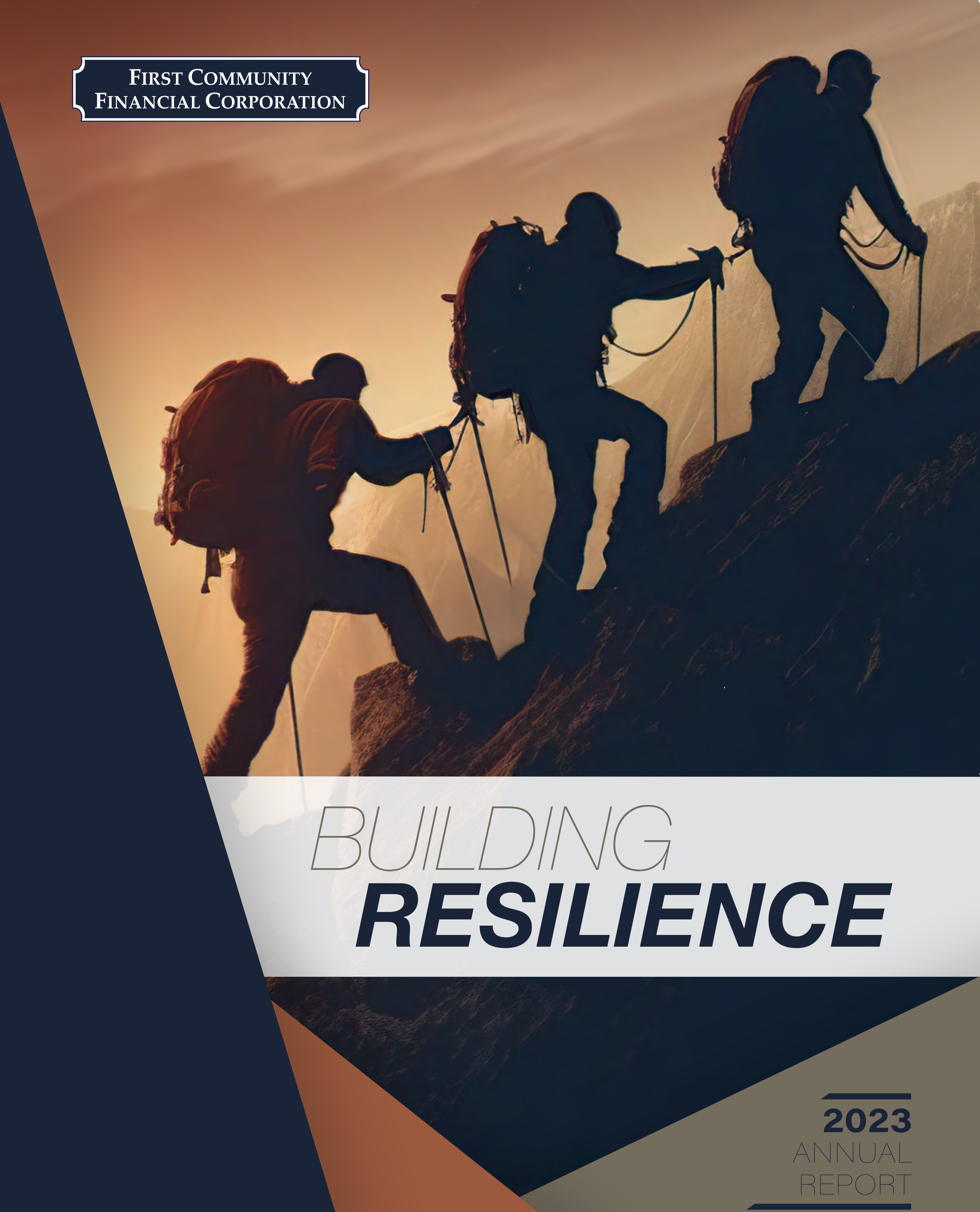
FIRST COMMUNITY FINANCIAL CORPORATION



BUILDING RESILIENCE

2023 ANNUAL REPORT

BUILDING RESILIENCE

2023 ANNUAL REPORT

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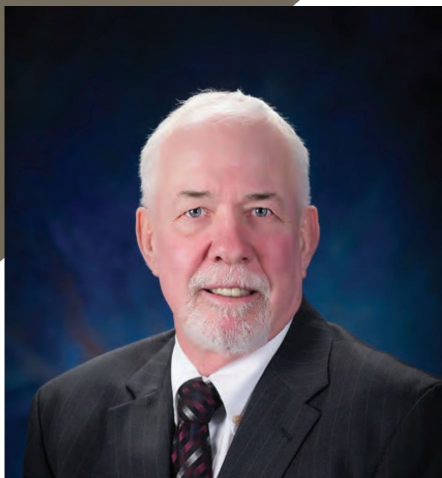
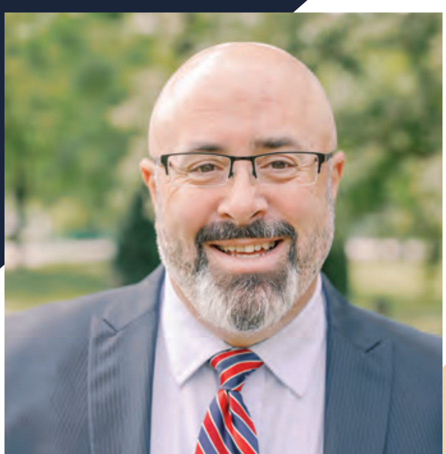


John P. Henry III
Chairman



Scott E. Fritz
President &
Chief Executive Officer

PennianBank®

DEAR SHAREHOLDER,

As we embark on our 160th anniversary in 2024, we reflect on the remarkable journey of the banking industry since our establishment in 1864. From our humble beginnings in Mifflintown to the broader Central Pennsylvania communities we presently serve, we have much to commemorate.

While we have much to commemorate, it's crucial to acknowledge the challenging landscape of 2023 for the banking sector. The Federal Reserve raised interest rates 11 times since March 2022 – the fastest pace since the early 1980s. The rapid pace of this 500 basis points increase significantly elevated our cost of funds, outpacing our rate of repricing of our earning assets. As a result, our net interest margin faced considerable strain, impacting our earnings for the fiscal year.

In addition to the net interest margin compression, the provision for credit losses totaled $1,645,000 for the year ended December 31, 2023. This adversely affected the Bank's operating performance in fiscal 2023. The higher than historical provision for credit losses was due in part to one significant commercial loan charge off in the fourth quarter of 2023. The Board of Directors and Management believe this one isolated fourth quarter charge off is not indicative of the overall quality of the loan portfolio, which remains strong as indicated by our near historically low delinquency levels. Pennian Bank continues to remain well capitalized, with the Bank's Total Capital Ratio remaining among the strongest of our local community bank peer group.

In 2023, there was increased competition for deposits both within the banking sector and from the institutional sector, resulting in a slight decline in deposits. The Bank experienced a slight decrease in our assets from $707,771,000 in 2022 to $707,545,000 in 2023. Despite the challenges highlighted above, our loan portfolio expanded from $458,949,000 in 2022 to $470,204,000 in 2023. Looking ahead, we maintain optimism for the latter part of 2024. With the Federal Reserve approaching the culmination of the current monetary cycle, relief is anticipated in the later months of 2024. This, in conjunction with the steady ongoing repricing of our earning asset base to current market rates, will start to alleviate the strain on our compressed net interest margin.

As we celebrate our 160th anniversary, we take pride in our steadfast status as an independent community bank since 1864. This milestone would not have been achievable without the support of our customers, employees, and shareholders. Throughout our long history, we've encountered and overcome numerous challenges, and like those who preceded us, we remain resolute and resilient in navigating the current headwinds, guiding our institution towards a brighter future.

John P. Henry III
Chairman

Scott E. Fritz
President & Chief Executive Officer

160 YEAR ANNIVERSARY

CELEBRATING 160 YEARS
1864 2024
PennianBank

From humble beginnings in 1864 with a single location, to 10 locations and over $700 million in assets in 2024, Pennian Bank has been along a transformational journey. Though community banking has changed over 160 years, one thing remains the same; our dedication to our customers and the communities we serve. We have remained an independent bank, which we celebrate this year, along with many other successes. Take a look below as we travel through the last 160 years and highlight some pivotal moments of our journey.

1800 | 1900

1864
Opened for business on August 31, 1864. It was known as Doty, Parker & Company started by Edmund Southard Doty, together with his two nephews, Ezra Doty Parker and Edmund Southard Parker.

