities held to maturity:                         |          |    |          |
| Purchases  | (2,953)  |    | (2,099)  |
| Maturities, calls and principal repayments           | 2,099    |    | 2,122    |
| Net increase in loans                                | (73,585) |    | (83,498) |
| Proceeds from the sale of foreclosed real estate     | 2,267    |    | 875      |
| Purchases of bank premises and equipment             | (1,392)  |    | (2,586)  |
| Proceeds from the sale of premises and equipment     | 35       |    | 26       |
| Increase in Federal Home Loan Bank stock             | (1,257)  |    | (1,203)  |
| Net Cash Used in Investing Activities                | (92,213) |    | (71,174) |
| Cash Flows from Financing Activities                 |          |    |          |
| Net increase in deposits                             | 59,586   |    | 27,973   |
| Increase in short-term borrowed funds                | 11,150   |    | 23,500   |
| Proceeds from long-term borrowings                   | 20,000   |    | 10,000   |
| Repayment of long-term borrowings                    | (5,000)  |    | (5,000)  |
| Purchase of treasury stock                           | (533)    |    | -        |
| Dividends paid                                       | (746)    |    | (420)    |
| Net Cash Provided by Financing Activities            | 84,457   |    | 56,053   |
| Net Increase (decrease) in Cash and Cash Equivalents | 261      |    | (7,387)  |
| Cash and Cash Equivalents - Beginning                | 5,859    |    | 13,246   |
| Cash and Cash Equivalents - Ending                   | \$ 6,120 | \$ | 5,859    |
| Supplementary Cash Flows Information                 |          |    |          |
| Interest paid  | \$ 3,530 | \$ | 3,286    |
| Income taxes paid                                    | \$ 1,074 | \$ | 1,064    |

Supplementary Schedule  
of Noncash Investing  
and Financing Activities

Foreclosed real estate  
acquired in settlement of  
loans

\$ 1,448

\$ 2,610

See Notes to Consolidated Financial Statements

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation

The consolidated financial statements include the accounts of Sussex Bancorp (the “Company”) and its wholly owned subsidiary, Sussex Bank (the “Bank”). The Bank’s wholly owned subsidiaries are SCB Investment Company, Inc., SCBNY Company, Inc., ClassicLake Enterprises, LLC, Wheatsworth Properties Corp., PPD Holding Company, LLC and Tri-State Insurance Agency, Inc. (“Tri-State”). All intercompany transactions and balances have been eliminated in consolidation.

Organization and Nature of Operations

The Company’s business is conducted principally through the Bank. The Bank is a New Jersey state chartered bank and provides full banking services. The Bank generates commercial, mortgage and consumer loans and receives deposits from customers at its eight branches located in Sussex County, New Jersey, one branch in Warren County, New Jersey, one in Queens County, New York and one branch in Orange County, New York. As a state bank, the Bank is subject to regulation by the New Jersey Department of Banking and Insurance and the Federal Deposit Insurance Corporation. The Company is subject to regulation by the Federal Reserve Board. SCB Investment Company, Inc. and SCBNY Company, Inc. hold portions of the Bank’s investment portfolio. Tri-State provides insurance agency services mostly through the sale of property and casualty insurance policies. ClassicLake Enterprises, LLC, PPD Holding Company, LLC and Wheatsworth Properties Corp. hold certain foreclosed properties. The Company opened a corporate office in Rockaway, New Jersey during the first quarter of 2014, a regional office and corporate center in Wantage, New Jersey during the third quarter of 2014, and opened a branch in Astoria, Queens, New York during the first quarter of 2015.

Estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America (“U.S. GAAP”) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the other-than-temporary impairment, allowance for loan losses, valuation of foreclosed real estate, valuation of goodwill, the valuation of deferred tax assets and the fair value of financial instruments.

### Significant Group Concentrations of Credit Risk

Most of the Company's activities are with customers located within Sussex County, New Jersey and adjacent counties in the states of New Jersey, New York and Pennsylvania. Notes 3 and 4 discuss the types of securities that the Company invests in. The types of lending that the Company engages are included in Note 5. Although the Company has a diversified loan portfolio, its debtors' ability to honor their contracts is influenced by the region's economy. The Company does not have any significant concentrations in any one industry or customer.

### Cash and Cash Equivalents

For purposes of the consolidated statements of cash flows, cash and cash equivalents include highly liquid instruments with original maturities of less than 90 days, primarily, balances due from banks, interest bearing deposits with banks and federal funds sold. Generally, federal funds are purchased and sold for one-day periods.

### Securities

Securities are designated at the time of acquisition as available for sale or held to maturity. Securities that the Company will hold for indefinite periods of time and that might be sold in the future as part of efforts to manage interest rate risk or in response to changes in interest rates, changes in prepayment risk, changes in market conditions or changes in economic factors are classified as available for sale. Securities available for sale are carried at fair value, with unrealized gains and losses excluded from earnings and reported in other comprehensive (loss) income, net of related deferred tax effect. Securities that the Company has the positive intent and ability to hold to maturity are designated as held to maturity regardless of changes in market conditions, liquidity needs or changes in general economic conditions and carried at amortized cost.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Purchase premiums and discounts are recognized in interest income using the level yield method over the contractual terms of the securities. Gains and losses realized on sales of securities are determined on the specific identification method and are reported in non-interest income.

The Company periodically evaluates the security portfolio to determine if a decline in the fair value of any security below its cost basis is other-than-temporary. The Company's evaluation of other-than-temporary impairment considers the duration and severity of the impairment, the company's intent and ability to hold the securities and our assessments of the reason for the decline in value and the likelihood of a near-term recovery. If a determination is made that a debt security is other-than-temporarily impaired, the Company will estimate the amount of the unrealized loss that is attributable to credit and all other non-credit related factors. The credit related component will be recognized as an other-than-temporary impairment charge in non-interest income. The non-credit related component will be recorded as an adjustment to accumulated other comprehensive income ("AOCI"), net of tax.

Federal Home Loan Bank Stock

Federal law requires a member institution of the Federal Home Loan Bank ("FHLB") system to hold stock of its district FHLB according to a predetermined formula. Based on redemption provisions of the FHLB, the stock has no quoted market value and is carried at cost. The FHLB stock was carried at \$5.2 million and \$3.9 million for the years ended December 31, 2015 and 2014, respectively.

Loans Receivable

Loans receivable that management has the intent and ability to hold for the foreseeable future or until maturity or payoff are stated at their outstanding unpaid principal balances, net of an allowance for loan losses and any deferred fees or costs. Interest income is accrued on the unpaid principal balance. Loan origination fees, net of certain direct origination costs, are deferred and recognized as an adjustment of the yield (interest income) of the related loans. The Bank is generally amortizing these amounts over the contractual life of the loan.

The loans receivable portfolio is segmented into commercial and residential and consumer loans. Commercial loans consist of the following classes: commercial and industrial, commercial real estate, and construction loans. Residential and consumer loans consist of the following classes: residential real estate and consumer and other loans.

For all classes of loans, the accrual of interest is discontinued when the contractual payment of principal or interest has become 90 days past due or management has serious doubts about further collectability of principal or interest,

even though the loan is currently performing. A loan may remain on accrual status if it is in the process of collection and is either guaranteed or well secured. When a loan is placed on nonaccrual status, unpaid interest credited to income in the current year is reversed and unpaid interest accrued in prior years is charged against the allowance for loan losses. Interest received on nonaccrual loans including impaired loans generally are either applied against principal or reported as interest income, according to management's judgment as to the collectability of principal. Generally, loans are restored to accrual status when the obligation is brought current, has performed in accordance with the contractual terms for a reasonable period of time (generally six months) and the ultimate collectability of the total contractual principal and interest is no longer in doubt. The past due status of all classes of loans receivable is determined based on contractual due dates for loan payments.

#### Allowance for Loan Losses

The allowance for loan losses represents the amount, which, in management's judgment, will be adequate to absorb credit losses inherent in the loan portfolio as of the balance sheet date. The adequacy of the allowance is determined by management's evaluation of the loan portfolio based on such factors as the differing economic risks associated with each loan category, the current financial condition of specific borrowers, the economic environment in which borrowers operate, the level of delinquent loans, the value of any collateral and, where applicable, the existence of any guarantees or indemnifications.

The allowance for loan losses is established through provisions for loan losses charged against income. Loans deemed to be uncollectible are charged against the allowance for loan losses, and subsequent recoveries, if any, are credited to the allowance for loan losses. The allowance for loan losses consists of specific, general and unallocated components. The specific component relates to loans that are classified as impaired. For such loans, an allowance is established when the discounted cash flows, collateral value or observable market price is lower than the carrying

SUSSEX BANCORP

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

value for that loan. The general component covers all other loans and is based on historical loss factors adjusted for general economic factors and other qualitative risk factors such as changes in delinquency trends, industry concentrations and local/national economic trends. The allowance contains reserves identified as unallocated. These reserves reflect management's attempt to ensure that the overall allowance reflects a margin for imprecision and the uncertainty that is inherent in estimates of probable credit losses.

A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired.

Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record and the amount of the shortfall in relation to the principal and interest owed. Impairment is measured on a loan by loan basis for commercial and industrial, commercial real estate and construction loans by either the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's observable market price or the fair value of the collateral if the loan is collateral dependent.

#### Troubled Debt Restructurings ("TDR")

A modification to the terms of a loan is generally considered a TDR if the Company grants a concession to the borrower that it would not otherwise consider for economic or legal reasons related to the debtor's financial difficulties. A TDR may include, but is not necessarily limited to, the modification of loan terms such as a temporary or permanent reduction of the loan's stated interest rate, extension of the maturity date and/or reduction or deferral of amounts owed under the terms of the loan agreement.

All restructured loans that qualify as TDRs are placed on nonaccrual status for a period of no less than six months after restructuring, irrespective of the borrower's adherence to a TDR's modified repayment terms during which time TDRs continue to be adversely classified and reported as impaired. TDRs may be returned to accrual status if (1) the borrower has performed in accordance with the terms of the restructured loan agreement for no less than six consecutive months after restructuring, and (2) the Company expects to receive all principal and interest owed in accordance with the terms of the restructured loan agreement. If these conditions are met the loan may also be returned to a non-adverse classification while retaining its impaired status.

#### Transfers of Financial Assets

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

#### Foreclosed Real Estate

Foreclosed real estate is primarily comprised of property acquired through a foreclosure proceeding or acceptance of a deed-in-lieu of foreclosure. Foreclosed real estate is initially recorded at fair value, less cost to sell at the date of foreclosure, establishing a new cost basis. Subsequent to foreclosure, valuations are periodically performed by management and the assets are carried at the lower of carrying amount or fair value less costs to sell. Revenues and expenses from operations and changes in the valuation allowance are included in expenses related to foreclosed real estate.

We may obtain physical possession of residential real estate collateralizing a consumer mortgage loan via foreclosure on an in-substance repossession. As of December 31, 2015, we hold \$130 thousand in foreclosed residential real estate properties as a result of obtaining physical possession. In addition, as of December 31, 2015, we had consumer loans with a carrying value of \$945 thousand collateralized by residential real estate property for which formal foreclosure proceedings were in process.



## SUSSEX BANCORP

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## Premises and Equipment

Land is carried at cost. Premises and equipment are stated at cost less accumulated depreciation. Depreciation is computed on the straight-line method over the following estimated useful lives of the related assets:

|                                     | Years   |
|-------------------------------------|---------|
| Buildings and building improvements | 20 – 40 |
| Leasehold improvements              | 5 – 10  |
| Furniture, fixtures and equipment   | 5 – 10  |
| Computer equipment and software     | 3 – 5   |

## Bank-owned Life Insurance (“BOLI”)

BOLI is carried at the amount that could be realized under the Company’s life insurance contracts as of the date of the consolidated balance sheets and is classified as a non-interest earning asset. BOLI involves purchasing life insurance by the Company on a chosen group of employees in order to fund certain employee and director benefits. The Company is the owner and beneficiary of the policies. Increases in the carrying value are recorded as non-interest income in the consolidated statements of income and insurance proceeds received are generally recorded as a reduction of the carrying value. The carrying value consists of cash surrender value of \$12.5 million at December 31, 2015 and \$12.2 million at December 31, 2014.

## Goodwill

Goodwill represents the excess of the purchase price over the fair market value of net assets acquired. At December 31, 2015 and 2014, the Company has recorded goodwill totaling \$2.8 million, primarily as a result of the acquisition of an insurance agency in 2001. In accordance with current accounting standards, goodwill is not amortized, but evaluated at least annually for impairment. Any impairment of goodwill results in a charge to income. The Company periodically assesses whether events and changes in circumstances indicate that the carrying amounts of goodwill and intangible assets may be impaired. The estimated fair value of the reporting segment exceeded its book value; therefore, no write-down of goodwill was required. The goodwill related to the insurance agency is not deductible for tax purposes.

## Advertising Costs

The Company follows the policy of charging the costs of advertising to expense as incurred.

## Income Taxes

The Company accounts for income taxes under the asset/liability method in accordance with Financial Accounting Standards Board (“FASB”) Accounting Standards Codification 740, Income Taxes. The income tax guidance results in two components of income tax expense: current and deferred. Current income tax expense reflects taxes to be paid or refunded for the current period by applying the provisions of the enacted tax law to the taxable income or excess of deductions over revenues. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, as well as operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period in which they occur. A valuation allowance is established against deferred tax assets when, in the judgment of management, it is more likely than not that such deferred tax assets will not become available. Because the judgment about the level of future taxable income is dependent to a great extent on matters that may, at least in part, be beyond the Company’s control, it is at least reasonably possible that management’s judgment about the need for a valuation allowance for deferred taxes could change in the near term.

In connection with the accounting guidance related to accounting for uncertainty in income taxes, which sets out a consistent framework to determine the appropriate level of tax reserves to maintain for uncertain tax positions, the Company has evaluated its tax positions as of December 31, 2015. A tax position is recognized as a benefit only if it is “more likely than not” that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of the tax benefit that has more than a 50 percent likelihood of being realized on examination. For tax positions not meeting the “more likely than not” test, no tax benefit is recorded. Under the “more likely than not” threshold guidelines, the Company believes no

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

significant uncertain tax positions exist, either individually or in the aggregate, that would give rise to the non-recognition of an existing tax benefit. As of December 31, 2015 the Company had no material unrecognized tax benefits or accrued interest or penalties. The Company's policy is to account for interest as a component of interest expense and penalties as a component of other expense. The Company and its subsidiaries file a consolidated federal income tax return as well as income tax returns in the States of New Jersey, New York and Pennsylvania. The Company's federal and state income tax returns subsequent to 2012 remain subject to examination by respective tax authorities.

Off-Balance Sheet Financial Instruments

In the ordinary course of business, the Bank has entered into off-balance sheet financial instruments consisting of commitments to extend credit and letters of credit. Such financial instruments are recorded in the balance sheet when they are funded.

Stock Compensation Plans

The Company currently has several stock plans in place for employees and directors of the Company. U.S. GAAP requires that the compensation cost relating to share-based payment transactions be recognized in financial statements. The share-based compensation accounting guidance requires that compensation cost for all stock awards be calculated and recognized over a defined vesting period. For awards with graded-vesting, compensation cost is recognized on a straight-line basis over the requisite vesting period for the entire award. A Black-Scholes model is used to estimate the fair value of stock options, while the market price of the Company's common stock at the date of grant is used for restricted stock awards.

Earnings per Share

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

Treasury Stock

Repurchases of shares of Company common stock are recorded at cost as a reduction of stockholders' equity. Reissuances of shares of treasury stock are recorded at average cost.

### Segment Reporting

The Company acts as an independent community financial services provider and offers traditional banking and related financial services to individual, business and government customers. Through its branch and automated teller machine networks, the Bank offers a full array of commercial and retail financial services, including taking of time, savings and demand deposits; the making of commercial, consumer and mortgage loans; and the providing of other financial services. Management does not separately allocate expenses, including the cost of funding loan demand, between the commercial, retail, trust and mortgage banking operations of the Bank. As such, discrete financial information is not available and segment reporting would not be meaningful. The Company's insurance agency is managed separately from the traditional banking and related financial services that the Company offers. The insurance operations provides primarily property and casualty coverage. See Note 2 for segment reporting of insurance operations.

### Insurance Agency Operations

Tri-State is a retail insurance broker operating in the State of New Jersey. The insurance agency's primary source of revenue is commission income, which is earned by placing insurance coverage for its customers with various insurance underwriters. The insurance agency places basic property and casualty, life and health coverage with about fifteen different insurance carriers. There are two main billing processes, direct billing (currently accounts for approximately 90% of revenues) and agency billing.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Under the direct billing arrangement, the insurance carrier bills and collects from the customer directly and remits the brokers' commission to Tri-State on a monthly basis. For direct bill policies, Tri-State records commissions as revenue when the customer is billed. On a monthly basis, Tri-State receives notification from each insurance carrier of total premiums written and collected during the month, and the broker's net commission due for their share of business produced by them.

Under the agency billing arrangement, the broker bills and collects from the customer directly, retains their commission, and remits the net premium amount to the insurance carrier. Virtually all agency-billed policies are billed and collected on an installment basis (the number of payments varies by policy). Tri-State records revenues for the first installment as of the policy effective date. Revenues from subsequent installments are recorded at the installment due date. Tri-State records its commission as a percentage of each installment due.

#### Subsequent Events

The Company has evaluated events and transactions occurring subsequent to the balance sheet date of December 31, 2015 for items that should potentially be recognized or disclosed in these financial statements. The evaluation was conducted through the date these financial statements were issued.

#### New Accounting Standards

In January 2014, FASB issued Accounting Standards Update ("ASU") 2014-04, Receivables - Troubled Debt Restructurings by Creditors. This ASU clarifies that an in substance repossession or foreclosure occurs, and a creditor is considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan, upon either (1) the creditor obtaining legal title to the residential real estate property upon completion of a foreclosure or (2) the borrower conveying all interest in the residential real estate property to the creditor to satisfy that loan through completion of a deed in lieu of foreclosure or through a similar legal agreement. Additionally, the amendments require interim and annual disclosure of both (1) the amount of foreclosed residential real estate property held by the creditor and (2) the recorded investment in consumer mortgage loans collateralized by residential real estate property that are in the process of foreclosure according to local requirements of the applicable jurisdiction. For public entities, the guidance is effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2014. The adoption of this guidance did not have a material impact on our consolidated financial statements.

In May 2014, FASB issued ASU 2014-09, Revenue from Contracts with Customers. The ASU's core principle is built on the contract between a vendor and a customer for the provision of goods and services. It attempts to depict the exchange of rights and obligations between the parties in the pattern of revenue recognition based on the consideration to which the vendor is entitled. To accomplish this objective, the standard requires five basic steps: i) identify the

contract with the customer, (ii) identify the performance obligations in the contract, (iii) determine the transaction price, (iv) allocate the transaction price to the performance obligations in the contract, and (v) recognize revenue when (or as) the entity satisfies a performance obligation. For public entities, the guidance is effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2017. Early adoption is permitted only as of annual reporting periods beginning after December 15, 2016, including interim periods within that year. We do not expect the adoption of this guidance to have a material impact on our consolidated financial statements.

In June 2014, FASB issued ASU 2014-12, Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period (a consensus of the FASB Emerging Issues Task Force), to clarify that a performance target in a share-based compensation award that could be achieved after an employee completes the requisite service period should be treated as a performance condition that affects the vesting of the award. As such, the performance target should not be reflected in estimating the grant-date fair value of the award. For all entities, the amendments are effective for annual periods and interim periods within those annual periods beginning after December 15, 2015. Earlier adoption is permitted. We do not expect the adoption of this guidance to have a material impact on our consolidated financial statements.

In April 2015, FASB issued ASU 2015-05, Intangibles-Goodwill and Other-Internal-Use Software (Subtopic 350-40): Customer's Accounting for Fees Paid in a Cloud Computing Arrangement, to clarify whether a hosting arrangement (e.g., cloud computing, software as a service, infrastructure as a service, etc.) contains a software license, and thus, whether it is to be accounted for by the customer similarly to other internal-use software.

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## SUSSEX BANCORP

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Specifically, the amendments revise the scope of Subtopic 350-40 to include internal-use software accessed through a hosting arrangement only if both of the following criteria are met: (1) the customer has the contractual right to take possession of the software at any time during the hosting period without significant penalty. There is no significant penalty if the customer has the ability to take delivery of the software without incurring significant cost and the ability to use the software separately without significant loss of utility or value and (2) it is feasible for the customer to either run the software on its own hardware or contract with another party unrelated to the vendor to host the software. If both of the above criteria are present in a hosting arrangement, then the arrangement contains a software license and the customer should account for that element in accordance with Subtopic 350-40 (i.e., generally capitalize and subsequently amortize the cost of the license). If both of the above criteria are not present, the customer should account for the arrangement as a service contract (i.e., expense fees as incurred). The amendments are effective for public business entities for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. An entity can elect to adopt the amendments either (1) prospectively to all arrangements entered into or materially modified after the effective date or (2) retrospectively. We do not expect the adoption of this guidance to have a material impact on our consolidated financial statements.

In January 2016, the FASB issued ASU 2016-1, “No. 2016-01, Financial Instruments – Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities.” ASU 2016-1, among other things; (i) requires equity investments, with certain exceptions, to be measured at fair value with changes in fair value recognized in net income, (ii) simplifies the impairment assessment of equity investments without readily determinable fair values by requiring a qualitative assessment to identify impairment; (iii) eliminates the requirement for public business entities to disclose the methods and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost on the balance sheet; (iv) requires public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes; (v) requires an entity to present separately in other comprehensive income the portion of the total change in the fair value of a liability resulting from a change in the instrument-specific credit risk when the entity has elected to measure the liability at fair value in accordance with the fair value option for financial instruments; (vi) requires separate presentation of financial assets and financial liabilities by measurement category and form of financial asset on the balance sheet or the accompanying notes to the financial statements; and (vii) clarifies that an entity should evaluate the need for a valuation allowance on a deferred tax asset related to available-for-sale. The Company is currently evaluating the impact of the pending adoption of the new standard on its consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842). Under the new guidance, lessees will be required to recognize the following for all leases (with the exception of short-term leases) at the commencement date: (i) a lease liability, which is a lessee’s obligation to make lease payments arising from a lease, measured on a discounted basis; and (ii) a right-of-use asset, which is an asset that represents the lessee’s right to use, or control the use of, a specified asset for the lease term. Under the new guidance, lessor accounting is largely unchanged. Public business entities should apply the amendments in ASU 2016-02 for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Early application is permitted for all public business entities upon issuance. Lessees (for capital and operating leases) and lessors (for sales-type, direct financing, and operating leases) must apply a modified retrospective transition approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. The Company is currently evaluating the impact

of the pending adoption of the new standard on its consolidated financial statements.

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## SUSSEX BANCORP

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 2 – SEGMENT REPORTING

Segment information for 2015 and 2014 is as follows:

| (Dollars in thousands)                    | Banking<br>and<br>Financial<br>Services | Insurance<br>Services | Total     |
|---|---|-----------------------|-----------|
| Year Ended December 31, 2015:             |   |                       |           |
| Net interest income from external sources | \$ 20,076                               | \$ -                  | \$ 20,076 |
| Other income from external sources        | 2,741                                   | 3,712                 | 6,453     |
| Depreciation and amortization             | 978                                     | 20                    | 998       |
| Income before income taxes                | 4,670                                   | 670                   | 5,340     |
| Income tax expense (1)                    | 1,372                                   | 268                   | 1,640     |
| Total assets                              | 679,598                                 | 4,905                 | 684,503   |
| Year Ended December 31, 2014:             |   |                       |           |
| Net interest income from external sources | \$ 18,004                               | \$ 2                  | \$ 18,006 |
| Other income from external sources        | 2,787                                   | 3,174                 | 5,961     |
| Depreciation and amortization             | 776                                     | 21                    | 797       |
| Income before income taxes                | 3,100                                   | 501                   | 3,601     |
| Income tax expense (1)                    | 801                                     | 200                   | 1,001     |
| Total assets                              | 591,192                                 | 4,723                 | 595,915   |

(1) Calculated at statutory tax rate of 40%.

## NOTE 3 – FAIR VALUE OF ASSETS AND LIABILITIES

Management uses its best judgment in estimating the fair value of the Company's financial instruments; however, there are inherent weaknesses in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates herein are not necessarily indicative of the amounts the Company could have realized in a sale transaction on the dates indicated. The fair value amounts have been measured as of their respective year-ends, and

have not been re-evaluated or updated for purposes of these financial statements subsequent to those respective dates. As such, the fair values of these financial instruments subsequent to the respective reporting dates may be different than the amounts reported at each year-end.

In accordance with U.S. GAAP, the Company uses a hierarchical disclosure framework associated with the level of pricing observability utilized in measuring assets and liabilities at fair value. The three broad levels defined by the hierarchy are as follows:

Level I - Quoted prices are available in active markets for identical assets or liabilities as of the reported date.

Level II - Pricing inputs are other than quoted prices in active markets, which are either directly or indirectly observable as of the reported date. The nature of these asset and liabilities include items for which quoted prices are available but traded less frequently, and items that are fair valued using other financial instruments, the parameters of which can be directly observed.

Level III - Assets and liabilities that have little to no pricing observability as of reported date. These items do not have two-way markets and are measured using management's best estimate of market participants' estimate of fair value, where the inputs into the determination of fair value require significant management judgment or estimation.