1879
Name was changed to Parker and Company.

1889
The Bank entered the Federal Banking System and opened at its current location on the corner of Main and Bridge Street. On April 19, 1889 the Articles of Incorporation was signed for The First National Bank of Mifflintown. | Asset size $242,845

1890
First Annual Shareholder Meeting | January 14

1900 | 2000

1981
Trust & Investment Services Department was formed.

1988
Opened First Branch | Tuscarora Valley Office | January 15
Opened Second Branch | Fermanagh Office | June 22

1989
Opened Delaware Office | November 21

1995
Opened Ickesburg Office | August 28

1999
Opened Loysville Office | January 19

2000 | 2024

2000
Opened East Waterford Office | March 20

2004
Opened Bloomfield Borough Office | October 12

2012
Opened Newport Office | January 30

2017
Changed from a National to State Bank Charter | Changed name to Pennian Bank Asset size $500M

2019
Opened West Shore Office | August 19

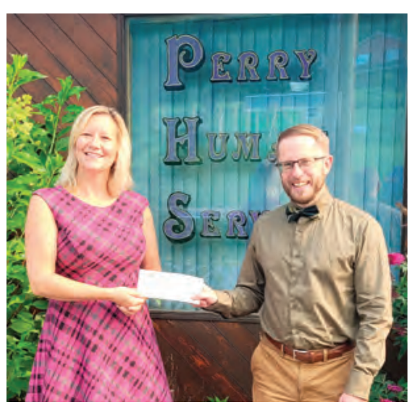
2024
160 Year Anniversary

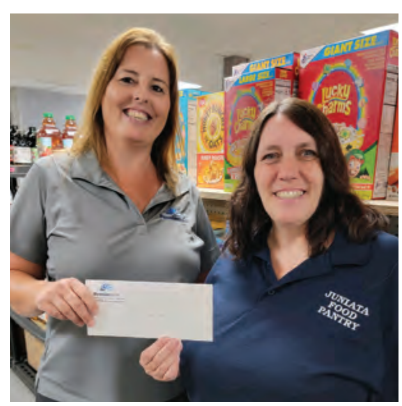
INVESTED IN OUR COMMUNITY

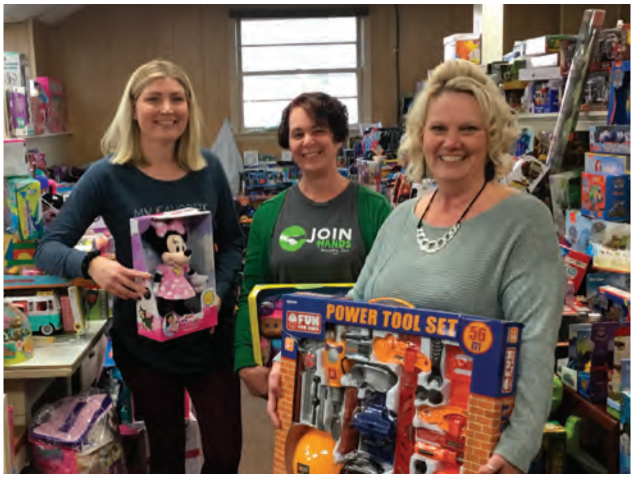
Pennian Bank employees know the value of giving back to their communities through volunteerism. Employees are given a full day of Volunteer Time Off to spend at an organization of their choice. Additionally, many employees serve on boards for nonprofit organizations and volunteer their free time helping those in need in our communities.

In fact, in 2023, employees volunteered nearly 1900 hours of their time to a variety of organizations.

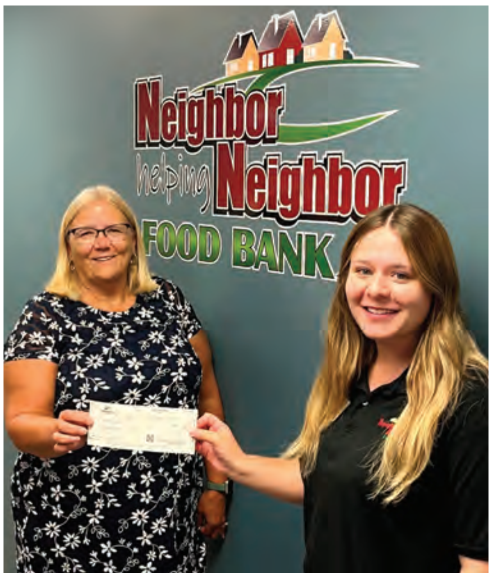
While time is a precious resource to many organizations, so are donations. We know the importance of giving back to nonprofits that provide critical services in our communities. Pennian Bank has prioritized giving thousands of dollars a year to local organizations that help our communities thrive. We also provide annual corporate donations to our area food banks, as well as give our employees the opportunity to divert money from their paychecks to go to local food banks. For many years, we have been fortunate to participate in the Pennsylvania Educational Improvement Tax Credit (EITC) Program, which allows us to donate to local, eligible education organizations. In 2023, we donated to area organizations such as the Greenwood Wildcat Foundation, Newport Buffalo Foundation, Juniata Christian School and the West Shore Foundation.

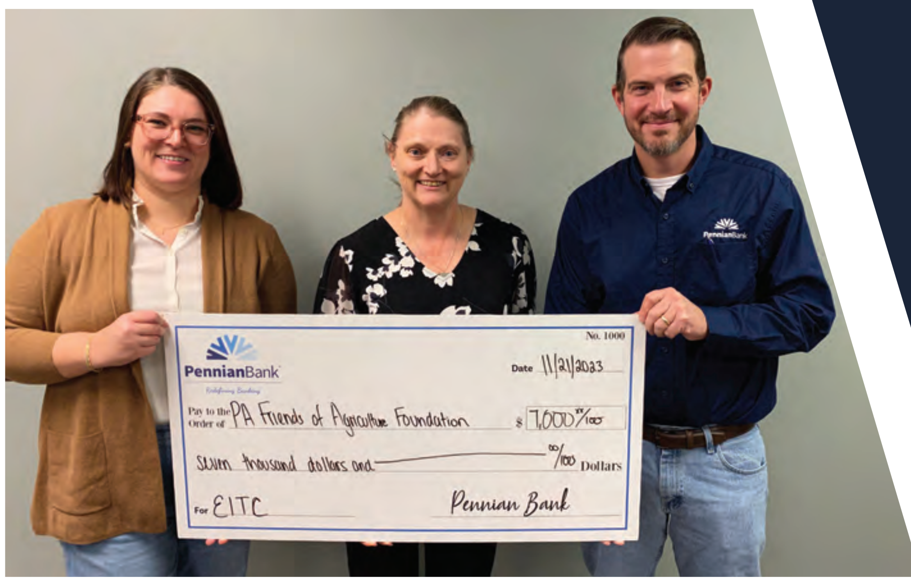


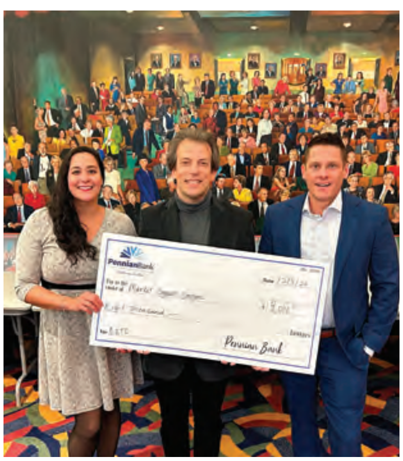


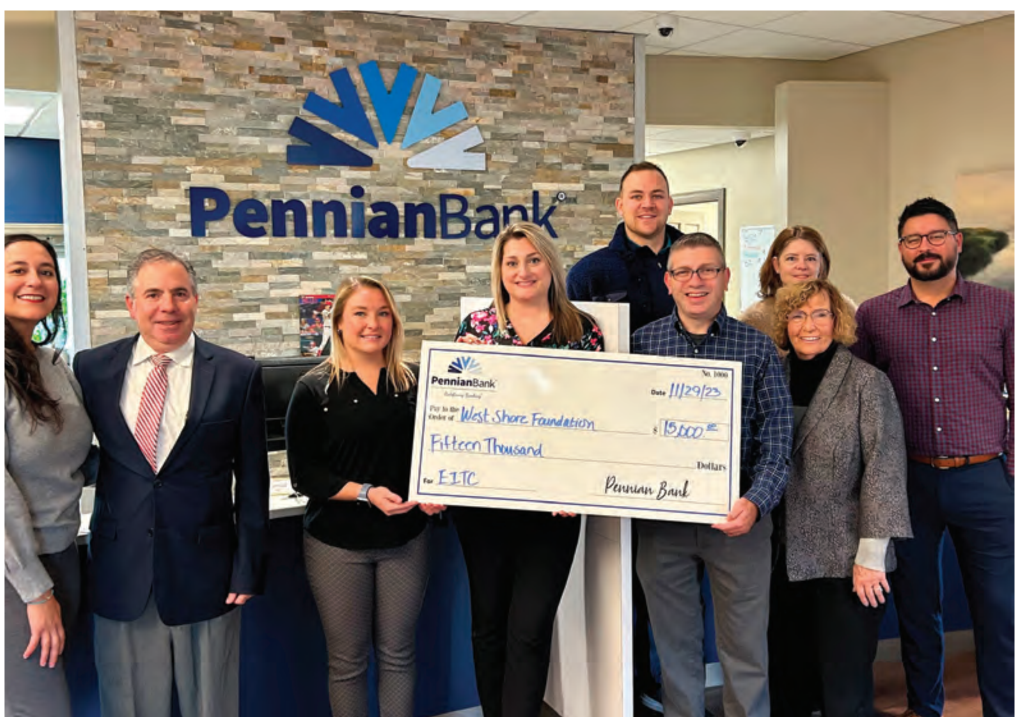

JOIN HANDS
POWER TOOL SET


JUNIATA
COUNTY
SNYDER
FIRE


Neighbor
helping Neighbor
FOOD BANK


PennianBank
No. 1000
Date 11/21/2023
Pay to the Order of PA Friends of Agriculture Foundation
$ 7,000 xx/100
seven thousand dollars and xx/100 Dollars
For EITC
Pennian Bank


PennianBank
Pennian Bank


PennianBank
PennianBank
No. 1000
Date 11/29/23
Pay to the Order of West Shore Foundation
$ 15,000
Fifteen Thousand
Dollars
For EITC
Pennian Bank

Guidance You Can Count On.

INDEPENDENT AUDITOR'S REPORT

Board of Directors
First Community Financial Corporation
Mifflintown, Pennsylvania

Opinion

We have audited the accompanying consolidated financial statements of First Community Financial Corporation and its subsidiaries (the Corporation), which comprise the consolidated balance sheets as of December 31, 2023 and 2022, and the related consolidated statements of income and comprehensive income, shareholders' equity, and cash flows for the years then ended, and the related notes to the consolidated financial statements.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Corporation and its subsidiaries as of December 31, 2023 and 2022, and the results of their operations and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Corporation and to meet our other ethical responsibilities in accordance with the relevant ethical requirements related to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Emphasis of Matter

As discussed in Note 1 to the consolidated financial statements, the Corporation adopted Accounting Standards Update (ASU) 2016-13, *Financial Instruments – Credit Losses (Topic 326).* Our opinion is not modified with respect to this matter.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Corporation's ability to continue as a going concern within one year after the date that the consolidated financial statements are available to be issued.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the consolidated financial statements.