The following table summarizes the fair value of the Company's financial assets measured on a recurring basis by the above pricing observability levels as of December 31, 2015 and 2014:

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## SUSSEX BANCORP

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

| (Dollars in thousands)   | Fair Value Measurements | Quoted  | Significant                        | Significant |
|--|-------------------------|---|------------------------------------|-------------|
|  |                         | Prices in Active Markets for Identical Assets (Level I) | Other Observable Inputs (Level II) |             |
| December 31, 2015  |                         |   |                                    |             |
| U.S. government agencies   | \$ 12,788               | \$ -  | \$ 12,788                          | \$ -        |
| State and political subdivisions                                   | 38,149                  | -   | 38,149                             | -           |
| Mortgage-backed securities - U.S. government-sponsored enterprises | 42,839                  | -   | 42,839                             | -           |
| December 31, 2014  |                         |   |                                    |             |
| U.S. government agencies   | \$ 7,858                | \$ -  | \$ 7,858                           | \$ -        |
| State and political subdivisions                                   | 26,384                  | -   | 26,384                             | -           |
| Mortgage-backed securities - U.S. government-sponsored enterprises | 43,724                  | -   | 43,724                             | -           |
| Equity securities-financial services industry and other            | 10                      | 10  | -                                  | -           |

The Company's available for sale securities portfolio contains investments which are all rated within the Company's investment policy guidelines; and upon review of the entire portfolio, all securities are marketable and have observable pricing inputs.

For assets measured at fair value on a nonrecurring basis, the fair value measurements by level within the fair value hierarchy used at December 31, 2015 and 2014 are as follows:

| (Dollars in thousands) | Fair Value Measurements | Quoted  | Significant                        | Significant |
|------------------------|-------------------------|---|------------------------------------|-------------|
|                        |                         | Prices in Active Markets for Identical Assets (Level I) | Other Observable Inputs (Level II) |             |

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December 31, 2015

|                        |        |      |      |        |
|------------------------|--------|------|------|--------|
| Impaired loans         | \$ 801 | \$ - | \$ - | \$ 801 |
| Foreclosed real estate | 756    | -    | -    | 756    |

December 31, 2014

|                        |          |      |      |          |
|------------------------|----------|------|------|----------|
| Impaired loans         | \$ 1,087 | \$ - | \$ - | \$ 1,087 |
| Foreclosed real estate | 761      | -    | -    | 761      |

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## SUSSEX BANCORP

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The following table presents additional qualitative information about assets measured at fair value on a nonrecurring basis and for which Level III inputs were used to determine fair value:

|                        | Qualitative Information about Level III Fair Value Measurements |                         |                           |                             |
|------------------------|---|-------------------------|---------------------------|-----------------------------|
|                        | Fair Value Estimate   | Valuation Techniques    | Unobservable Input        | Range (Weighted Average)    |
| December 31, 2015      |   |                         |                           |                             |
| Impaired loans         | \$ 801  | Appraisal of collateral | Appraisal adjustments (1) | 0% to<br>-61.8%<br>(-5.8%)  |
| Foreclosed real estate | 756   | Appraisal of collateral | Selling expenses (1)      | -7.0%<br>(-7.0%)            |
| December 31, 2014      |   |                         |                           |                             |
| Impaired loans         | \$ 1,087  | Appraisal of collateral | Appraisal adjustments (1) | 0% to<br>-66.2%<br>(-10.6%) |
| Foreclosed real estate | 761   | Appraisal of collateral | Selling expenses (1)      | -7.0%<br>(-7.0%)            |

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

The following information should not be interpreted as an estimate of the fair value of the entire Company since a fair value calculation is only provided for a limited portion of the Company's assets and liabilities. Due to a wide range of valuation techniques and the degree of subjectivity used in making the estimates, comparisons between the Company's disclosures and those of other companies may not be meaningful. The following methods and assumptions were used to estimate the fair value of the Company's financial instruments presented below at December 31, 2015 and 2014:

Cash and Cash Equivalents (Carried at Cost): The carrying amounts reported in the balance sheet for cash and cash equivalents approximate those assets' fair value.

Deposits (Carried at Cost): Fair value for fixed-rate time certificates of deposit are estimated using a discounted cash flow calculation that applies interest rates currently being offered in the market on certificates to a schedule of aggregated expected monthly maturities on time deposits. The Company generally purchases amounts below the insured limit, limiting the amount of credit risk on these time deposits.

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

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SUSSEX BANCORP

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**Federal Home Loan Bank Stock (Carried at Cost):** The carrying amount of restricted investment in bank stock approximates fair value and considers the limited marketability of such securities.

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

**Impaired Loans (Carried at Lower of Cost or Fair Value):** Fair value of impaired loans is generally determined based upon independent third-party appraisals of the properties, or discounted cash flows based upon the expected proceeds. These assets are included in Level III fair values, based upon the lowest level of input that is significant to the fair value measurements.

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

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

**Junior Subordinated Debentures (Carried at Cost):** Fair values of junior subordinated debt are estimated using discounted cash flow analysis, based on market rates currently offered on such debt with similar credit risk characteristics, terms and remaining maturity.

**Accrued Interest Receivable and Accrued Interest Payable (Carried at Cost):** The carrying amounts of accrued interest receivable and payable approximate its fair value.

Off-Balance Sheet Instruments (Disclosed at Cost): Fair values for the Company's off-balance sheet financial instruments (lending commitments and letters of credit) are based on fees currently charged in the market to enter into similar agreements, taking into account, the remaining terms of the agreements and the counterparties' credit standing.

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## SUSSEX BANCORP

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The fair values of the Company's financial instruments at December 31, 2015 and 2014 were as follows:

| (Dollars in thousands)             | December 31, 2015  |               | Quoted<br>Prices in<br>Active<br>Markets<br>for<br>Identical<br>Assets<br>(Level I) | Significant<br>Other<br>Observable<br>Inputs<br>(Level II) | Significant<br>Unobservable<br>Inputs<br>(Level III) |
|------------------------------------|--------------------|---------------|---|--|--|
|                                    | Carrying<br>Amount | Fair<br>Value |   |  |  |
| <b>Financial assets:</b>           |                    |               |   |  |  |
| Cash and cash equivalents          | \$ 6,120           | \$ 6,120      | \$ 6,120  | \$ -   | \$ -   |
| Time deposits with other banks     | 100                | 100           | -   | 100  | -  |
| Securities available for sale      | 93,776             | 93,776        | -   | 93,776   | -  |
| Securities held to maturity        | 6,834              | 7,008         | -   | 7,008  | -  |
| Federal Home Loan Bank stock       | 5,165              | 5,165         | -   | 5,165  | -  |
| Loans receivable, net of allowance | 537,833            | 528,065       | -   | -  | 528,065  |
| Accrued interest receivable        | 1,764              | 1,764         | -   | 1,764  | -  |
| <b>Financial liabilities:</b>      |                    |               |   |  |  |
| Non-maturity deposits              | 380,983            | 380,983       | -   | 380,983  | -  |
| Time deposits                      | 136,873            | 136,619       | -   | 136,619  | -  |
| Short-term borrowings              | 34,650             | 34,650        | 34,650  | -  | -  |
| Long-term borrowings               | 61,000             | 58,685        | -   | 58,685   | -  |
| Junior subordinated debentures     | 12,887             | 9,344         | -   | 9,344  | -  |
| Accrued interest payable           | 281                | 281           | -   | 281  | -  |

  

| (Dollars in thousands)             | December 31, 2014  |               | Quoted<br>Prices in<br>Active<br>Markets<br>for<br>Identical<br>Assets<br>(Level I) | Significant<br>Other<br>Observable<br>Inputs<br>(Level II) | Significant<br>Unobservable<br>Inputs<br>(Level III) |
|------------------------------------|--------------------|---------------|---|--|--|
|                                    | Carrying<br>Amount | Fair<br>Value |   |  |  |
| <b>Financial assets:</b>           |                    |               |   |  |  |
| Cash and cash equivalents          | \$ 6,120           | \$ 6,120      | \$ 6,120  | \$ -   | \$ -   |
| Time deposits with other banks     | 100                | 100           | -   | 100  | -  |
| Securities available for sale      | 93,776             | 93,776        | -   | 93,776   | -  |
| Securities held to maturity        | 6,834              | 7,008         | -   | 7,008  | -  |
| Federal Home Loan Bank stock       | 5,165              | 5,165         | -   | 5,165  | -  |
| Loans receivable, net of allowance | 537,833            | 528,065       | -   | -  | 528,065  |
| Accrued interest receivable        | 1,764              | 1,764         | -   | 1,764  | -  |
| <b>Financial liabilities:</b>      |                    |               |   |  |  |
| Non-maturity deposits              | 380,983            | 380,983       | -   | 380,983  | -  |
| Time deposits                      | 136,873            | 136,619       | -   | 136,619  | -  |
| Short-term borrowings              | 34,650             | 34,650        | 34,650  | -  | -  |
| Long-term borrowings               | 61,000             | 58,685        | -   | 58,685   | -  |
| Junior subordinated debentures     | 12,887             | 9,344         | -   | 9,344  | -  |
| Accrued interest payable           | 281                | 281           | -   | 281  | -  |

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Financial assets:

|                                    |          |          |          |        |         |
|------------------------------------|----------|----------|----------|--------|---------|
| Cash and cash equivalents          | \$ 5,859 | \$ 5,859 | \$ 5,859 | \$ -   | \$ -    |
| Time deposits with other banks     | 100      | 100      | -        | 100    | -       |
| Securities available for sale      | 77,976   | 77,976   | 10       | 77,966 | -       |
| Securities held to maturity        | 6,006    | 6,190    | -        | 6,190  | -       |
| Federal Home Loan Bank stock       | 3,908    | 3,908    | -        | 3,908  | -       |
| Loans receivable, net of allowance | 466,332  | 462,984  | -        | -      | 462,984 |
| Accrued interest receivable        | 1,796    | 1,796    | -        | 1,796  | -       |

Financial liabilities:

|                                |         |         |        |         |   |
|--------------------------------|---------|---------|--------|---------|---|
| Non-maturity deposits          | 351,653 | 351,653 | -      | 351,653 | - |
| Time deposits                  | 106,617 | 107,011 | -      | 107,011 | - |
| Short-term borrowings          | 23,500  | 23,500  | 23,500 | -       | - |
| Long-term borrowings           | 46,000  | 47,766  | -      | 47,766  | - |
| Junior subordinated debentures | 12,887  | 9,361   | -      | 9,361   | - |
| Accrued interest payable       | 243     | 243     | -      | 243     | - |

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## SUSSEX BANCORP

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 4 – SECURITIES

## Available for Sale

The amortized cost and fair value of securities available for sale as of December 31, 2015 and 2014 are summarized as follows:

| (Dollars in thousands)  | Amortized<br>Cost | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses | Fair<br>Value |
|---|-------------------|------------------------------|-------------------------------|---------------|
| December 31, 2015   |                   |                              |                               |               |
| U.S. government agencies  | \$ 12,792         | \$ 51                        | \$ (55)                       | \$ 12,788     |
| State and political subdivisions                                      | 37,771            | 507                          | (129)                         | 38,149        |
| Mortgage-backed securities -<br>U.S. government-sponsored enterprises | 43,069            | 206                          | (436)                         | 42,839        |
|   | \$ 93,632         | \$ 764                       | \$ (620)                      | \$ 93,776     |
| December 31, 2014   |                   |                              |                               |               |
| U.S. government agencies  | \$ 7,873          | \$ 17                        | \$ (32)                       | \$ 7,858      |
| State and political subdivisions                                      | 26,432            | 158                          | (206)                         | 26,384        |
| Mortgage-backed securities -<br>U.S. government-sponsored enterprises | 43,382            | 500                          | (158)                         | 43,724        |
| Equity securities-financial services industry and other               | 8                 | 2                            | -                             | 10            |
|   | \$ 77,695         | \$ 677                       | \$ (396)                      | \$ 77,976     |

Securities with a carrying value of approximately \$33.4 million and \$32.8 million at December 31, 2015 and 2014, respectively, were pledged to secure public deposits and for borrowings at the Federal Reserve Bank as required or permitted by applicable laws and regulations.

The amortized cost and fair value of securities available for sale at December 31, 2015 are shown below by contractual maturity. Actual maturities may differ from contractual maturities as issuers may have the right to call or

prepay obligations with or without call or prepayment penalties. Investments which pay principal on a periodic basis are not included in the maturity categories.

| (Dollars in thousands)                 | Amortized<br>Cost | Fair<br>Value |
|--|-------------------|---------------|
| Due in one year or less                | \$ -              | \$ -          |
| Due after one year through five years  | 699               | 698           |
| Due after five years through ten years | 2,834             | 2,832         |
| Due after ten years                    | 34,238            | 34,619        |
| Total bonds and obligations            | 37,771            | 38,149        |
| U.S. government agencies               | 12,792            | 12,788        |
| Mortgage-backed securities:            |                   |               |
| U.S. government-sponsored enterprises  | 43,069            | 42,839        |
| Total available for sale securities    | \$ 93,632         | \$ 93,776     |

Gross gains on sales of securities available for sale were \$372 thousand and \$478 thousand and gross losses were \$101 thousand and \$189 thousand for the years ended December 31, 2015 and 2014, respectively.