In performing an audit in accordance with generally accepted auditing standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Corporation's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Corporation's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that we identified during the audit.

Other Information Included in the Corporation's Annual Report

Management is responsible for the other information included in the annual report. The other information comprises management's letters to shareholders, summary of selected financial data and quarterly financial data but does not include the consolidated financial statements and our auditor's report thereon. Our opinion on the consolidated financial statements does not cover the other information, and we do not express an opinion or any form of assurance on it.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and consider whether a material inconsistency exists between the other information and the consolidated financial statements, or the other information otherwise appears to be materially misstated. If, based on the work performed, we conclude that an uncorrected material misstatement of the other information exists, we are required to describe it in our report.

Smith Elliott Kearns & Company, LLC

Hagerstown, Maryland
February 26, 2024

CONSOLIDATED BALANCE SHEETS

	December 31, 2023	December 31, 2022
	(In Thousands, Except Share Data)	
ASSETS		
Cash and due from banks	**$ 12,184**	$ 21,352
Interest-bearing demand deposits	**258**	1,093
Federal funds sold	**1,680**	1,410
Cash and Cash Equivalents	**14,122**	23,855
Time certificates of deposit	**199**	199
Securities available for sale	**187,700**	187,373
Loans	**470,204**	458,949
Less: Allowance for loan losses	**(6,013)**	(5,172)
Plus: Deferred loan costs, net	**2,347**	2,147
Net loans	**466,538**	455,924
Premises and equipment, net	**4,787**	5,051
Restricted investment in bank stocks	**3,299**	3,483
Investment in life insurance	**13,186**	13,051
Interest rate swap asset	**4,267**	4,910
Other assets	**13,447**	13,925
Total Assets	**$ 707,545**	$ 707,771
LIABILITIES AND SHAREHOLDERS' EQUITY		
LIABILITIES		
Deposits:		
Non-interest bearing	**$ 108,811**	$ 123,148
Interest-bearing	**451,256**	461,525
Total Deposits	**560,067**	584,673
Short-term borrowings	**28,000**	42,009
FHLB and FRB term advances	**69,000**	33,000
Junior subordinated debt	**5,155**	5,155
Other liabilities	**5,023**	5,767
Total Liabilities	**667,245**	670,604
SHAREHOLDERS' EQUITY		
Preferred stock, without par value; 10,000,000 shares authorized and unissued	**-**	-
Common stock, $5 par value; 10,000,000 shares authorized; Shares issued, 2023 – 2,832,036; 2022 – 2,832,036; Shares outstanding, 2023 – 2,829,567; 2022 – 2,829,567	**14,160**	14,160
Capital in excess of par value	**720**	720
Retained earnings	**41,137**	42,131
Treasury stock, at cost 2023 – 2,469 shares; 2022 – 2,469 shares	**(72)**	(72)
Accumulated other comprehensive income (loss)	**(15,645)**	(19,772)
Total Shareholders' Equity	**40,300**	37,167
Total Liabilities and Shareholders' Equity	**$ 707,545**	$ 707,771

See notes to consolidated financial statements

CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME

	Years Ended December, 31, 2023	2022
	(In Thousands, Except per Share Data)	
INTEREST INCOME		
Loans, including fees	**$ 22,494**	$ 18,682
Securities:		
Taxable	**3,050**	2,824
Tax exempt	**1,721**	1,748
Other	**685**	297
Total Interest Income	**27,950**	23,551
INTEREST EXPENSE		
Deposits	**8,624**	2,177
Short-term borrowings, net	**1,486**	480
Long-term debt	**1,232**	649
Total Interest Expense	**11,342**	3,306
Net Interest Income	**16,608**	20,245
PROVISION FOR LOAN LOSSES	**1,645**	550
Net Interest Income after Provision for Loan Losses	**14,963**	19,695
OTHER INCOME		
Service charges on deposits	**857**	760
Fiduciary activities	**680**	678
Earnings on investment in life insurance	**419**	301
ATM and debit card fees	**1,054**	964
Unrealized (losses) on equity securities	**(86)**	(83)
Realized gains on sales of other real estate owned	**8**	-
Mutual fund commissions	**664**	602
Other	**263**	279
Total Other Income	**3,859**	3,501
OTHER EXPENSES		
Employee compensation and benefits	**9,531**	8,973
Net occupancy and equipment	**1,465**	1,587
Professional fees	**749**	647
Director and advisory boards compensation	**473**	409
ATM expenses	**341**	395
Supplies and postage	**315**	465
FDIC expense	**544**	390
Pennsylvania bank shares tax	**339**	416
Advertising	**421**	346
Internet banking	**772**	860
Information systems	**1,068**	961
Telecommunications	**501**	486
Other operating	**1,361**	1,280
Total Other Expenses	**17,880**	17,215
Income before Income Taxes	**942**	5,981
PROVISION FOR INCOME TAXES	**(257)**	739
Net Income	**$ 1,199**	$ 5,242

See notes to consolidated financial statements

CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME *(CONTINUED)*

	Years Ended December 31,	
	2023	**2022**
	(In Thousands, Except per Share Data)	
OTHER COMPREHENSIVE INCOME		
Unrealized gains(losses) on investment securities, net of tax	**4,634**	(25,647)
Unrealized gains(losses) on cash flow hedge, net of tax	**(507)**	2,673
TOTAL OTHER COMPREHENSIVE INCOME(LOSS)	**4,127**	(22,974)
TOTAL COMPREHENSIVE INCOME(LOSS)	**5,326**	(17,732)
BASIC EARNINGS PER SHARE	**$ 0.42**	$ 1.85
DIVIDENDS PER SHARE	**$ 0.64**	$ 0.80

See notes to consolidated financial statements

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

	Common Stock	Capital In Excess of Par Value	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Income (Loss)	Total
	(In Thousands, Except per Share Data)					
Balance - January 1, 2022	$ 14,160	$ 720	$ 39,153	$ (72)	$ 3,202	$ 57,163
Comprehensive income:						
Net income			5,242			5,242
Change in net unrealized losses on securities available for sale and net unrealized gain on cash flow hedge, net of deferred income taxes					(22,974)	(22,974)
Total comprehensive income						(17,732)
Cash dividends, $0.80 per share			(2,264)			(2,264)
Balance, December 31, 2022	$ 14,160	$ 720	$ 42,131	$ (72)	$ (19,772)	$ 37,167
Cumulative change in accounting principle, net of tax			**(381)**			**(381)**
Comprehensive income:						
Net income			**1,199**			**1,199**
Change in net unrealized gains on securities available for sale, and net unrealized losses on cash flow hedge, net of deferred income taxes					**4,127**	**4,127**
Total comprehensive income						**5,326**
Cash dividends, $0.64 per share			**(1,812)**			**(1,812)**
Balance, December 31, 2023	**$ 14,160**	**$ 720**	**$ 41,137**	**$ (72)**	**$ (15,645)**	**$ 40,300**

See notes to consolidated financial statements

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Years Ended December 31	
	2023	2022
	(In Thousands)	
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	**$ 1,199**	$ 5,242
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation of premises and equipment	**553**	546
Net amortization of debt investment securities	**420**	595
Earnings on investment in life insurance	**(419)**	(301)
Realized (gains) on sale of other real estate owned	**(8)**	-
Unrealized losses on equity securities	**86**	83
Provision for loan losses	**1,645**	550
Deferred income taxes	**(61)**	(114)
(Increase) decrease in accrued interest receivable and other assets	**(260)**	(148)
(Increase) decrease in accrued interest payable and other liabilities	**(743)**	360
Net Cash Provided by Operating Activities	**2,412**	6,813
CASH FLOWS FROM INVESTING ACTIVITIES		
Securities available for sale:		
Proceeds from maturities, calls and principal repayments	**14,638**	25,709
Purchases	**(9,605)**	(12,658)
Net (increase) in loans	**(12,724)**	(52,117)
Purchases of premises and equipment	**(536)**	(314)
Proceeds from sale of other real estate owned	**92**	-
Proceeds from life insurance	**233**	113
Net (purchases) disposition of restricted investment in bank stocks	**184**	(1,432)
Net Cash Used in Investing Activities	**(7,718)**	(40,699)
CASH FLOWS FROM FINANCING ACTIVITIES		
Net increase (decrease) in deposits	**(24,606)**	(4,859)
Net increase (decrease) in short-term borrowings	**(14,009)**	38,859
Net increase (decrease) in long-term debt	**36,000**	(5,000)
Cash dividends paid	**(1,812)**	(2,264)
Net Cash Provided (Used) by Financing Activities	**(4,427)**	26,736
Net (Decrease) in Cash and Cash Equivalents	**(9,733)**	(7,150)
CASH AND CASH EQUIVALENTS - BEGINNING	**23,855**	31,005
CASH AND CASH EQUIVALENTS - ENDING	**$ 14,122**	$ 23,855
UNRESTRICTED AND RESTRICTED CASH AND CASH EQUIVALENTS:		
Restricted cash and cash equivalents	**$ 1,200**	$ 1,200
Unrestricted cash and cash equivalents	**12,922**	22,655
	$ 14,122	$ 23,855
SUPPLEMENTARY CASH FLOWS INFORMATION		
Interest paid	**$ 11,063**	$ 3,173
Income taxes paid	**$ 243**	$ 830
Non-cash investing activities		
Unrealized gain (loss) on debt securities available for sale – net of tax	**$ 4,634**	$ (25,647)
Unrealized gain on interest rate swap – net of tax	**$ (507)**	$ 2,673
Other real estate acquired in settlement of loans	**$ 84**	$ 0

See notes to consolidated financial statements

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1 - Significant Accounting Policies

First Community Financial Corporation (the Corporation) through its wholly-owned subsidiary, Pennian Bank (the Bank), provides loan, deposit, trust and other related financial services through ten full service banking offices in Cumberland, Juniata and Perry Counties of Pennsylvania. The Corporation's other subsidiary, First Community Financial Capital Trust I (the Trust), was established during December 2003 for the purpose of issuing $5,000,000 of trust preferred securities. On June 29, 2017, the bank changed from a National-Chartered bank to a Pennsylvania State-chartered bank. The Bank's name was changed from The First National Bank of Mifflintown to Pennian Bank on July 1, 2017. In February 2019 the Bank formed a subsidiary insurance agency. The Corporation is subject to regulation and supervision by the Federal Reserve Board and the Bank is subject to regulation and supervision by the Pennsylvania Department of Banking and the FDIC.