## SUSSEX BANCORP

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## Temporarily Impaired Securities

The following table shows our investments' gross unrealized losses and fair values with unrealized losses that are not deemed to be other than temporarily impaired, aggregated by investment category and length of time that individual available for sale securities have been in a continuous unrealized loss position, at December 31, 2015 and 2014.

| (Dollars in thousands)                | Less Than 12 Months |                         | 12 Months or More |                         | Total      |                         |
|---------------------------------------|---------------------|-------------------------|-------------------|-------------------------|------------|-------------------------|
|                                       | Fair Value          | Gross Unrealized Losses | Fair Value        | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses |
| December 31, 2015                     |                     |                         |                   |                         |            |                         |
| U.S. government agencies              | \$ 5,888            | \$ (23)                 | \$ 2,473          | \$ (32)                 | \$ 8,361   | \$ (55)                 |
| State and political subdivisions      | 5,780               | (107)                   | 2,998             | (22)                    | 8,778      | (129)                   |
| Mortgage-backed securities -          |                     |                         |                   |                         |            |                         |
| U.S. government-sponsored enterprises | 31,885              | (436)                   | -                 | -                       | 31,885     | (436)                   |
| Total temporarily impaired securities | \$ 43,553           | \$ (566)                | \$ 5,471          | \$ (54)                 | \$ 49,024  | \$ (620)                |
| December 31, 2014                     |                     |                         |                   |                         |            |                         |
| U.S. government agencies              | \$ -                | \$ -                    | \$ 2,905          | \$ (32)                 | \$ 2,905   | \$ (32)                 |
| State and political subdivisions      | 7,603               | (112)                   | 5,713             | (94)                    | 13,316     | (206)                   |
| Mortgage-backed securities -          |                     |                         |                   |                         |            |                         |
| U.S. government-sponsored enterprises | 15,679              | (94)                    | 3,432             | (64)                    | 19,111     | (158)                   |
| Total temporarily impaired securities | \$ 23,282           | \$ (206)                | \$ 12,050         | \$ (190)                | \$ 35,332  | \$ (396)                |

As of December 31, 2015, we reviewed our investment portfolio for indications of impairment. This review includes analyzing the length of time and the extent to which the fair value has been lower than the cost, the financial condition and near-term prospects of the issuer, including any specific events which may influence the operations of the issuer and the intent and likelihood of selling the security. The intent and likelihood of sale of debt securities is evaluated based upon our investment strategy for the particular type of security and our cash flow needs, liquidity position, capital adequacy and interest rate risk position. For each security (including but not limited to those whose fair value is less than their amortized cost basis), a review is conducted to determine if an other-than-temporary impairment has occurred.

## U.S. Government Agencies

At December 31, 2015 and 2014, the decline in fair value and the unrealized losses for our U.S. government agencies securities were primarily due to changes in spreads and market conditions and not credit quality. At December 31, 2015, there were six securities with a fair value of \$8.4 million that had an unrealized loss that amounted to \$55 thousand. As of December 31, 2015, we did not intend to sell and it was not more-likely-than-not that we would be required to sell any of these securities before recovery of their amortized cost basis. Therefore, none of the U.S. government agency securities at December 31, 2015, were deemed to be other-than-temporarily impaired.

At December 31, 2014, there were two securities with a fair value of \$2.9 million that had an unrealized loss that amounted to \$32 thousand.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

State and Political Subdivisions

At December 31, 2015 and 2014, the decline in fair value and the unrealized losses for our state and political subdivisions securities were caused by changes in interest rates and spreads and were not the result of credit quality. At December 31, 2015, there were 15 securities with a fair value of \$8.8 million that had an unrealized loss that amounted to \$129 thousand. These securities typically have maturity dates greater than 10 years and the fair values are more sensitive to changes in market interest rates. As of December 31, 2015, we did not intend to sell and it was not more-likely-than-not that we would be required to sell any of these securities before recovery of their amortized cost basis. Therefore, none of our state and political subdivision securities at December 31, 2015, were deemed to be other-than-temporarily-impaired.

At December 31, 2014, there were 22 securities with a fair value of \$13.3 million that had an unrealized loss of \$206 thousand.

Mortgage-Backed Securities

At December 31, 2015 and 2014, the decline in fair value and the unrealized losses for our mortgaged-backed securities guaranteed by U.S. government-sponsored enterprises were primarily due to changes in spreads and market conditions and not credit quality. At December 31, 2015, there were 18 securities with a fair value of \$31.9 million that had an unrealized loss of \$436 thousand. As of December 31, 2015, we did not intend to sell and it was not more-likely-than-not that we would be required to sell any of these securities before recovery of their amortized cost basis. Therefore, none of our mortgage-backed securities at December 31, 2015, were deemed to be other-than-temporarily impaired.

At December 31, 2014, there were 13 securities with a fair value of \$19.1 million that had an unrealized loss of 158 thousand.

Held to Maturity Securities

The amortized cost and fair value of securities held to maturity as of December 31, 2015 and 2014 are summarized as follows:

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| (Dollars in thousands)           | Amortized<br>Cost | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses | Fair<br>Value |
|----------------------------------|-------------------|------------------------------|-------------------------------|---------------|
| December 31, 2015                |                   |                              |                               |               |
| State and political subdivisions | \$ 6,834          | \$ 174                       | \$ -                          | \$ 7,008      |
| December 31, 2014                |                   |                              |                               |               |
| State and political subdivisions | \$ 6,006          | \$ 189                       | \$ (5)                        | \$ 6,190      |

The amortized cost and fair value of securities held to maturity at December 31, 2015 are shown below by contractual maturity. Actual maturities may differ from contractual maturities as issuers may have the right to call or prepay obligations with or without call or prepayment penalties.

| (Dollars in thousands)                 | Amortized<br>Cost | Fair<br>Value |
|--|-------------------|---------------|
| Due in one year or less                | \$ 2,953          | \$ 2,953      |
| Due after one year through five years  | -                 | -             |
| Due after five years through ten years | 2,832             | 2,901         |
| Due after ten years                    | 1,049             | 1,154         |
| Total held to maturity securities      | \$ 6,834          | \$ 7,008      |



## SUSSEX BANCORP

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## Temporarily Impaired Securities

The following table shows our held to maturity investments' gross unrealized losses and fair value with unrealized losses that are not deemed to be other than temporarily impaired, aggregated by investment category and length of time that individual held to maturity securities have been in a continuous unrealized loss position, at December 31, 2014. At December 31, 2015 we did not have any held to maturity investments with unrealized losses.

| (Dollars in thousands)           | Less Than 12<br>Months |                      | 12 Months or More |                      | Total         |                      |
|----------------------------------|------------------------|----------------------|-------------------|----------------------|---------------|----------------------|
|                                  | Gross                  |                      | Gross             |                      | Gross         |                      |
|                                  | Fair<br>Value          | Unrealized<br>Losses | Fair<br>Value     | Unrealized<br>Losses | Fair<br>Value | Unrealized<br>Losses |
| December 31, 2014                |                        |                      |                   |                      |               |                      |
| State and political subdivisions | \$ -                   | \$ -                 | \$ 811            | \$ (5)               | \$ 811        | \$ (5)               |

As of December 31, 2015, we reviewed our held to maturity investment portfolio for indications of impairment. This review includes analyzing the length of time and the extent to which the fair value has been lower than the cost, the financial condition and near-term prospects of the issuer, including any specific events which may influence the operations of the issuer and the intent and likelihood of selling the security. The intent and likelihood of sale of debt securities is evaluated based upon our investment strategy for the particular type of security and our cash flow needs, liquidity position, capital adequacy and interest rate risk position. For each security whose fair value is less than their amortized cost basis, a review is conducted to determine if an other-than-temporary impairment has occurred.

## State and Political Subdivisions

At December 31, 2015, we did not have any securities in an unrealized loss position. At December 31, 2014, there were two securities with a fair value of \$811 thousand that had an unrealized loss of \$5 thousand. At December 31, 2014, the decline in fair value and the unrealized losses for our state and political subdivisions securities were caused by changes in interest rates and spreads and were not the result of credit quality. These securities typically have maturity dates greater than 10 years and the fair values are more sensitive to changes in market interest rates.

## NOTE 5 – LOANS

The composition of net loans receivable at December 31, 2015 and 2014 is as follows:

| (Dollars in thousands)             | December<br>31, 2015 | December<br>31, 2014 |
|------------------------------------|----------------------|----------------------|
| Commercial and industrial loans    | \$ 20,023            | \$ 20,549            |
| Construction                       | 13,348               | 12,379               |
| Commercial real estate             | 382,262              | 326,370              |
| Residential real estate            | 127,204              | 111,498              |
| Consumer and other                 | 1,253                | 1,665                |
|                                    | 544,090              | 472,461              |
| Unearned net loan origination fees | (667)                | (488)                |
| Allowance for loan losses          | (5,590)              | (5,641)              |
| Net loans receivable               | \$ 537,833           | \$ 466,332           |

Mortgage loans serviced for others are not included in the accompanying balance sheets. The total amount of loans serviced for the benefit of others was approximately \$454 thousand and \$475 thousand at December 31, 2015 and 2014, respectively. Mortgage servicing rights were immaterial at December 31, 2015 and 2014.

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## SUSSEX BANCORP

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 6 – ALLOWANCE FOR LOAN LOSSES AND CREDIT QUALITY OF FINANCING RECEIVABLES

The following table presents changes in the allowance for loan losses disaggregated by the class of loans receivable for the years ended December 31, 2015 and 2014:

| (Dollars in thousands) | Commercial<br>and<br>Industrial | Construction | Commercial<br>Real<br>Estate | Residential<br>Real<br>Estate | Consumer<br>and<br>Other | Unallocated | Total    |
|------------------------|---------------------------------|--------------|------------------------------|-------------------------------|--------------------------|-------------|----------|
| Year Ended:            |                                 |              |                              |                               |                          |             |          |
| December 31, 2015      |                                 |              |                              |                               |                          |             |          |
| Beginning balance      | \$ 231                          | \$ 383       | \$ 3,491                     | \$ 903                        | \$ 19                    | \$ 614      | \$ 5,641 |
| Charge-offs            | (19)                            | -            | (560)                        | (165)                         | (25)                     | -           | (769)    |
| Recoveries             | 17                              | -            | 41                           | 17                            | 7                        | -           | 82       |
| Provision              | (144)                           | (163)        | 674                          | 29                            | 86                       | 154         | 636      |
| Ending balance         | \$ 85                           | \$ 220       | \$ 3,646                     | \$ 784                        | \$ 87                    | \$ 768      | \$ 5,590 |
| December 31, 2014      |                                 |              |                              |                               |                          |             |          |
| Beginning balance      | \$ 222                          | 308          | \$ 3,399                     | \$ 941                        | \$ 16                    | \$ 535      | \$ 5,421 |
| Charge-offs            | (1)                             | -            | (1,168)                      | (181)                         | (37)                     | -           | (1,387)  |
| Recoveries             | 17                              | -            | 39                           | 4                             | 10                       | -           | 70       |
| Provision              | (7)                             | 75           | 1,221                        | 139                           | 30                       | 79          | 1,537    |
| Ending balance         | \$ 231                          | \$ 383       | \$ 3,491                     | \$ 903                        | \$ 19                    | \$ 614      | \$ 5,641 |

The following table presents the balance in the allowance of loan losses at December 31, 2015 and 2014 disaggregated on the basis of our impairment method by class of loans receivable along with the balance of loans receivable by class disaggregated on the basis of our impairment methodology:

| (Dollars in thousands)    | Allowance for Loan Losses |  |  | Loans Receivable |   |  |
|---------------------------|---------------------------|--|--|------------------|---|--|
|                           | Balance                   | Balance<br>Related to<br>Loans<br>Individually<br>Evaluated<br>for<br>Impairment | Balance<br>Related to<br>Loans<br>Collectively<br>Evaluated<br>for<br>Impairment | Balance          | Individually<br>Evaluated for<br>Impairment | Collectively<br>Evaluated<br>for<br>Impairment |
| December 31, 2015         |                           |  |  |                  |   |  |
| Commercial and industrial | \$ 85                     | \$ -   | \$ 85  | \$ 20,023        | \$ 20                                       | \$ 20,003                                      |

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|                          |          |        |          |            |          |            |
|--------------------------|----------|--------|----------|------------|----------|------------|
| Construction             | 220      | -      | 220      | 13,348     | -        | 13,348     |
| Commercial real estate   | 3,646    | 112    | 3,534    | 382,262    | 5,160    | 377,102    |
| Residential real estate  | 784      | 79     | 705      | 127,204    | 1,546    | 125,658    |
| Consumer and other loans | 87       | 73     | 14       | 1,253      | 138      | 1,115      |
| Unallocated              | 768      | -      | -        | -          | -        | -          |
| Total                    | \$ 5,590 | \$ 264 | \$ 4,558 | \$ 544,090 | \$ 6,864 | \$ 537,226 |