Principles of Consolidation

The consolidated financial statements include the accounts of the Corporation, and its wholly-owned subsidiaries, the Bank and the Trust. In consolidation, significant intercompany accounts and transactions between the Bank and the Corporation have been eliminated. The Trust qualifies as a variable interest entity and is therefore consolidated within. The subordinated debt of the Trust is reflected as a liability of the Corporation.

Subsequent Events

The Corporation has evaluated events and transactions occurring subsequent to the balance sheet date of December 31, 2023, for items that should potentially be recognized or disclosed in these consolidated financial statements. The evaluation was conducted through February 26, 2024 the date these consolidated financial statements were available to be issued.

Basis of Accounting

The Corporation uses the accrual basis of accounting.

Estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the balance sheet dates, and the reported amounts of income and expenses for the years then ended. Actual results could differ from those estimates. The material estimates that are particularly susceptible to significant change in the near term are the determination of the allowance for loan losses, the evaluation of other-than-temporary impairment of securities, the valuation of foreclosed real estate and deferred tax assets.

While management uses available information to recognize losses on loans, future additions to the allowance may be necessary based on changes in local economic conditions. In addition, regulatory agencies, as an integral part of their examination process, periodically review the Bank's allowance for losses on loans. Such agencies may require the Bank to recognize additions to the allowance based on their judgments about information available to them at the time of their examination. Because of these factors, management's estimate of credit losses inherent in the loan portfolio and the related allowance may change in the near term. However, the amount of the change that is reasonably possible cannot be estimated.

Trust Department Assets

Assets held by the Trust Department in an agency or fiduciary capacity for its customers are excluded from the consolidated financial statements since they do not constitute assets of the Corporation. The market value of assets held by the Trust Department amounted to $82,257,000 and $81,233,000 at December 31, 2023 and 2022, respectively. Income from fiduciary activities is recognized on the accrual method.

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Significant Group Concentrations of Credit Risk

Most of the Corporation's activities are with customers located within the Central Pennsylvania region. Note 3 discusses the types of securities in which the Corporation invests. Note 4 discusses the types of lending that the Corporation engages in. The Corporation does not have any significant concentrations in any one customer or industry, except for agricultural loans as disclosed in Note 4.

Cash and Cash Equivalents

Cash and cash equivalents includes cash and due from banks, interest bearing demand deposits, federal funds sold and investments with an original maturity of 90 days or less. Federal funds are typically purchased and sold for one day periods. At times, the Corporation may have due from bank balances with its correspondent banks that exceed the federally insured limits, which management considers to be normal and acceptable business risk.

Securities

Management determines the appropriate classification of debt securities at the time of purchase and re-evaluates such designation as of each balance sheet date. Securities available for sale are those debt securities that the Corporation intends to hold for an indefinite period of time, but not necessarily to maturity. Any decision to sell an available for sale debt security would be based on various factors. These securities are stated at fair value. Unrealized gains (losses) are reported as changes in other comprehensive income, a component of shareholders' equity, net of the related deferred tax effect. Premiums and discounts are recognized as interest income over the estimated lives of the securities, using the interest method. Securities held to maturity are those debt securities that the Corporation has the intent and ability to hold to maturity. These debt securities are stated at cost adjusted for amortization of premiums and accretion of discounts, which is recognized as interest income over their estimated lives, using the interest method. Equity securities unrealized gains and losses are recognized in the consolidated statements of income and comprehensive income. Gains and losses on the sale of securities are recorded on the trade date and are determined using the specific identification method.

Management evaluates securities for other-than-temporary impairment at least on a quarterly basis, and more frequently when economic or market concerns warrant such evaluation. Consideration is given to (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near-term prospects of the issuer, and (3) for equity securities, the intent and ability of the Corporation to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value. Other than temporary impairment (OTTI) loss is recognized in earnings through the consolidated statements of income and comprehensive income in the period in which OTTI loss is incurred, except for the non-credit component of OTTI losses on debt securities, which are recognized in other comprehensive income.

Investments of the Corporation are exposed to various risks, such as interest rate, market, currency and credit risks. Market risks include global events which could impact the value of investment securities, such as a pandemic or international conflict. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect investment assets reported in the financial statements.

Recently Adopted Accounting Standards: Securities

Under the recently adopted accounting standard for Current Expected Credit Losses (CECL), management determines the appropriate classification of debt securities at the time of purchase and re-evaluates such designation as of each balance sheet date. This is explained in more detail in Note 1 under "Recently Adopted Accounting Standards: Current Expected Credit Losses (CECL)". Securities available for sale are those debt securities that the Corporation intends to hold for an indefinite period of time, but not necessarily to maturity. Any decision to sell an available for sale debt security would be based on various factors. These securities are stated at fair value. Unrealized gains (losses) are reported as changed in other comprehensive income, a component of shareholders' equity, net of the related deferred tax effect. Premiums and discounts are recognized as interest income over the estimated lives of the securities, using the interest method. Securities held to maturity are those debt securities that the Corporation has the intent and ability to hold to maturity. These debt securities are stated at cost adjusted for amortization of premiums and accretion of discounts, which is recognized as interest income over their estimated lives, using the interest method. Equity securities unrealized gains and losses are recognized in the consolidated statements of income and comprehensive income. Gains and losses on the sale of securities are recorded on the trade date and are determined using the specific identification method. On a quarterly basis, held to maturity debt securities are measured for expected credit losses on a collective (pool) basis by major security type. The Corporation held no securities classified as held to maturity at or during the years ended December 31, 2023 and 2022. At least quarterly, available for sale debt securities in an unrealized loss position are evaluated individually for impairment. A debt security is deemed impaired if the fair value of the investment is less than its amortized cost. The Corporation considers both its intent to sell and the likelihood that it will not have to sell the investment securities before recovery of their amortized cost basis during its evaluation. If the Corporation intends to sell the investment security or it is more likely than not that it will be required to sell the investment security, the entire impairment is recorded in earnings. For available for sale securities that do not meet these criteria, the Corporation evaluates whether the decline in fair value has resulted from credit losses or other factors. In making this assessment, consideration is given to the issuer of the securities and their creditworthiness, any changes to the rating of the security and any adverse conditions specifically related to the security, among other factors. Also, the business and financial outlook of the issuer, as well as broader economic performance indicators, may be evaluated. If this assessment indicates that a credit loss exists, the present value of cash flows expected to be collected from the security is compared to the amortized cost basis of the security. If the present value of cash flows expected to be collected is less than the amortized cost basis, a credit loss exists and an allowance for credit losses is recorded for the credit loss, limited by the amount that the fair value is less than amortized cost. Any impairment that has not been recorded through an allowance for credit losses is recognized in other comprehensive income. Changes in the allowance for credit losses are recorded as provision for (or reversal of) credit loss expense. Losses are charged against the allowance when management believes the available for sale debt security is confirmed as uncollectible or when there is an intent or requirement to sell the security. The Corporation has elected to exclude accrued interest receivable on available for sale debt securities from the allowance for credit losses calculation. A debt security is placed on nonaccrual status at the time any principal or interest payments become 90 days past due. The receivable for interest income that is accrued but not collected is reversed against interest income when the debt security is placed on nonaccrual status.

Time Certificates of Deposit

Time certificates of deposit are carried at cost, which approximates fair value.

Loans

The Bank grants commercial, residential and consumer loans to customers primarily within Juniata, Perry, Cumberland, and Dauphin Counties of Pennsylvania and the surrounding area. A large portion of the loan portfolio is secured by real estate. Although the Bank has a diversified loan portfolio, its debtors' ability to honor their contracts is influenced by the region's economy.

Loans 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 credit losses and any deferred fees or costs. Interest income is accrued on the unpaid principal balance. Loan origination fees, net of related costs, are deferred and recognized as an adjustment of the yield (interest income) of the related loans. The Corporation is generally amortizing these amounts over the contractual life of the loan.

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)
Loans (Continued)

Loan delinquency is measured based on the number of days since the payment due date. The Corporation considers a loan as past due when the payment is 30 days delinquent. Loans less than 90 days delinquent are deemed to have an insignificant delay in payment and generally continue to accrue interest. The accrual of interest is generally discontinued when the contractual payment of principal or interest has become 90 to 120 days past due, or management has significant 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 non-accrual status, unpaid interest credited to income is reversed. Interest received on non-accrual loans generally is 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 and the ultimate collectability of the total contractual principal and interest is no longer in doubt. When management determines that the Bank will not be able to collect the entire outstanding principal from either primary or secondary repayment sources, management recommends for charge-off the amount of principal that exceeds the liquidation value (orderly or forced) of the collateral or the entire principal balance if unsecured.

Loan Risk Assessment:

The Bank has a diverse loan portfolio with varying degrees of risk within each segment of the portfolios as discussed below.