December 31, 2014

|                           |          |        |          |            |          |            |
|---------------------------|----------|--------|----------|------------|----------|------------|
| Commercial and industrial | \$ 231   | \$ 51  | \$ 180   | \$ 20,549  | \$ 94    | \$ 20,455  |
| Construction              | 383      | -      | 383      | 12,379     | -        | 12,379     |
| Commercial real estate    | 3,491    | 136    | 3,355    | 326,370    | 5,105    | 321,265    |
| Residential real estate   | 903      | 101    | 802      | 111,498    | 2,314    | 109,184    |
| Consumer and other loans  | 19       | -      | 19       | 1,665      | -        | 1,665      |
| Unallocated               | 614      | -      | -        | -          | -        | -          |
| Total                     | \$ 5,641 | \$ 288 | \$ 4,739 | \$ 472,461 | \$ 7,513 | \$ 464,948 |

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## SUSSEX BANCORP

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

An age analysis of loans receivable which were past due as of December 31, 2015 and 2014 is as follows:

| (Dollars in thousands)    | 30-59<br>Days<br>Past<br>Due | 60-89<br>days<br>Past<br>Due | Greater<br>Than<br>90 Days<br>(a) | Total<br>Past<br>Due | Current    | Total<br>Financing<br>Receivables | Recorded<br>Investment<br>> 90 Days |
|---------------------------|------------------------------|------------------------------|-----------------------------------|----------------------|------------|-----------------------------------|-------------------------------------|
|                           |                              |                              |                                   |                      |            |                                   | and<br>Accruing                     |
| December 31, 2015         |                              |                              |                                   |                      |            |                                   |                                     |
| Commercial and industrial | \$ 5                         | \$ -                         | \$ 20                             | \$ 25                | \$ 19,998  | \$ 20,023                         | \$ -                                |
| Construction              | -                            | -                            | -                                 | -                    | 13,348     | 13,348                            | -                                   |
| Commercial real estate    | 758                          | 1,461                        | 4,016                             | 6,235                | 376,027    | 382,262                           | -                                   |
| Residential real estate   | 335                          | 247                          | 1,138                             | 1,720                | 125,484    | 127,204                           | -                                   |
| Consumer and other        | 16                           | 1                            | 138                               | 155                  | 1,098      | 1,253                             | -                                   |
| Total                     | \$ 1,114                     | \$ 1,709                     | \$ 5,312                          | \$ 8,135             | \$ 535,955 | \$ 544,090                        | \$ -                                |
| December 31, 2014         |                              |                              |                                   |                      |            |                                   |                                     |
| Commercial and industrial | \$ 9                         | \$ -                         | \$ 94                             | \$ 103               | \$ 20,446  | \$ 20,549                         | \$ -                                |
| Construction              | 1,354                        | -                            | -                                 | 1,354                | 11,025     | 12,379                            | -                                   |
| Commercial real estate    | 2,395                        | 1,209                        | 3,936                             | 7,540                | 318,830    | 326,370                           | -                                   |
| Residential real estate   | 555                          | 108                          | 1,978                             | 2,641                | 108,857    | 111,498                           | 85                                  |
| Consumer and other        | 5                            | -                            | 1                                 | 6                    | 1,659      | 1,665                             | -                                   |
| Total                     | \$ 4,318                     | \$ 1,317                     | \$ 6,009                          | \$ 11,644            | \$ 460,817 | \$ 472,461                        | \$ 85                               |

(a) includes loans greater than 90 days past due and still accruing and non-accrual loans.

Loans for which the accrual of interest has been discontinued at December 31, 2015 and 2014 were:

(Dollars in thousands)

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December December  
31, 2015 31, 2014

|                           |          |          |
|---------------------------|----------|----------|
| Commercial and industrial | \$ 20    | \$ 94    |
| Commercial real estate    | 4,016    | 3,936    |
| Residential real estate   | 1,138    | 1,893    |
| Consumer and other        | 138      | 1        |
| Total                     | \$ 5,312 | \$ 5,924 |

Loans are made to individuals as well as commercial entities. Specific loan terms vary as to interest rate, repayment, and collateral requirements based on the type of loan requested and the credit worthiness of the prospective borrower. Credit risk tends to be geographically concentrated in that a majority of the loan customers are located in the markets serviced by the Company. Loan performance may be adversely affected by factors impacting the general economy or conditions specific to the real estate market such as geographic location and/or property type. A description of the Company's different loan segments follows:

Commercial Loans: Commercial credit is extended primarily to middle market and small business customers. Commercial loans are generally made in the Company's market place for the purpose of providing working capital, financing the purchase of equipment, inventory or commercial real estate and for other business purposes. Loans will generally be guaranteed in full or for a meaningful amount by the businesses' major owners. Underwriting of commercial loans is based primarily on the historical and projected cash flow of the business and secondarily on the underlying collateral provided.

SUSSEX BANCORP

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Residential Mortgage and Consumer Loans: The Company originates mortgage and consumer loans including principally residential real estate and home equity lines and loans. Each loan type is evaluated on debt to income, type of collateral and loan to collateral value, credit history and Company relationship with the borrower.

In determining the adequacy of the allowance for loan losses, the Company estimates losses based on the identification of specific problem loans through its credit review process and also estimates losses inherent in other loans on an aggregate basis by loan type. The credit review process includes the independent evaluation of the loan officer assigned risk ratings by the Chief Credit Officer and a third party loan review company. Such risk ratings are assigned loss component factors that reflect the Company's loss estimate for each group of loans. It is management's and the board of directors' responsibility to oversee the lending process to ensure that all credit risks are properly identified, monitored, and controlled, and that loan pricing, terms, and other safeguards against non-performance and default are commensurate with the level of risk undertaken and is rated as such based on a risk-rating system. Factors considered in assigning risk ratings and loss component factors include: borrower specific information related to expected future cash flows and operating results, collateral values, financial condition, payment status and other information; levels of and trends in portfolio charge-offs and recoveries; levels in portfolio delinquencies; effects of changes in loan concentrations and observed trends in the economy and other qualitative measurements.

The Company's risk-rating system as defined below is consistent with the system used by regulatory agencies and consistent with industry practices. Loan classifications of Substandard, Doubtful or Loss are consistent with the regulatory definitions of classified assets.

Pass: This category represents loans performing to contractual terms and conditions and the primary source of repayment is adequate to meet the obligation. The Company has five categories within the Pass classification depending on strength of repayment sources, collateral values and financial condition of the borrower.

Special Mention: This category represents loans performing to contractual terms and conditions; however the primary source of repayment or the borrower is exhibiting some deterioration or weaknesses in financial condition that could potentially threaten the borrowers' future ability to repay our loan principal and interest or fees due.

Substandard: This category represents loans that the primary source of repayment has significantly deteriorated or weakened which has or could threaten the borrowers' ability to make scheduled payments. The weaknesses require close supervision by the Company's management and there is a distinct possibility that the Company could sustain some loss if the deficiencies are not corrected. Such weaknesses could jeopardize the timely and ultimate collection of our loan principal and interest or fees due. Loss may not be expected or evident, however, loan repayment is inadequately supported by current financial information or pledged collateral.

Doubtful: Loans so classified have all the inherent weaknesses of a substandard loan with the added provision that collection or liquidation in full is highly questionable and not reasonably assured. The probability of at least partial loss is high, but extraneous factors might strengthen the asset to prevent loss. The validity of the extraneous factors must be continuously monitored. Once these factors are questionable the loan should be considered for full or partial charge-off.

Loss: Loans so classified are considered uncollectible, and of such little value that their continuance as active assets of the Company is not warranted. Such loans are fully charged off.

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## SUSSEX BANCORP

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The following tables illustrate the Company's corporate credit risk profile by creditworthiness category as of December 31, 2015 and 2014:

| (Dollars in thousands)    | Pass       | Special<br>Mention | Substandard | Doubtful | Total      |
|---------------------------|------------|--------------------|-------------|----------|------------|
| December 31, 2015         |            |                    |             |          |            |
| Commercial and industrial | \$ 19,983  | \$ 5               | \$ 35       | \$ -     | \$ 20,023  |
| Construction              | 13,348     | -                  | -           | -        | 13,348     |
| Commercial real estate    | 367,305    | 8,957              | 6,000       | -        | 382,262    |
| Residential real estate   | 124,915    | 743                | 1,546       | -        | 127,204    |
| Consumer and other        | 1,115      | -                  | 138         | -        | 1,253      |
|                           | \$ 526,666 | \$ 9,705           | \$ 7,719    | \$ -     | \$ 544,090 |
| December 31, 2014         |            |                    |             |          |            |
| Commercial and industrial | \$ 20,446  | \$ 9               | \$ 94       | \$ -     | \$ 20,549  |
| Construction              | 12,379     | -                  | -           | -        | 12,379     |
| Commercial real estate    | 312,172    | 8,257              | 5,941       | -        | 326,370    |
| Residential real estate   | 108,587    | 457                | 2,454       | -        | 111,498    |
| Consumer and other        | 1,527      | 138                | -           | -        | 1,665      |
|                           | \$ 455,111 | \$ 8,861           | \$ 8,489    | \$ -     | \$ 472,461 |

## SUSSEX BANCORP

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The following table reflects information regarding the Company's impaired loans as of December 31, 2015 and 2014 and for the years then ended:

| (Dollars in thousands)              | Recorded<br>Investment | Unpaid<br>Principal<br>Balance | Related<br>Allowance | Average<br>Recorded<br>Investment | Interest<br>Income<br>Recognized |
|-------------------------------------|------------------------|--------------------------------|----------------------|-----------------------------------|----------------------------------|
| December 31, 2015                   |                        |                                |                      |                                   |                                  |
| With no related allowance recorded: |                        |                                |                      |                                   |                                  |
| Commercial and industrial           | \$ 20                  | \$ 20                          | \$ -                 | \$ 16                             | \$ -                             |
| Commercial real estate              | 2,684                  | 2,684                          | -                    | 2,488                             | 32                               |
| Residential real estate             | 1,123                  | 1,152                          | -                    | 1,239                             | 6                                |
| With an allowance recorded:         |                        |                                |                      |                                   |                                  |
| Commercial and industrial           | -                      | -                              | -                    | 19                                | -                                |
| Commercial real estate              | 2,476                  | 2,476                          | 112                  | 2,706                             | 33                               |
| Residential real estate             | 423                    | 423                            | 79                   | 687                               | 11                               |
| Consumer and other                  | 138                    | 138                            | 73                   | -                                 | -                                |
| Total:                              |                        |                                |                      |                                   |                                  |
| Commercial and industrial           | 20                     | 20                             | -                    | 35                                | -                                |
| Commercial real estate              | 5,160                  | 5,160                          | 112                  | 5,194                             | 65                               |
| Residential real estate             | 1,546                  | 1,575                          | 79                   | 1,926                             | 17                               |
| Consumer and other                  | 138                    | 138                            | 73                   | -                                 | -                                |
|                                     | \$ 6,864               | \$ 6,893                       | \$ 264               | \$ 7,155                          | \$ 82                            |

| (Dollars in thousands)              | Recorded<br>Investment | Unpaid<br>Principal<br>Balance | Related<br>Allowance | Average<br>Recorded<br>Investment | Interest<br>Income<br>Recognized |
|-------------------------------------|------------------------|--------------------------------|----------------------|-----------------------------------|----------------------------------|
| December 31, 2014                   |                        |                                |                      |                                   |                                  |
| With no related allowance recorded: |                        |                                |                      |                                   |                                  |
| Commercial real estate              | \$ 3,167               | \$ 3,736                       | \$ -                 | \$ 3,923                          | \$ 41                            |
| Residential real estate             | 1,829                  | 1,835                          | -                    | 1,786                             | 53                               |
| With an allowance recorded:         |                        |                                |                      |                                   |                                  |
| Commercial and industrial           | 94                     | 94                             | 51                   | 39                                | 2                                |
| Commercial real estate              | 1,938                  | 1,938                          | 136                  | 3,968                             | 37                               |
| Residential real estate             | 485                    | 489                            | 101                  | 567                               | 10                               |
| Total:                              |                        |                                |                      |                                   |                                  |

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|                           |          |          |        |           |        |
|---------------------------|----------|----------|--------|-----------|--------|
| Commercial and industrial | 94       | 94       | 51     | 39        | 2      |
| Commercial real estate    | 5,105    | 5,674    | 136    | 7,891     | 78     |
| Residential real estate   | 2,314    | 2,324    | 101    | 2,353     | 63     |
|                           | \$ 7,513 | \$ 8,092 | \$ 288 | \$ 10,283 | \$ 143 |

The average recorded investment in impaired loans is calculated using the average of impaired loans over the past five quarter-end periods. The Company recognizes income on impaired loans by recording all payments as a reduction of principal on such loans.

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## SUSSEX BANCORP

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Impaired loans include loans modified in TDRs where concessions have been granted to borrowers experiencing financial difficulties. These concessions could include a reduction in the interest rate on the loan, payment extensions, postponement or forgiveness of principal, forbearance or other actions intended to maximize collection.