Commercial –

a. Commercial and industrial loans include loans to businesses for general commercial purposes and include permanent and short-term working capital, machinery and equipment financing, and may be either in the form of lines of credit, demand, or term loans. Some commercial and industrial loans may be unsecured to higher-rated customers, but the majority of these loans are secured by the borrower's accounts receivable, inventory and machinery and equipment. The collateral may also include the business real estate or the business owner's personal real estate or assets. Commercial and industrial loans have credit exposure since they are more susceptible to risk of loss during a downturn in the economy as borrowers may have greater difficulty in meeting their debt service requirements and the value of the collateral may decline.

b. Obligations of state and political subdivisions in the U.S. loans are generally backed by the full faith, credit and taxing power of the governmental entity.

c. Commercial construction and land development loans are also included in this segment. The risk of loss on these loans is contingent on the assessment of the property's value at the completion of the project, which should exceed the property's construction costs. A number of factors can negatively affect the project during the construction phase such as cost overruns, delays in completing the project, competition, and real estate market conditions which may change based on the supply of similar properties in the area. If the collateral value at the completion of the project is not sufficient to cover the outstanding loan balance, repayment of the loan would potentially need to rely on other repayment sources, including the guarantors of the project or other collateral securing the loan.

Commercial Real Estate –

a. Owner-occupied commercial real estate loans are generally dependent upon the successful operation of the borrower's business, with the cash flows generated from the business being the primary source of repayment of these loans. If the business suffers a downturn in sales or profitability, the borrower's ability to repay the loan could be in jeopardy, which could increase the risk of loss.

b. Non-owner occupied and multi-family commercial real estate loans are dependent on the borrower's ability to generate a sufficient level of occupancy to produce rental income that exceeds debt service requirements and operating expenses. Lower occupancy or lease rates may result in a reduction in cash flows, which may affect the ability of the borrower to meet debt service requirements, and may result in lower collateral values, which represents a higher inherent risk than owner-occupied commercial loans.

Agricultural –

Farm and agricultural loans consist of commercial loans to local, family-owned farms for operation of farm activities including raising and selling cattle or milk produced, raising and selling poultry, and raising and selling crops. The risks to repayment of farm loans include unfavorable weather conditions that can affect the production of crops for sale or feed, milk production and mortality rates of cattle and poultry that can be affected if cattle or poultry become ill, and milk or other commodity prices paid which can vary depending on market prices and government subsidies. Collateral for these types of loans typically consists of farm real estate, but can also include equipment, livestock and crops.

Residential –

a. 1-4 family owner-occupied real estate loans include fixed and adjustable-rate first and junior-lien mortgage loans with the underlying 1-4 family owner-occupied residential property securing the loan. Risk exposure is mitigated somewhat through the evaluation of the credit worthiness of the borrower, including credit scores and debt-to-income ratios, and limits on the loan-to-value ratios.

b. Home equity term loans and lines of credit represent a slightly higher risk than 1-4 family first liens, as these loans can be first or second liens on 1-4 family owner occupied residential property, but there are loan-to-value limits on the value of the real estate taken as collateral. The credit worthiness of the borrower is considered including credit scores and debt-to-income ratios.

c. Non-owner occupied 1-4 family residential loans are dependent on the borrower's ability to generate a sufficient level of occupancy to produce rental income that exceeds debt service requirements and operating expenses. Lower occupancy or lease rates may result in a reduction in cash flows, which may affect the ability of the borrower to meet debt service requirements, and may result in lower collateral values, which represents a higher inherent risk than owner-occupied 1-4 family residential loans.

Loan Risk Assessment (Continued)

Consumer –

Installment and other consumer loan credit risk is mitigated through evaluation of the credit worthiness of the borrower through credit scores and debt-to-income ratios and, if secured, the collateral value of the assets. However, these loans can be unsecured or secured by assets that may depreciate quickly or may fluctuate and represent a greater risk than 1-4 family residential loans.

Recently Adopted Accounting Standards: Current Expected Credit Losses (CECL)

Effective January 1, 2023, the Company adopted Accountant Standards Update ("ASU") No. 2016-13 (Topic 326) *Financial Instruments – Credit Losses: Measurement of Credit Losses on Financial Instruments*, which eliminated the probable initial recognition threshold for credit losses and instead requires that all financial assets (or group of financial assets) measured at amortized cost be presented at the net amount expected to be collected inclusive of the entity's current estimate of all lifetime expected credit losses. This guidance also applies to certain off-balance sheet credit exposures such as unfunded commitments and non-derivative financial guarantees.

The Corporation adopted ASC 326 using the modified retrospective transition approach for all financial assets measured at amortized cost and off-balance sheet exposures. This method resulted in recording a cumulative-effect adjustment as of the beginning of 2023 with no change to prior periods.

Additionally, ASC 326 made changes to the accounting for available for sale debt securities. ASC 326 requires credit losses to be presented as an allowance, rather than as a write-down, on available for sale debt securities management does not intend to sell or believes that it is more likely than not they will be required to sell. The Corporation adopted ASC 326 using the prospective transition approach for debt securities for which other-than-temporary impairment had been recognized prior to January 1, 2023. The effect of a prospective transition approach is to maintain the same amortized cost basis before and after the effective date of ASC 326. The Corporation did not record a cumulative-effect adjustment related to its available for sale securities upon adoption of ASC 326.

The Corporation elected not to measure an allowance for credit losses on accrued interest receivable on loans receivable or accrued interest receivable on available for sale debt securities as the Corporation's policy is to reverse interest income for uncollectible accrued interest receivable balances in a timely manner. Effective January 1, 2023, the Corporation adopted Accounting Standards Update ("ASU") No. 2022-02, *Financial Instruments – Credit Losses (Topic 326): Troubled Debt Restructurings and Vintage Disclosure*. This ASU eliminates the accounting guidance for troubled debt restructurings ("TDRs") and requires that the Corporation evaluate, based on the accounting for loan modifications, whether the borrower is experiencing financial difficulty and the modification results in a more-than-insignificant direct change in the contractual cash flows and represents a new loan or a continuation of an existing loan, which the Corporation refers to as troubled loan modifications. This change required all loan modifications to be accounted for under the general loan modification guidance in ASC 310-20 *Receivables – Nonrefundable Fees and Other Costs*, and subjects entities to new disclosure requirements on loan modifications to borrowers experiencing financial difficulty. Upon adoption of ASC 326, the troubled debt restructurings were evaluated and included in the loan segment pools if the loans shared similar risk characteristics to other loans in the pool or remained with loans individually evaluated for which the allowance for credit losses was measured using the collateral-dependent or discounted cash flow method. The Corporation adopted ASU 2022-02 using a modified retrospective transition approach which did not have a material impact on the consolidated financial statements. As a result of the adoption of ASC 326 (CECL), the Corporation recognized a decrease of $381,000 in retained earnings as of January 1, 2023 for the cumulative effect of the adoption.

Allowance for Credit Losses

The allowance for credit losses represents the amount that, in management's judgment, appropriately reflects credit losses inherent in the loan portfolio at the balance sheet date. Loans deemed to be uncollectible are charged against the allowance for credit losses on loans, and subsequent recoveries, if any, are credited to the allowance for credit losses on loans when received. Changes to the allowance for credit losses are recorded through the provision for credit losses in the consolidated statements of income and comprehensive income.

The allowance for credit losses is maintained at a level considered appropriate to absorb credit losses over the expected life of the loan. The allowance for credit losses is determined based on a quantitative assessment of two categories of loans: collectively (pooled) evaluated loans and individually evaluated loans. In addition, the allowance for credit losses also includes a qualitative component which adjusts the CECL model results for risk factors that are not considered within the CECL model, but are relevant in assessing the expected credit losses within the loan classes.

Management has adopted a 9-point risk rating scale to measure and manage credit risk within the loan portfolio. The first five levels, representing the lowest risk, are combined and given a "Pass" rating: Level 1 – minimal risk; Level 2 – moderate risk; Level 3 – average risk; Level 4 – acceptable risk; or Level 5 – marginally acceptable risk. Management generally follows regulatory definitions in assigning criticized ratings to loans: Level 6 – "Special Mention;" Level 7 – "Substandard;" Level 8 – "Doubtful;" or Level 9 – "Loss." Special Mention loans have potential weaknesses that may, if not checked or corrected, weaken the asset or inadequately protect the Corporation's position at some future date. These assets pose elevated risk, but their weakness does not yet justify a more severe or classified rating. Substandard loans are classified as they have a well-defined weakness or weaknesses that jeopardize liquidation of the debt. These loans are characterized by the distinct possibility that the Corporation will sustain some loss if the deficiencies are not corrected. A Doubtful loan has a high probability of total or substantial loss, but because of specific pending events that may strengthen the asset, its classification as Loss is deferred. Loss loans are considered uncollectible, as the borrowers are often in bankruptcy, have suspended debt repayments, or have ceased business operations. Once a loan is classified as Loss, there is little prospect of collecting the loan's principal or interest and it is charged-off.

The Corporation has a loan review policy and program which is designed to identify and monitor risk in the lending function. Semi-annually, an independent third-party performs a loan review of a sample of the loan portfolio. Quarterly, all criticized and classified loans graded Level 6 and higher are reviewed by management.

The allowance for credit losses is measured on a collective basis when similar risk characteristics exist within the Corporation's loan segments between commercial and consumer. For purposes of estimating the Corporation's allowance for credit losses, management generally evaluates collectively evaluated loans by federal call code in order to group loans with similar risk characteristics. Each of these loan segments are broken down into multiple loan classes, which are characterized by loan type, collateral type, risk attributions and the manner in which management monitors the performance of the borrower. The risks associated with lending activities differ and are subject to the impact of change in interest rates, market conditions and the impact on the collateral securing the loans, and general economic conditions. The commercial loan segments include commercial real estate, acquisition and development, commercial and industrial, agriculture, and municipal loan classes. The consumer loan segments include residential mortgage, installment and other consumer loans.