The following table presents the recorded investment in troubled debt restructured loans as of December 31, 2015 and 2014 based on payment performance status:

| (Dollars in thousands) | Commercial Real Estate | Residential<br>Real<br>Estate | Total    |
|------------------------|------------------------|-------------------------------|----------|
| December 31, 2015      |                        |                               |          |
| Performing             | \$ 1,144               | \$ 409                        | \$ 1,553 |
| Non-performing         | 1,831                  | 194                           | 2,025    |
| Total                  | \$ 2,975               | \$ 603                        | \$ 3,578 |
| December 31, 2014      |                        |                               |          |
| Performing             | \$ 1,169               | \$ 421                        | \$ 1,590 |
| Non-performing         | 2,730                  | 224                           | 2,954    |
| Total                  | \$ 3,899               | \$ 645                        | \$ 4,544 |

Troubled debt restructured loans are considered impaired and are included in the previous impaired loans disclosures in this footnote. As of December 31, 2015, we have not committed to lend additional amounts to customers with outstanding loans that are classified as TDRs.

There were no TDRs that occurred during the year ended December 31, 2015 and 2014.

The TDRs described above did not require an allocation of the allowance for credit losses, nor were any charge-offs recorded subsequent to modification during the years ended December 31, 2015 and 2014.

There were no TDRs for which there was a payment default within twelve months following the date of the restructuring for the years ended December 31, 2015 and 2014.

Loans are considered to be in payment default once they are greater than 30 days contractually past due under the modified terms. There were no charge-offs on defaulted TDRs during the year ended December 31, 2015 and 2014.

NOTE 7 – PREMISES AND EQUIPMENT

The components of premises and equipment at December 31, 2015 and 2014 are as follows:

| (Dollars in thousands)             | 2015     | 2014     |
|------------------------------------|----------|----------|
| Land and land improvements         | \$ 2,049 | \$ 2,049 |
| Building and building improvements | 5,953    | 5,953    |
| Leasehold improvements             | 1,430    | 771      |
| Furniture, fixtures and equipment  | 5,458    | 5,089    |
| Assets in progress                 | 420      | 175      |
|                                    | 15,310   | 14,037   |
| Accumulated depreciation           | (6,431)  | (5,387)  |
| Premises and equipment, net        | \$ 8,879 | \$ 8,650 |

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## SUSSEX BANCORP

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

During the years ended December 31, 2015 and 2014, depreciation expense totaled \$998 thousand and \$797 thousand, respectively.

## NOTE 8 – DEPOSITS

The components of deposits at December 31, 2015 and 2014 are as follows:

| (Dollars in thousands)                            | 2015       | 2014       |
|---|------------|------------|
| Demand, non-interest bearing                      | \$ 87,209  | \$ 70,490  |
| Savings, money market and interest-bearing demand | 293,774    | 281,163    |
| Time deposits less than \$100 thousand            | 86,343     | 68,712     |
| Time deposits \$100 thousand and over             | 50,530     | 37,905     |
| Total deposits                                    | \$ 517,856 | \$ 458,270 |

Included in time deposits at December 31, 2015 and 2014, were brokered deposits of \$33.8 million and \$12.2 million, respectively.

At December 31, 2015, the scheduled maturities of time deposits are as follows:

| (Dollars in thousands) |            |
|------------------------|------------|
| Within one year        | \$ 96,505  |
| One to two years       | 11,966     |
| Two to three years     | 20,122     |
| Three to four years    | 4,787      |
| After four years       | 3,493      |
|                        | \$ 136,873 |

Certificates of deposits with balances of \$250 thousand or more at December 31, 2015 and 2014, totaled approximately \$21.7 million and \$13.3 million, respectively.

#### NOTE 9 – BORROWINGS

At December 31, 2015, the Bank had secured borrowing potential with the Federal Home Loan Bank of New York (“FHLBNY”) for borrowings of up to \$125.1 million and a \$10.0 million line of credit at Atlantic Central Bankers Bank (“ACBB”). The borrowings at the FHLBNY are secured by a pledge of qualifying residential and commercial mortgage loans, having an aggregate unpaid principal balance of approximately \$125.1 million. At December 31, 2015, the Bank had the ability to borrow up to \$49.1 million at FHLBNY and \$10.0 million at ACBB.

At December 31, 2015 and 2014, the Company had \$34.7 million and \$23.5 million, respectively, in overnight advances at the FHLBNY, having weighted average interest rates of 0.52% and 0.39%, respectively. These advances are priced at the federal funds rate plus a spread (generally between 20 and 30 basis points) and re-price daily.

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## SUSSEX BANCORP

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

At December 31, 2015 and 2014 the Bank had the following long-term borrowings from the FHLBNY:

(Dollars in thousands)

| Maturity Date      | Interest Rate | Balance at December 31, |           |
|--------------------|---------------|-------------------------|-----------|
|                    |               | 2015                    | 2014      |
| December 7, 2016   | 4.00%         | \$ 5,000                | \$ 5,000  |
| June 21, 2017      | 4.60%         | 6,000                   | 6,000     |
| November 3, 2017   | 1.31%         | 5,000                   | 5,000     |
| December 7, 2017   | 3.97%         | 5,000                   | 5,000     |
| December 26, 2017  | 3.66%         | 5,000                   | 5,000     |
| December 26, 2017  | 3.79%         | 5,000                   | 5,000     |
| January 16, 2018   | 1.18%         | 5,000                   | -         |
| July 17, 2018      | 1.65%         | 5,000                   | 5,000     |
| September 19, 2018 | 1.83%         | 5,000                   | 5,000     |
| January 31, 2019   | 2.02%         | -                       | 5,000     |
| February 4, 2019   | 1.53%         | 5,000                   | -         |
| January 15, 2020   | 1.66%         | 5,000                   | -         |
| October 5, 2020    | 1.78%         | 5,000                   | -         |
|                    |               | \$ 61,000               | \$ 46,000 |

Maturities of long-term debt in years subsequent to December 31, 2015 are as follows:

(Dollars in thousands)

|                     |           |
|---------------------|-----------|
| Within one year     | \$ 5,000  |
| One to two years    | 26,000    |
| Two to three years  | 15,000    |
| Three to four years | 5,000     |
| Four to five years  | 10,000    |
| After five years    | -         |
|                     | \$ 61,000 |



At December 31, 2015 the Company had \$61.0 million in long-term fixed rate advances, of which, \$11.0 million were convertible notes that contain an option which allows the FHLBNY, at quarterly intervals, to convert the fixed convertible advance into replacement funding for the same or lesser principal amount based on any advance then offered by the FHLBNY at their current market rates.

**NOTE 10 – JUNIOR SUBORDINATED DEBENTURES AND MANDATORY REDEEMABLE CAPITAL DEBENTURES**

On June 28, 2007, Sussex Capital Trust II, a Delaware statutory business trust and a non-consolidated wholly-owned subsidiary of the Company, issued \$12.5 million of variable rate capital trust pass-through securities to investors. Sussex Capital Trust II purchased \$12.9 million of variable rate junior subordinated deferrable interest debentures from the Company. The debentures are the sole asset of the Trust. The terms of the junior subordinated debentures are the same as the terms of the capital securities. The Company has also fully and unconditionally guaranteed the obligations of the Trust under the capital securities. The variable interest rate reprices quarterly at the three month LIBOR plus 1.44% and was 1.95% and 1.68% at December 31, 2015 and 2014, respectively. The capital securities are currently redeemable by the Company at par in whole or in part. The capital securities must be redeemed upon final maturity of the subordinated debentures on September 15, 2037.

## SUSSEX BANCORP

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 11 – LEASE COMMITMENTS AND TOTAL RENTAL EXPENSE

The Company has operating lease agreements expiring in various years through 2028. The Company has the option to extend the lease agreements for additional lease terms. The Company is responsible to pay all real estate taxes, insurance, utilities and maintenance and repairs on its leased facilities.

Future minimum payments under non-cancellable leases by year are as follows as of December 31, 2015:

|                        |          |
|------------------------|----------|
| (Dollars in thousands) |          |
| 2016                   | \$ 732   |
| 2017                   | 660      |
| 2018                   | 577      |
| 2019                   | 577      |
| 2020                   | 171      |
| Thereafter             | 682      |
|                        | \$ 3,399 |

Rent expense was \$649 thousand and \$530 thousand for the years ended December 31, 2015 and 2014, respectively.

## NOTE 12 – EMPLOYEE BENEFIT PLANS

The Company has a 401(k) Plan and Trust (the “401(k) Plan”) for its employees. Non-highly compensated employees may contribute up to the statutory limit of 75% of their salary to the 401(k) Plan. Highly compensated employees are restricted to a contribution up to 7% of their salary. The Company provides a 50% match of the employee's contribution up to 6% of the employee's annual salary. The amount charged to expense related to the 401(k) Plan for the years ended December 31, 2015 and 2014 was \$135 thousand and \$130 thousand, respectively.

The Company also maintains nonqualified Supplemental Salary Continuation Plans (the “Supplemental Plans”) covering the Company’s former Chairman and a former executive officer of the Company. Under the provisions of the Supplemental Plans, the Company has executed agreements providing the officers a retirement benefit. Payments

from the Supplemental Plans for the Chairman began in May of 2008 and the other executive started in April of 2010. For the years ended December 31, 2015 and 2014, \$57 thousand and \$62 thousand, respectively, was charged to expense in connection with the Plans. At December 31, 2015 and 2014, the carrying value of the Supplemental Plans was \$795 thousand and \$868 thousand, respectively.

In March of 2005, the Board of Directors approved an Executive Incentive and Deferred Compensation Plan (the “Incentive Plan”). The purpose of the Incentive Plan is to motivate and reward participants for achieving bank financial and strategic goals as well as to provide specified benefits to a select group of management or highly compensated employees who contribute materially to the continued growth, development and future business success of the Company. Participants may elect to receive their award or defer compensation in a deferral account which will earn interest at the average interest rate earned by the Company in its investment portfolio, compounded monthly. At December 31, 2015 and 2014, the carrying value of deferred compensation was \$173 thousand and \$148 thousand, respectively.

In July 2006, the Board of Directors adopted a Director Deferred Compensation Agreement for both the Bank and the Company (the “DCA”). Under the terms of the DCA, a director may elect to defer all or a portion of his retainer and fees for the coming year. Under the DCA, only the payment of the compensation earned is deferred, and there is no deferral of the expense in the Company’s financial statements related to the participant’s deferred compensation, which will be charged to the Company’s income statement as an expense in the period in which the participant earned the compensation. The deferred amounts are credited with earnings at a rate equal to the average interest rate earned by the Company on its investment portfolio or at a rate that tracks the performance of the Company’s common stock. In September 2015, the Board of Directors adopted an amendment under the DCA. The amendment, which is effective October 1, 2015, specifies that participants are no longer eligible to be credited earnings based on a rate that tracks the performance of the Company’s common stock on new amounts deferred after such date. Additionally, effective January 1, 2016, the maximum earnings on deferred compensation amounts that

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## SUSSEX BANCORP

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

are eligible to be credited with an earnings rate that tracks the performance of the Company's common stock is limited to 10% of the stock price at end of the previous plan year. The participant's benefit will be distributed to the participant or his beneficiary upon a change in control of the Company, the termination of the DCA, the occurrence of an unforeseeable emergency, the termination of service or the participant's death or disability. Upon distribution, a participant's benefit will be paid in monthly installments over a period of ten years. At December 31, 2015 and 2014, the carrying value of the DCA was \$1.2 million and \$833 thousand, respectively.

In July 2011, the Company entered into a Supplemental Executive Retirement Agreement ("SERP"), a non-qualified defined contribution pension plan that provides supplemental retirement income for the Company's Chief Executive Officer. The SERP was effective as of January 1, 2011. Based on the attainment of certain annual performance targets, the Company will make annual contributions to the SERP. Any amounts credited to the SERP will accrue interest equal to that paid by U.S. 10-year Treasury Notes for each applicable year. The SERP provides for the benefits to be paid monthly over a 5-year period commencing the first day of the month following the later of the participant's 65th birthday, or normal retirement age, or termination of employment. At December 31, 2015 and 2014, the carrying value of the SERP was \$239 thousand and \$179 thousand, respectively.

## NOTE 13 – COMPREHENSIVE INCOME

Accounting principles generally require that recognized revenue, expenses, gains and losses be included in net income. Although certain changes in assets and liabilities, such as unrealized gains and losses on available for sale securities, are reported as a separate component of the equity section of the balance sheet, such items, along with net income, are components of comprehensive income.