Loans collectively evaluated includes loans on accrual status, except for loans previously restructured that do not share similar risk characteristics which are individually evaluated. The allowance for credit losses for loans collectively evaluated is measured using a lifetime expected loss rate model that considers historical loss performance and past events in addition to forecasts of future economic conditions. The Corporation elected to used the discounted cash flow methodology for the quantitative analysis for all of its loan segments, which applies the probability of default, using a loss driver model and loss given default factors to future cash flows, and then adjusts to the net present value to derive the required reserve. The probability of default estimates is derived through the application of reasonable and supportable economic forecasts to the regression models, which incorporates the Corporation's and peer loss-rate data, unemployment rate and GDP. The reasonable and supportable forecasts of the selected economic metrics are then input into the regression model to calculate an expected default rate. The Corporation has elected to forecast for the first four quarters of the credit loss estimate and revert on a straight-line basis. The expected default rates are then applied to expected loan balances estimated through the consideration of contractual repayment terms and expected prepayments. The prepayment and curtailment assumptions adjust the contractual terms of the loan to arrive at the expected cash flows. The development and validation of credit models also included determining the length of the reasonable and supportable forecast and regression period and utilizing national and/or regional peer group historical loss rates. Management selected the national unemployment rate and GDP as the drivers of the quantitative portion of collectively evaluated reserves on loan classes reliant upon the discounted cash flow methodology, primarily as a result of high correlation coefficients identified in regression modeling. For agriculture, consumer, and municipal loan segments, the quantitative reserve was calculated using third-party credit risk benchmark loss given default inputs.

Loans that do not share similar risk characteristics are evaluated on an individual basis and are excluded from the collective evaluation for the allowance for credit losses. Loans evaluated individually for expected credit losses include loans on nonaccrual status, and may include accruing loans that do not share similar risk characteristics to other accruing loans collectively evaluated, where the total credit exposure of the borrowing relationship is $250,000 or more. In addition, loans evaluated individually for expected credit losses may include loans where the total credit exposure is less than $250,000 if the loan was ever individually evaluated. A specific reserve analysis is applied to the individually evaluated loans, which considers collateral value, an observable market price or the present value of expected cash flows. A specific reserve may be assigned if the measured value of the loan using one of the before mentioned methods is less than the current carrying value of the loan.

A loan is considered collateral-dependent when the Corporation determines foreclosure is probable or the borrower is experiencing financial difficulty and the Corporation expects repayment to be provided substantially through the operation or sale of the collateral. Collateral could be in the form of real estate, equipment or business assets. An allowance for credit losses may result for a collateral-dependent loan if the fair value of the underlying collateral, as of the reporting date, adjusted for expected costs to repair or sell, was less than the amortized cost basis of the loan. If repayment of the loan is instead dependent only on the operation, rather than the sale of the collateral, the measure of the allowance for credit losses does not incorporate estimated costs to sell. For loans analyzed on the basis of projected future principal and interest cash flows, the Corporation will discount the expected cash flows at the effective interest rate of the loan, and an allowance for credit losses would result if the present value of cash flows was less than the amortized cost basis of the loan.

Based on management's analysis, adjustments may be applied for additional factors impacting the risk of loss in the loan portfolio beyond the quantitatively calculated reserve on collectively evaluated loans. As the quantitative reserve calculation incorporates historical conditions, management may consider an additional or reduced reserve is warranted through qualitative risk factors based on current and expected conditions. These qualitative risk factors considered by management are comparable to legacy factors prior to the adoption of ASC 326 and include significant or unexpected changes in:

- Changes in lending policies, procedures and strategies
- Changes in nature and volume of portfolio
- Staff experience
- Changes in volume and trends in classified loans, delinquencies and nonaccrual
- Concentration risk

Allowance for Credit Losses (Continued)

- Trends in underlying collateral value
- External factors: competition, legal, regulatory
- Changes in quality of the loan review system
- Economic conditions

For off-balance sheet credit exposures, the Corporation estimates expected credit losses over the contractual period in which the Corporation is exposed to credit risk from the contractual obligation to extend credit, unless that obligation is unconditionally cancellable by the Corporation. The allowance for credit losses on off-balance sheet credit exposures includes consideration of the utilization rates expected on the loan commitments, and estimates the expected credit losses for the undrawn commitments by the loan segments. The allowance for credit losses on off-balance sheet credit exposures is recorded in other liabilities on the consolidated balance sheet and is adjusted through the provision for credit losses in the consolidated statement of income.

Quarterly, a comprehensive analysis of the allowance for credit losses is performed by the Corporation. Management evaluates the adequacy of the allowance for credit losses utilizing a defined methodology to determine if it properly addresses the current and expected risks in the loan portfolio, which considers the performance of borrowers and specific evaluation of individually evaluated loans including historical loss experiences, trends in delinquencies, nonperforming loans and other risk assets, and the qualitative factors. Risk factors are continuously reviewed and adjusted, as needed, by management when conditions support a change. Management believes its approach properly addresses relevant accounting and bank regulatory guidance for loans both collectively and individually evaluated.

Restricted Investment in Bank Stocks

Restricted investment in bank stocks represents required investments in the common stock of correspondent banks, including Atlantic Community Bankers Bank in the amount of $20,000, and the Federal Home Loan Bank (FHLB) of Pittsburgh in the amount of $3,279,000 at December 31, 2023. At December 31, 2022, the required investment in Atlantic Community Bankers Bank was $20,000 and the Federal Home Loan Bank (FHLB) of Pittsburgh was $3,463,000. No readily available market exists for these stocks. These restricted investments are carried at cost, which is considered to be fair value.

Management evaluates the restricted stock for impairment in accordance with FASB ASC Topic 942, *Financial Services – Depository and Lending*. Management's determination of whether these investments are impaired is based on their assessment of the ultimate recoverability of their cost rather than by recognizing temporary declines in value. The determination of whether a decline affects the ultimate recoverability of their cost is influenced by criteria such as (1) the significance of the decline in net assets of the entity as compared to the capital stock amount and the length of time this situation has persisted, (2) commitments by the entity to make payments required by law or regulation and the level of such payments in relation to the operating performance of the entity, and (3) the impact of legislative and regulatory changes on institutions and, accordingly, on the customer base of the entity.

Management believes no impairment charge is necessary related to its restricted stock as of December 31, 2023 or 2022.

Premises and Equipment

Land is carried at cost. The Corporation capitalizes any assets with a cost of $5,000 or greater. Premises and equipment are stated at cost less accumulated depreciation computed on the straight-line method over the estimated useful lives of the assets. Leasehold improvements are depreciated over the shorter of the estimated useful lives or the lease terms. Maintenance and repairs are expensed when incurred and expenditures for significant improvements are capitalized.

Foreclosed Real Estate

Foreclosed real estate includes assets acquired through foreclosure and loans identified as in- substance foreclosures. A loan is classified as an in-substance foreclosure when the Corporation has taken possession of the collateral regardless of whether formal foreclosure proceedings have been commenced. Foreclosed real estate is initially valued at its estimated fair market value, net of anticipated selling costs, at the time of foreclosure, establishing the property's new basis. Subsequent to foreclosure, valuations are periodically performed by management and the foreclosed assets are carried at the lower of carrying amount or fair value less cost to sell. Gains and losses on the sale of foreclosed real estate and write-downs from periodic revaluations on foreclosed real estate are included in other income, while incurred expenses on foreclosed real estate are included in other expenses. There was no foreclosed real estate at December 31, 2023 or 2022.

Transfers of Financial Assets

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

Derivative Financial Instruments

The Corporation's asset liability and risk management activities include the use of a derivative to mitigate risk to the Corporation. The Corporation's goal in using an interest rate derivative is to manage interest rate sensitivity and volatility so that movements in interest rates do not significantly adversely affect earnings or capital.

The Corporation records all derivatives on the consolidated balance sheets at fair value. Fair value is based on dealer quotes, pricing models, discounted cash flow methodologies or similar techniques for which the determination of fair value may require significant judgment or estimation.

At inception, the Corporation formally documents all relationships between the hedging instrument and hedged items, as well as the risk management objectives and strategies for undertaking the hedge. The Corporation assesses the hedge, both at inception and on an ongoing basis, to determine whether the derivative used in a hedging transaction is effective in offsetting changes in the fair value or cash flows of the hedged item and whether the derivative is expected to remain effective during subsequent periods. The Corporation discontinues hedge accounting when (1) it determines that a derivative is no longer effective in offsetting changes in fair value or cash flows of a hedged item; (2) the derivative expires or is sold, terminated or exercised; (3) probability exists that the forecasted transaction will no longer occur; or (4) management determines that designating the derivative as a hedging instrument is no longer appropriate. When hedge accounting is discontinued and a derivative remains outstanding, the Corporation recognizes the derivative in the consolidated balance sheets at its fair value and changes in the fair value are recognized in the consolidated statements of income and comprehensive income.

At inception, the Corporation designates a derivative as (1) a hedge of the exposure to changes in the fair value of recognized assets or liabilities or of unrecognized firm commitments attributable to a particular risk, such as interest rate risk (fair value hedge) or (2) a hedge of the exposure to variability in expected cash flows or other types of forecasted transactions (cash flow hedge). For a derivative treated as a fair value hedge, a change in fair value is recorded as an adjustment to the hedged item and recognized in earnings. For a derivative treated as a cash flow hedge, the effective portion of the derivative's change in fair value is recorded as an adjustment to the hedged item and recognized as a component of accumulated other comprehensive income (loss) within shareholder's equity while the ineffective portion of a change in fair value is recorded as an adjustment to the hedged item and recognized in earnings. For more information on derivative financial instruments see Note 14.

Advertising Costs

The Corporation charges the costs of advertising to expense as incurred. Advertising expense was $421,000 and $346,000 for the years ended December 31, 2023 and 2022, respectively.

Income Taxes

Deferred income taxes are provided on the liability method whereby deferred tax assets are recognized for deductible temporary differences and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax basis. Deferred tax assets are reduced by a valuation allowance, when in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted through the provision for income taxes for the effects of changes in tax laws and rates on the date of enactment.

Earnings per Share

Basic earnings per share represents net income divided by the weighted average number of common shares outstanding during the period. The weighted average number of common shares outstanding was 2,829,567 for the years ended 2023 and 2022.

Segment Reporting

Management does not separately allocate expenses, including the cost of funding loan demand, between the commercial, retail, trust and other operations of the Corporation. As such, discrete financial information is not available and segment reporting would not be meaningful.

Comprehensive Income

Accounting principles generally accepted in the United States of America generally require that recognized revenue, expenses, gains and losses be included in net income. Changes in certain assets and liabilities, such as unrealized gains (losses) on debt securities available for sale, and derivatives used in cash flow hedges, are reported as a separate component of the equity section of the consolidated balance sheets. Such items, along with net income, are components of comprehensive income. Changes in equity securities are recorded in the consolidated statements of income and comprehensive income.

The components of accumulated other comprehensive income (loss) and related tax effects are presented in the following table (in thousands):

	Unrealized Gains/(Losses) on Securities Available for Sale	Cash Flow Hedge	Total
Balance, December 31, 2021	$ 1,996	$ 1,206	$ 3,202
Change in unrealized losses on securities available for sale	(32,465)	-	(32,465)
Change in unrealized gains on cash flow hedge	-	3,384	3,384
Tax effect of current period changes	6,818	(711)	6,107
Other comprehensive income	(25,647)	2,673	(22,974)
Balance, December 31, 2022	$ (23,651)	$ 3,879	$ (19,772)
Change in unrealized gains on securities available for sale	5,866	-	5,866
Change in unrealized losses on cash flow hedge	-	(643)	(643)
Tax effect of current period changes	(1,232)	136	(1,096)
Other comprehensive income	4,634	(507)	4,127
Balance, December 31, 2023	$ (19,017)	$ 3,372	$ (15,645)

Loans Serviced

Currently, the Bank originates some single-family residential loans for immediate sale in the secondary market and Quicken Loans services the loans. At December 31, 2023 and 2022, the balance of loans serviced for others was $16,938,000 and $19,439,000 respectively. The estimated fair value of mortgage servicing rights (MSRs) related to loans sold and serviced by the Corporation is recorded as an asset upon sale of such loans. MSRs are amortized as a reduction to servicing income over the estimated lives of the underlying loans. MSRs are evaluated periodically for impairment, by comparing the carrying amount to the estimated fair value. Mortgage servicing income was $49,000 and $52,000 for 2023 and 2022, respectively, which is reflected in other income on the consolidated statements of income and comprehensive income. Fair value of MSRs was $ 0 and $2,000 at December 31, 2023 and 2022 respectively.

NOTE 1 – SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Off Balance Sheet Financial Instruments

In the ordinary course of business, the Corporation has entered into off balance sheet financial instruments consisting of commitments to extend credit and standby letters of credit. Such financial instruments are recorded in the consolidated financial statements when they become payable.

Fair Value Measurements

Fair values of financial instruments are estimated using relevant information and assumptions, as more fully disclosed in Note 13. Fair value estimates involve uncertainties and matters of significant judgment. Changes in assumptions or in market conditions would significantly affect the estimates.

Revenue Recognition

All of the Corporation's revenue from contracts with customers within the scope of FASB ASC 606, Revenue from Contracts with Customers, is recognized within noninterest income in the statements of income and comprehensive income. Consistent with ASC 606, noninterest income covered by this guidance is recognized as services are transferred to our customers in an amount that reflects the consideration we expect to be entitled to in exchange for those services.

Following is further detail of the various types of revenue the Corporation earns and when it is recognized.

Interest income: Interest income is generated from various sources, including loans outstanding and investments, and is recognized on an accrual basis according to loan agreements, securities contracts or other such written contracts. These revenues are outside the scope of ASC 606.

Service charges on deposit accounts: Service charges are generated from customer deposit accounts for overdraft and account maintenance services. Overdraft fees are recognized when the overdraft occurs. Account maintenance fees, which relate primarily to monthly maintenance, are earned over the course of a month, representing the period over which the Corporation satisfies the performance obligation. The Corporation also earns fees from its customers for other transaction-based services. Such services include safe deposit, box, ATM, stop payment, wire transfer fees, foreign currency order fees and merchant service fees. In each case, these service charges and fees are recognized in income at the time or within the same period that the Corporation's performance obligation is satisfied.

Fiduciary activities: Revenue is primarily comprised of fees earned from the management and administration of trusts, estates and other customer assets and by providing investment brokerage services. Fees that are transaction-based (e.g., execution of trades) are recognized at the time of the transaction. Other fees, such as general management of assets, are earned over time as the contracted monthly or quarterly services, such as account availability, reporting and general administration, are provided. These fees are assessed based on either account activity or the market value of assets under management at month end.

Earnings on investment in life insurance: Revenues are generated from life insurance policies by increases in cash surrender values as premiums are paid, and by the redemption and payout of the policies. These revenues are recognized at the time of carriers reporting cash surrender values to the Corporation and at the time proceeds are received. These revenues are outside the scope of ASC 606.

NOTE 1 – SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)
Revenue Recognition (Continued)

ATM and debit card fees: ATM fees are generated from non-customer ATM transactions initiated with the Corporation's ATM's. These fees are transaction-based and are recognized at the time the Corporation processes the transaction. Other debit card fees are primarily comprised of interchange fees from debit cardholder transactions conducted through various payment networks. Interchange fees from cardholder transactions are substantially driven by the underlying transaction value and are recognized daily, concurrently with the transaction processing services.

Investment securities gains(losses) from sales and unrealized gains(losses) on equities: Gains(losses) presented in other income represent amounts realized on the sale of all types of investment securities. Unrealized gains(losses) on equity securities are also included in this grouping representing changes in market value of equity investment securities that are available for sale. These gains (losses) are recognized upon being realized or at the time the investments are marked to market (generally daily), as applicable. These revenues are outside the scope of ASC 606.

Realized gains on sales of assets: Realized gains on the sale of assets represent proceeds in excess of carrying value for property and equipment used in the operations of the Corporation, repossessed assets, or real estate acquired through foreclosure. These gains are recognized at a point in time once control of the assets have transferred to the buyers and collectability of the transaction price is reasonably assured.

Mutual fund commissions: Revenues are generated from *c*ommissions on the sales of mutual funds. These are transaction-based fees that are recognized in income at the time of sale or within the same period that the Corporation's performance obligation is satisfied.

Other income: Other income is comprised primarily of secondary market loan fees, other fees and commissions, all of which are transaction-based fees that are recognized in income at the time or within the same period that the Corporation's performance obligation is satisfied. Also included within other income is a minimal amount of income from an insignificant investment in a limited liability company. The income recognized from this investment is recognized when earned and is outside the scope of ASC 606.

NOTE 2 - RESTRICTIONS ON CASH AND DUE FROM BANKS

In return for services obtained through correspondent banks, the Corporation is required to maintain non-interest bearing cash balances in those correspondent banks. Compensating balances approximated $500,000 and $400,000 at December 31, 2023 and 2022, respectively.

NOTE 3 - SECURITIES

Amortized cost and fair value at December 31, 2023 and December 31, 2022 were as follows:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
		(In Thousands)		
SECURITIES AVAILABLE FOR SALE:				
December 31, 2023:				
U.S. agency securities	**$ 42,664**	**$ -**	**$ (3,877)**	**$ 38,787**
Mortgage-backed securities	**83,640**	**75**	**(11,232)**	**72,483**
State and municipal securities	**84,241**	**71**	**(9,109)**	**75,203**
Equity securities	**635**	**592**	**-**	**1,227**
	$ 211,180	**$ 738**	**$ (24,218)**	**$ 187,700**
December 31, 2022:				
U.S. agency securities	$ 46,615	$ 2	$ (4,671)	$ 41,946
Mortgage-backed securities	82,963	-	(12,486)	70,477
State and municipal securities	86,418	34	(12,816)	73,636
Equity securities	635	679	-	1,314
	$ 216,631	$ 715	$ (29,973)	$ 187,373

The following table shows the Corporation's investments' gross unrealized losses and fair value, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, at December 31, 2023 and December 31, 2022:

	Less than 12 Months		12 Months or More		Total	
	Fair Value	**Unrealized Losses**	**Fair Value**	**Unrealized Losses**	**Fair Value**	**Unrealized Losses**
December 31, 2023			(In Thousands)			
SECURITIES AVAILABLE FOR SALE:						
U.S. agency securities	**$ 617**	**$ -**	**$ 37,764**	**$ 3,877**	**$ 38,381**	**$ 3,877**
Mortgage-backed securities	**5,654**	**43**	**62,845**	**11,189**	**68,499**	**11,232**
State and municipal securities	**1,085**	**4**	**67,896**	**9,105**	**68,981**	**9,109**
	$ 7,356	**$ 47**	**$ 168,505**	**$ 24,171**	**$ 175,861**	**$ 24,218**

NOTE 3 - SECURITIES (CONTINUED)

December 31, 2022	Less than 12 Months Fair Value	Less than 12 Months Unrealized Losses	12 Months or More Fair Value	12 Months or More Unrealized Losses	Total Fair Value	Total Unrealized Losses
	(In Thousands)					
SECURITIES AVAILABLE FOR SALE:						
U.S. agency securities	$ 14,087	$ 1,072	$ 26,156	$ 3,599	$ 40,243	$ 4,671
Mortgage-backed Securities	22,086	1,485	48,390	11,001	70,476	12,486
State and municipal Securities	39,955	4,237	29,967	8,579	69,922	12,816
	$ 76,128	$ 6,794	$ 104,513	$ 23,179	$ 180,641	$ 29,973

At December 31, 2023, sixty-three U.S. agency securities have unrealized losses with aggregate depreciation of 9.2% from the Corporation's amortized cost basis. At December 31, 2022, sixty-three U.S. agency securities had unrealized losses with aggregate depreciation of 10.1% from the Corporation's amortized cost basis. In management's opinion, these unrealized losses relate primarily to changes in interest rates.