The components of other comprehensive income (loss), both before tax and net of tax, are as follows:

|   | Year Ended December 31,<br>2015 |               |               | Year Ended December 31,<br>2014 |               |               |
|---|---------------------------------|---------------|---------------|---------------------------------|---------------|---------------|
|   | Before<br>Tax                   | Tax<br>Effect | Net of<br>Tax | Before<br>Tax                   | Tax<br>Effect | Net of<br>Tax |
| (Dollars in thousands)  |                                 |               |               |                                 |               |               |
| Other comprehensive (loss) income:  |                                 |               |               |                                 |               |               |
| Unrealized gains on available for sale securities   | \$ 134                          | \$ 54         | \$ 80         | \$ 4,155                        | \$ 1,662      | \$ 2,493      |
| Reclassification adjustment for net gains on securities transactions included in net income | (271)                           | (108)         | (163)         | (289)                           | (116)         | (173)         |

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|   |          |         |         |          |          |          |
|---|----------|---------|---------|----------|----------|----------|
| Total other comprehensive (loss) income | \$ (137) | \$ (54) | \$ (83) | \$ 3,866 | \$ 1,546 | \$ 2,320 |
|---|----------|---------|---------|----------|----------|----------|

Reclassification adjustments for gains on securities transactions of \$271 thousand and \$289 thousand for the years ended December 31, 2015 and 2014, respectively, are presented in the income statement on the line item for net gain on securities transactions.

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## SUSSEX BANCORP

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 14 – EARNINGS PER SHARE

The following table sets forth the computations of basic and diluted earnings per share:

| (In thousands, except share and per share data)                      | Income<br>(Numerator) | Shares<br>(Denominator) | Per<br>Share<br>Amount |
|--|-----------------------|-------------------------|------------------------|
| Year Ended December 31, 2015:  |                       |                         |                        |
| Basic earnings per share:  |                       |                         |                        |
| Net earnings applicable to common stockholders                       | \$ 3,700              | 4,559,316               | \$ 0.81                |
| Effect of dilutive securities:                                       |                       |                         |                        |
| Unvested stock awards  | -                     | 32,506                  |                        |
| Diluted earnings per share:  |                       |                         |                        |
| Net income applicable to common stockholders and assumed conversions | \$ 3,700              | 4,591,822               | \$ 0.81                |
| Year Ended December 31, 2014:  |                       |                         |                        |
| Basic earnings per share:  |                       |                         |                        |
| Net earnings applicable to common stockholders                       | \$ 2,600              | 4,541,305               | \$ 0.57                |
| Effect of dilutive securities:                                       |                       |                         |                        |
| Unvested stock awards  | -                     | 39,045                  |                        |
| Diluted earnings per share:  |                       |                         |                        |
| Net income applicable to common stockholders and assumed conversions | \$ 2,600              | 4,580,350               | \$ 0.57                |

There were 58,274 and 9,381 shares of unvested restricted stock awards and options outstanding during December 31, 2015 and 2014, respectively, that were not included in the computation of diluted EPS because to do so would have been anti-dilutive for the periods presented.

## NOTE 15 – STOCK INCENTIVE PLANS

During 2005, the stockholders approved the 2004 Equity Incentive Plan (the “2004 Plan”) to provide equity incentives to selected persons. Awards may be granted to employees, officers, directors, consultants and advisors of the Company or subsidiary. Awards granted under the 2004 Plan may be either stock options or restricted stock awards and are designated at the time of grant. Options granted under the 2004 Plan to directors, consultants and advisors are non-qualified stock options. Options granted to officers and other employees may be incentive stock options or non-qualified stock options. Restricted stock awards may be made to any plan participant. As of December 31, 2014,

there were no authorized shares available for future grants under the 2004 Plan.

During 2013, the stockholders approved the 2013 Equity Incentive Plan (the “2013 Plan”) to provide equity incentives to selected persons. Awards may be granted to employees, officers, directors, consultants and advisors of the Company or subsidiary. Awards granted under the 2013 Plan may be either stock options or restricted stock awards and are designated at the time of grant. Restricted stock awards may be made to any plan participant. As of December 31, 2015, there were 185,335 shares available for future grants under the 2013 Plan.

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## SUSSEX BANCORP

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Information regarding the Company's restricted stock grants activity for the years ended December 31, 2015 and 2014 are as follows:

|  | 2015                | Weighted<br>Average<br>Grant Date<br>Fair Value | 2014                | Weighted<br>Average<br>Grant Date<br>Fair Value |
|--|---------------------|---|---------------------|---|
|  | Number of<br>Shares |   | Number of<br>Shares |   |
| Unvested restricted stock, beginning of year | 112,545             | \$ 6.06   | 125,922             | \$ 4.98   |
| Granted                                      | 32,692              | 10.54   | 36,043              | 8.81  |
| Forfeited                                    | (1,001)             | 9.19  | (2,550)             | 7.20  |
| Vested                                       | (50,666)            | 5.93  | (46,870)            | 5.21  |
| Unvested restricted stock, end of period     | 93,570              | \$ 7.67   | 112,545             | \$ 6.06   |

Total stock-based compensation related to restricted stock awards was \$337 thousand and \$300 thousand for the years ended December 31, 2015 and December 31, 2014, respectively. As of December 31, 2015 and 2014, there were \$433 thousand and \$439 thousand, respectively, of unrecognized compensation cost related to non-vested restricted stock awards which is expected to be recognized over a weighted average period of 1.4 years and 1.7 years.

Options granted to officers and other employees and which are incentive stock options, are subject to limitations under Section 422 of the Internal Revenue Code. The option price under each such grant shall not be less than the fair market value on the date of the grant. No option will be granted for a term in excess of ten years. The Company established a vesting schedule that must be satisfied before the options may be exercised.

Stock option transactions under all plans are summarized as follows:

| Number of<br>Shares | Weighted<br>Average<br>Exercise<br>Price per<br>Share | Weighted<br>Average<br>Contractual<br>Term | Aggregate<br>Intrinsic<br>Value |
|---------------------|---|--|---------------------------------|
|---------------------|---|--|---------------------------------|



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|                                |          |          |     |            |
|--------------------------------|----------|----------|-----|------------|
| Outstanding, December 31, 2013 | 32,749   | \$ 14.31 |     |            |
| Options granted                | 36,000   | 9.97     |     |            |
| Options expired                | (22,224) | 14.97    |     |            |
| Outstanding, December 31, 2014 | 46,525   | 10.63    |     |            |
| Options granted                | 15,985   | 10.25    |     |            |
| Options expired                | (10,525) | 12.91    |     |            |
| Outstanding, December 31, 2015 | 51,985   | \$ 10.06 | 8.9 | \$ 157,717 |
| Exercisable, December 31, 2015 | 7,200    | \$ 9.97  | 8.9 | \$ 21,844  |

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## SUSSEX BANCORP

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The following table summarizes information about stock options outstanding and exercisable at December 31, 2015:

| Exercise Price | Number Outstanding | Weighted Average Remaining Life (Years) | Number Exercisable |
|----------------|--------------------|---|--------------------|
| 9.97           | 36,000             | 8.9                                     | 7,200              |
| 10.25          | 15,985             | 9.1                                     | -                  |
|                | 51,985             | 8.9                                     | 7,200              |

At December 31, 2015, the aggregated intrinsic value of all outstanding option and exercisable options was \$158 thousand and \$22 thousand, respectively.

The following table summarizes information about stock option assumptions:

|                         | 2015      | 2014      |
|-------------------------|-----------|-----------|
| Expected dividend yield | 1.56%     | 1.20%     |
| Expected volatility     | 34.32%    | 34.47%    |
| Risk-free interest rate | 1.37%     | 1.55%     |
| Expected option life    | 7.5 Years | 7.5 Years |

The expected dividend yield is based on the Company's current common stock dividend rate divided by the closing price of the Company shares at the grant date. The expected volatility is based on the closing common stock price of the Company shares over a 5 year period. The assumed risk-free interest rate is based on the US Treasury note rate for a term equivalent to the expected option life at the time of the option grant. The expected life of options amount is estimated as the mid-point between the vesting period and the expiration date of the options granted.

Total stock-based compensation related to stock options was \$37 thousand and \$4 thousand for the year ended December 31, 2015 and 2014, respectively.

The weighted average grant date fair value of options granted during the year ended December 31, 2015 was \$3.56 per share. Expected future expense relating to the non-vested options outstanding as of December 31, 2015 is \$150 thousand over a weighted average period of 3.9 years. Upon exercise of vested options, management expects to draw on treasury stock as the source of the shares.

NOTE 16 – INCOME TAXES

The Company and its subsidiary are subject to U.S. federal and state income tax. The components of income tax expense for the years ended December 31, 2015 and 2014 are as follows:

| (Dollars in thousands) | 2015     | 2014     |
|------------------------|----------|----------|
| Current:               |          |          |
| Federal                | \$ 1,014 | \$ 1,402 |
| State                  | 439      | 524      |
|                        | 1,453    | 1,926    |
| Deferred:              |          |          |
| Federal                | 117      | (689)    |
| State                  | 70       | (236)    |
|                        | 187      | (925)    |
|                        | \$ 1,640 | \$ 1,001 |

## SUSSEX BANCORP

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The reconciliation of the statutory federal income tax at a rate of 34% to the income tax expense included in the statements of income and comprehensive income for the years ended December 31, 2015 and 2014 is as follows:

| (Dollars in thousands)                             | 2015     |      | 2014     |      |
|--|----------|------|----------|------|
| Federal income tax at statutory rate               | \$ 1,816 | 34 % | \$ 1,224 | 34 % |
| Tax exempt interest                                | (312)    | (6)  | (327)    | (9)  |
| State income tax, net of federal income tax effect | 336      | 6    | 190      | 5    |
| Bank owned life insurance                          | (106)    | (2)  | (110)    | (3)  |
| Other  | (94)     | (1)  | 24       | 1    |
|  | \$ 1,640 | 31 % | \$ 1,001 | 28 % |

The components of the net deferred tax asset at December 31, 2015 and 2014 are as follows:

| (Dollars in thousands)                            | 2015     | 2014     |
|---|----------|----------|
| Deferred tax assets:                              |          |          |
| Allowance for loan losses                         | \$ 2,233 | \$ 2,253 |
| Deferred compensation                             | 953      | 679      |
| Deferred Fees                                     | 347      | 138      |
| Foreclosed real estate                            | 219      | 204      |
| Restricted stock                                  | 115      | 55       |
| AMT credit  | -        | 391      |
| Other   | 214      | 281      |
| Total deferred tax assets                         | 4,081    | 4,001    |
| Deferred tax liabilities:                         |          |          |
| Depreciation                                      | (441)    | (285)    |
| Prepaid expenses                                  | (254)    | (143)    |
| Unrealized gain on securities, available for sale | (58)     | (113)    |
| Total deferred tax liabilities                    | (753)    | (541)    |
| Net deferred tax asset                            | \$ 3,328 | \$ 3,460 |

## NOTE 17 – TRANSACTIONS WITH EXECUTIVE OFFICERS, DIRECTORS AND PRINCIPAL STOCKHOLDERS

The Company has had, and may be expected to have in the future, banking transactions in the ordinary course of business with its executive officers, directors, principal stockholders, their immediate families and affiliated companies (commonly referred to as related parties), on the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with others.

The related party loan activity for the years ended December 31, 2015 and 2014 is summarized as follows:

| (Dollars in thousands) | 2015     | 2014     |
|------------------------|----------|----------|
| Balance, beginning     | \$ 6,136 | \$ 6,431 |
| Disbursements          | 2,664    | 349      |
| Repayments and other   | (2,153)  | (644)    |
| Balance, ending        | \$ 6,647 | \$ 6,136 |

Certain related parties of the Company provided legal services and appraisal services to the Company. Legal services provided by related parties totaled \$14 thousand and \$73 thousand for the years ended December 31, 2015 and 2014, respectively. Appraisal services provided by related parties totaled \$12 thousand and \$18 thousand for

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## SUSSEX BANCORP

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

the years ended December 31, 2015 and 2014, respectively. Engineering services provided by related parties totaled \$6 thousand and \$26 thousand for the year ended December 31, 2015 and 2014, respectively. The Company also paid rent to related parties for an office location in the amount of \$147 thousand and \$146 thousand for the years ended December 31, 2015 and 2014, respectively.

## NOTE 18 – FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISK

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

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

A summary of the Company's financial instrument commitments at December 31, 2015 and 2014 is as follows:

| (Dollars in thousands)                     | 2015      | 2014      |
|--|-----------|-----------|
| Commitments to grant loans                 | \$ 30,561 | \$ 20,199 |
| Unfunded commitments under lines of credit | 53,087    | 39,968    |
| Outstanding standby letters of credit      | 990       | 910       |

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

Company upon extension of credit, is based on management's credit evaluation. Collateral held varies but may include personal or commercial real estate, accounts receivable, inventory and equipment.

Outstanding letters of credit are conditional commitments issued by the Company to guarantee the performance of a customer to a third party. The Company's exposure to credit loss in the event of nonperformance by the other party to the financial instrument for standby letters of credit is represented by the contractual amount of those instruments. These standby letters of credit expire within twelve months, although many have automatic renewal provisions. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending other loan commitments. The Company requires collateral and personal guarantees supporting these letters of credit as deemed necessary. Management believes that the proceeds obtained through a liquidation of such collateral and enforcement of personal guarantees would be sufficient to cover the maximum potential amount of future payments required under the corresponding guarantees. The current amount of the liability as of December 31, 2015 and 2014 for guarantees under standby letters of credit issued is not material.

#### NOTE 19 – CAPITAL AND REGULATORY MATTERS

The Company is required to maintain cash reserve balances either in vault cash or with the Federal Reserve Bank. The total of those reserve balances was approximately \$2.3 million at December 31, 2015.

The Bank is subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet the 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 financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital guidelines that involve quantitative measures of the Bank's assets, liabilities and certain off-balance sheet items as

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## SUSSEX BANCORP

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

calculated under regulatory accounting practices. The Bank's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk-weightings and other factors.

The federal banking agencies have substantially amended the regulatory risk-based capital rules applicable to the Bank. The amendments implemented the "Basel III" regulatory capital reforms and changes required by the Dodd-Frank Act. The new rules apply regulatory capital requirements to the Bank. The amended rules included new minimum risk-based capital and leverage ratios, which became effective in January 2015, with certain requirements to be phased in beginning in 2016, and refined the definition of what constitutes "capital" for purposes of calculating those ratios.

The new minimum capital level requirements applicable to the Bank include: (i) a new common equity Tier 1 capital ratio of 4.5%; (ii) a Tier 1 capital ratio of 6% (increased from 4%); (iii) a total capital ratio of 8% (unchanged from current rules); and (iv) a Tier 1 leverage ratio of 4% for all institutions. The amended rules also establish a "capital conservation buffer" of 2.5% above the new regulatory minimum capital ratios, and would result in the following minimum ratios: (i) a common equity Tier 1 capital ratio of 7.0%; (ii) a Tier 1 capital ratio of 8.5%; and (iii) a total capital ratio of 10.5%. The new capital conservation buffer requirement will be phased in beginning in January 2016 at 0.625% of risk-weighted assets and will increase each year until fully implemented in January 2019. An institution will be subject to limitations on paying dividends, engaging in share repurchases, and paying discretionary bonuses if its capital level falls below the buffer amount. These limitations will establish a maximum percentage of eligible retained income that could be utilized for such actions.

As of December 31, 2015, the most recent notification from the Federal Deposit Insurance Corporation categorized the Bank as well capitalized under the regulatory framework for prompt corrective action. There are no conditions or events since that notification that management believes have changed the Bank's category.

The Bank's actual capital amounts and ratios at December 31, 2015 and 2014 are presented below:

| (Dollars in thousands)                    | Actual    |        | For Capital Adequacy Purposes |        | To be Well Capitalized under Prompt Corrective Action Provisions |         |
|---|-----------|--------|-------------------------------|--------|--|---------|
|   | Amount    | Ratio  | Amount                        | Ratio  | Amount   | Ratio   |
| As of December 31, 2015                   |           |        |                               |        |  |         |
| Total capital (to risk-weighted assets):  | \$ 68,283 | 12.79% | \$ >42,722                    | >8.00% | \$ >53,402   | >10.00% |
| Tier I capital (to risk-weighted assets): | 62,693    | 11.74  | >32,041                       | >6.00  | >42,722  | >8.00   |



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|   |        |       |         |       |         |       |
|---|--------|-------|---------|-------|---------|-------|
| Common equity tier I capital (to average assets): | 62,693 | 11.74 | >24,031 | >4.50 | >34,711 | >6.50 |
| Tier I capital (to average assets):               | 62,693 | 9.45  | >26,548 | >4.00 | >33,184 | >5.00 |

As of December 31, 2014

|   |           |        |            |        |            |         |
|---|-----------|--------|------------|--------|------------|---------|
| Total capital (to risk-weighted assets):          | \$ 64,283 | 14.02% | \$ >36,674 | >8.00% | \$ >45,843 | >10.00% |
| Tier I capital (to risk-weighted assets):         | 58,640    | 12.79  | >18,337    | >4.00  | >27,506    | >6.00   |
| Common equity tier I capital (to average assets): | N/A       | N/A    | N/A        | N/A    | N/A        | N/A     |
| Tier I capital (to average assets):               | 58,640    | 10.19  | >23,022    | >4.00  | >28,778    | >5.00   |

The Bank is subject to certain restrictions on the amount of dividends that it may declare due to regulatory considerations. The State of New Jersey banking laws specify that no dividend shall be paid by the Bank on its capital stock unless, following the payment of such dividend, the capital stock of the Bank will be unimpaired and the Bank will have a surplus of not less than 50% of its capital stock or, if not, the payment of such dividend will not reduce the surplus of the Bank.

At December 31, 2015, the Bank's funds available for payment of dividends were \$58.2 million. Accordingly, \$7.5 million of the Company's equity in the net assets of the Bank was restricted as of December 31, 2015.

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## SUSSEX BANCORP

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

In addition, dividends paid by the Bank to the Company would be prohibited if the effect thereof would cause the Bank's capital to be reduced below applicable minimum capital requirements.

## NOTE 20 – PARENT COMPANY ONLY FINANCIAL

Condensed financial information pertaining only to the parent company, Sussex Bancorp, is as follows:

## BALANCE SHEETS

| (Dollars in thousands)                     | December 31, |           |
|--|--------------|-----------|
|  | 2015         | 2014      |
| Assets                                     |              |           |
| Cash                                       | \$ 69        | \$ 1      |
| Investment in subsidiary                   | 65,986       | 62,016    |
| Accrued interest and other assets          | 1,466        | 2,635     |
| Total Assets                               | \$ 67,521    | \$ 64,652 |
| Liabilities and Stockholders' Equity       |              |           |
| Other liabilities                          | \$ 693       | \$ 536    |
| Junior subordinated debentures             | 12,887       | 12,887    |
| Stockholders' equity                       | 53,941       | 51,229    |
| Total Liabilities and Stockholders' Equity | \$ 67,521    | \$ 64,652 |

## STATEMENTS OF INCOME AND COMPREHENSIVE INCOME

| (Dollars in thousands)                       | Year Ended           |       |
|--|----------------------|-------|
|  | December 31,<br>2015 | 2014  |
| Interest on investments                      | \$ -                 | \$ 8  |
| Net realized gain loss on sale of securities | -                    | (1)   |
| Interest expense on debentures               | (220)                | (212) |
| Other expenses                               | (311)                | (266) |
| Loss before income tax benefit and equity in |                      |       |

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|   |          |          |
|---|----------|----------|
| undistributed net income of subsidiaries                          | (531)    | (471)    |
| Income tax benefit  | 179      | 159      |
| Loss before equity in undistributed net<br>income of subsidiaries | (352)    | (312)    |
| Equity in undistributed net income of subsidiaries                | 4,052    | 2,912    |
| Net Income  | 3,700    | 2,600    |
| Comprehensive income  | \$ 3,617 | \$ 4,920 |

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## SUSSEX BANCORP

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## STATEMENTS OF CASH FLOWS

| (Dollars in thousands)  | Year Ended           |          |
|---|----------------------|----------|
|   | December 31,<br>2015 | 2014     |
| Cash Flows from Operating Activities:   |                      |          |
| Net Income  | \$ 3,700             | \$ 2,600 |
| Adjustments to reconcile net income to net cash provided by (used in) operating activities: |                      |          |
| Net change in other assets and liabilities  | 1,699                | (718)    |
| Equity in undistributed net income of subsidiaries  | (4,052)              | (2,912)  |
| Net Cash Provided by (Used in) Operating Activities   | 1,347                | (1,030)  |
| Cash Flows from Investing Activities:   |                      |          |
| Securities available for sale:  |                      |          |
| Sales   | -                    | 320      |
| Net Cash Provided by Investing Activities   | -                    | 320      |
| Cash Flows from Financing Activities:   |                      |          |
| Cash dividends paid   | (746)                | (420)    |
| Purchase of treasury stock  | (533)                | -        |
| Net Cash (Used in) Provided by Financing Activities   | (1,279)              | (420)    |
| Net Increase (Decrease) in Cash and Cash Equivalents  | 68                   | (1,130)  |
| Cash and Cash Equivalents - Beginning of Year   | 1                    | 1,131    |
| Cash and Cash Equivalents - End of Year   | \$ 69                | \$ 1     |

## NOTE 21 – CONTINGENCIES

In the normal course of business, the Company is subject to various lawsuits involving matters generally incidental to its business. Management is of the opinion that the ultimate liability, if any, resulting from any pending actions or proceedings will not have a material effect on the financial condition or results of operations of the Company.

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## EXHIBIT LIST

| Exhibit Number | Description   |
|----------------|---|
| 3.1            | Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Quarterly Report on Form 10-Q filed with the SEC on August 15, 2011).  |
| 3.2            | Amended and Restated By-laws (incorporated by reference to Exhibit 3.II to the Current Report on Form 8-K filed with the SEC on June 3, 2014).  |
| 4.1            | Specimen common stock certificate (incorporated by reference to Exhibit 4.1 to Amendment No. 1 to the Registration Statement on Form S-1 filed with the SEC on June 3, 2013).   |
| 10.1*          | 1995 Incentive Stock Option Plan (incorporated by reference to Exhibit 99.6 to the Registration Statement on Form 8-B filed with the SEC on December 13, 1996).   |
| 10.2*          | 2001 Stock Option Plan (incorporated by reference to Exhibit B to the Definitive Proxy Statement on Schedule 14-A filed with the SEC on March 19, 2001.)  |
| 10.3*          | 2004 Equity Incentive Plan (incorporated by reference to Exhibit 10 to the Current Report on Form 8-K filed with the SEC on April 29, 2005).  |
| 10.4*          | 2013 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registration Statement on Form S-8 filed with the SEC on May 28, 2014).  |
| 10.5*          | Form of Incentive Stock Option Agreement under 2013 Equity Incentive Plan (incorporated by reference to Exhibit 10.2 to the Registration Statement on Form S-8 filed with the SEC on May 28, 2014).                                   |
| 10.6*          | Form of Nonqualified Stock Option Agreement under 2013 Equity Incentive Plan (incorporated by reference to Exhibit 10.3 to the Registration Statement on Form S-8 filed with the SEC on May 28, 2014).                                |
| 10.7*          | Form of Restricted Stock Agreement under 2013 Equity Incentive Plan (incorporated by reference to Exhibit 10.4 to the Registration Statement on Form S-8 filed with the SEC on May 28, 2014).   |
| 10.8*          | Amended and Restated Director Deferred Compensation Agreement (incorporated by reference to Exhibit 10 to the Current Report on Form 8-K filed with the SEC on December 19, 2008).  |
| 10.9*          | Amended and Restated Executive Incentive and Deferred Compensation Plan (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed with the SEC on January 26, 2010).   |
| 10.10*         | Employment Agreement by and between the Company, the Bank and Donald L. Kovach, dated July 15, 2009 (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on July 20, 2009).                |
| 10.11*         | Salary Continuation Agreement by and between the Company and Donald L. Kovach, dated March 15, 2000 (incorporated by reference to Exhibit 10.8 to the Annual Report on Form 10-K filed with the SEC on March 16, 2011).               |
| 10.12*         | Amendment #1 to the Salary Continuation Agreement with Donald L. Kovach, dated June 11, 2002 (incorporated by reference to Exhibit 10.9 to the Annual Report on Form 10-K filed with the SEC on March 16, 2011).                      |
| 10.13*         | Amendment #2 to the Salary Continuation Agreement with Donald L. Kovach, dated January 7, 2004 (incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K filed with the SEC on March 23, 2004).                    |
| 10.14*         | Amendment #3 to the Salary Continuation Agreement with Donald L. Kovach, dated October 17, 2007 (incorporated by reference to Exhibit 10.3 to the Quarterly Report on Form 10-Q filed with the SEC on November 14, 2007).             |
| 10.15*         | Employment Agreement by and between Tri-State Insurance Agency, Inc. and George Lista, dated September 1, 2006 (incorporated by reference to Exhibit 10.A to the Current Report on Form 8-K filed with the SEC on September 7, 2006). |

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- 10.16\* Employment Agreement by and between the Company, the Bank and Anthony Labozzetta, dated January 20, 2010 (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on January 26, 2010).
- 10.17\* Supplemental Executive Retirement Agreement by and between the Company and Anthony J. Labozzetta, dated July 20, 2011 (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on July 26, 2011).
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- 10.18\* Employment Agreement by and between the Company, the Bank and Steven M. Fusco, dated June 23, 2010 (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on June 29, 2010).
- 21.1 List of Subsidiaries.
- 23.1 Consent of BDO USA, LLP.
- 31.1 Certification of Principal Executive Officer pursuant to Rules 13a-14(a) and 15d-14(a) promulgated under the Securities Exchange Act of 1934, as amended.
- 31.2 Certification of Principal Financial and Accounting Officer pursuant to Rules 13a-14(a) and 15d-14(a) promulgated under the Securities Exchange Act of 1934, as amended.
- 32.1\*\* Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 101\*\* Financial statements from the Annual Report on Form 10-K of Sussex Bancorp for the year ended December 31, 2014, formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Income and Comprehensive Income, (iii) the Consolidated Statements of Stockholders' Equity, (iv) the Consolidated Statements of Cash Flows and (v) Notes to Consolidated Financial Statements.

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\* Management contract or compensatory plan or arrangement.

\*\* Furnished herewith and not deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act.