At December 31, 2023, ninety-four mortgage-backed securities have unrealized losses. The aggregate depreciation from the Corporation's amortized cost basis on these securities is 14.1%. At December 31, 2022, ninety-one mortgage-backed securities had unrealized losses. The aggregate depreciation from the Corporation's amortized cost basis on these securities was 15.1%. In management's opinion, these unrealized losses relate to changes in interest rates. The Corporation's mortgage backed security portfolio consists of only government sponsored agencies, and contains no private label securities.

At December 31, 2023, one hundred and fifty-seven state and municipal securities have unrealized losses with aggregate depreciation of 11.7% from the Corporation's amortized cost basis. At December 31, 2022, one hundred and sixty-six state and municipal securities had unrealized losses with aggregate depreciation of 14.8% from the Corporation's amortized cost basis. In management's opinion, these unrealized losses relate primarily to changes in interest rates. In analyzing the issuer's financial condition, management considers the issuer's bond rating as well as the financial performance of the respective municipality.

In management's opinion none of the debt securities have declines in value that are deemed to be other than temporary.

NOTE 3 - SECURITIES (CONTINUED)

Amortized cost and fair value at December 31, 2023 by contractual maturity are shown below. Municipal securities with prerefunded issues are included in the category in which payment is expected to occur. Expected maturities will differ from contractual maturities because issuers may have the right to call or prepay with or without penalties.

	Available for Sale	
	Amortized Cost	**Fair Value**
1 year or less	**$ 999**	**$ 967**
Over 1 year through 5 years	**13,129**	**12,400**
Over 5 years through 10 years	**34,445**	**30,955**
Over 10 years	**78,332**	**69,668**
Mortgage-backed securities	**83,640**	**72,483**
Equity securities	**635**	**1,227**
	$ 211,180	**$ 187,700**

At December 31, 2023 and 2022, securities with a carrying value of $79,702,000 and $86,903,000 respectively, were pledged as collateral as required by law on public deposits and for other purposes.

NOTE 4 - LOANS

The Company adopted the new current expected credit loss accounting guidance, ASC 326, and all related amendments as of January 1, 2023. Certain prior period credit quality disclosures related to impaired loans and individually and collectively evaluated loans were superseded with the current ASC 326 guidance and have not been included below as of December 31, 2023.

Loans receivable, by loan segment, were comprised of the following as of December 31:

	2023	2022
	(In Thousands)	
Commercial	**$ 82,932**	$ 83,332
Commercial real estate	**150,753**	132,532
Agricultural	**46,343**	44,839
Consumer	**8,349**	12,490
Residential	**181,827**	185,756
Total loans receivable	**$ 470,204**	$ 458,949

The allowance for credit losses, by loan segment, was comprised of the following at December 31,2023:

	Commercial	**Commercial Real Estate**	**Agricultural**	**Consumer**	**Residential**	**Un - allocated**	**Total**
				(in Thousands)			
December 31, 2022 Total Allowance for credit losses	**$ 709**	**$ 1,463**	**$ 666**	**$ 443**	**$ 1,732**	**$ 159**	**$ 5,172**
ASC 326 adoption	**569**	**1,005**	**(172)**	**11**	**(669)**	**(159)**	**585**
Provision	**(54)**	**1,626**	**37**	**362**	**(326)**	**-**	**1,645**
Charge-offs	**(80)**	**(789)**	**-**	**(566)**	**-**	**-**	**(1,435)**
Recoveries	**5**	**-**	**-**	**40**	**1**	**-**	**46**
December 31, 2023 Total Allowance for credit losses	**$ 1,149**	**$ 3,305**	**$ 531**	**$ 290**	**$ 738**	**$ -**	**$ 6,013**

NOTE 4 - LOANS (CONTINUED)

The allowance for credit losses and loans receivable, by loan segment, consisted of the following at December 31, 2022:

Allowance for Credit Losses:

	Commercial	Commercial Real Estate	Agricultural	Consumer	Residential	Un - allocated	Total
			(in Thousands)				
December 31, 2021 Total Allowance for loan losses	$ 689	$ 1,344	$ 664	$ 44	$ 1,361	$ 593	$ 4,695
Provision	10	119	2	482	371	(434)	550
Charge-offs	(25)	-	-	(90)	-	-	(115)
Recoveries	35	-	-	7	-	-	42
December 31, 2022 Total Allowance for loan losses	$ 709	$ 1,463	$ 666	$ 443	$ 1,732	$ 159	$ 5,172
Ending balance for loans individually evaluated for impairment	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Ending balance for loans collectively evaluated for impairment	$ 709	$ 1,463	$ 666	$ 443	$ 1,732	$ 159	$ 5,172

Loans Receivable:

	Commercial	Commercial Real Estate	Agricultural	Consumer	Residential	Total
			(in Thousands)			
Individually evaluated for impairment	$ -	$ 954	$ 1,793	$ -	$ 300	$ 3,047
Collectively evaluated for impairment	83,332	131,578	43,046	12,490	185,456	455,902
Total loans	$ 83,332	$ 132,532	$ 44,839	$ 12,490	$ 185,756	$ 458,949

NOTE 4 - LOANS (CONTINUED)

The amortized cost basis of the loan portfolio, by year of origination, loan segment, and credit quality consisted of the following as of December 31, 2023:

	Term Loans Amortized Cost Basis by Origination Year						Revolving Loans Amortized Basis	Revolving Loans Converted to Term	Totals
	2023	2022	2021	2020	2019	Prior			
	In Thousands								
Commercial									
Pass	$ 15,109	$ 13,289	$ 7,273	$ 4,708	$ 6,024	$ 18,196	$ 18,119	$ -	$ 82,718
Special mention	-	80	34	16	19	-	10	-	159
Substandard	-	-	22	-	-	20	13	-	55
Total Commercial	$ 15,109	$ 13,369	$ 7,329	$ 4,724	$ 6,043	$ 18,216	$ 18,142	$ -	$ 82,932
Current period gross charge-offs-Commercial	$ -	$ -	$ -	$ -	$ -	$ -	$ 80	$ -	$ 80
Commercial real estate									
Pass	$ 8,838	$ 28,007	$ 40,300	$ 22,765	$ 12,072	$ 30,024	$ 3,106	$ -	$ 145,112
Substandard	-	454	-	-	4,337	850	-	-	5,641
Total Commercial real estate	$ 8,838	$ 28,461	$ 40,300	$ 22,765	$ 16,409	$ 30,874	$ 3,106	$ -	$ 150,753
Current period gross charge-offs-Commercial real estate	$ -	$ 39	$ -	$ -	$ 750	$ -	$ -	$ -	$ 789
Agricultural									
Pass	$ 2,665	$ 6,374	$ 3,399	$ 2,617	$ 5,180	$ 18,832	$ 3,135	$ -	$ 42,202
Special mention	-	1,612	-	-	-	257	80	-	1,949
Substandard	-	-	-	56	-	2,007	129	-	2,192
Total Agricultural	$ 2,665	$ 7,986	$ 3,399	$2,673	$ 5.180	$ 21,096,	$ 3,344	$ -	$ 46,343
Current period gross charge-offs-Agricultural	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Consumer									
Pass	$ 456	$ 6,166	$ 111	$ 41	$ 13	$ 141	$ 1,421	$ -	$ 8,349
Total Consumer	$ 456	$ 6,166	$ 111	$ 41	$ 13	$ 141	$ 1,421	$ -	$ 8,349
Current period gross charge-offs-Consumer	$ -	$ 520	$ 25	$ -	$ -	$ -	$ 21	$ -	$ 566
Residential									
Pass	$ 23,921	$ 39,260	$ 27,802	$ 18,980	$ 4,501	$ 37,131	$ 28,461	$ 311	$ 180,367
Special mention	-	-	-	-	-	44	-	-	44
Substandard	-	301	-	-	-	1,115	-	-	1,416
Total Residential	$ 23,921	$ 39,561	$ 27,802	$ 18,980	$ 4,501	$ 38,290	$ 28,461	$ 311	$ 181,827
Current period gross charge-offs-Residential	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Total									
Pass	$ 50,989	$ 93,096	$ 78,885	$ 49,111	$ 27,790	$104,324	$ 54,242	$ 311	$ 458,748
Special mention	-	1,692	34	16	19	301	90	-	2,152
Substandard	-	755	22	56	4,337	3,992	142	-	9,304
	$ 50,989	$ 95,543	$ 78,941	$ 49,183	$ 32,146	$108,617	$ 54,474	$ 311	$ 470,204

NOTE 4 - LOANS (CONTINUED)

An analysis of credit quality indicators consisted of the following as of December 31, 2022:

	Commercial	Commercial Real Estate	Agricultural	Consumer	Residential	Total
			(in Thousands)			
Pass	$ 83,220	$ 126,239	$ 41,336	$ 12,490	$ 184,051	$ 447,336
Special mention	11	5,339	1,587	-	596	7,533
Substandard	101	954	1,916	-	1,109	4,080
Doubtful	-	-	-	-	-	-
Loss	-	-	-	-	-	-
Total loans	$ 83,332	$ 132,532	$ 44,839	$ 12,490	$ 185,756	$ 458,949

The amortized cost basis of nonperforming loans, by loan segment, with and without reserves on individually evaluated loans consisted of the following:

December 31, 2023	**Amortized Cost**	**Related Allowance**	**Interest Income Recognized**
With no allowance needed			
Commercial	**$ -**	**$ -**	**$ -**
Commercial Real Estate	**5,641**	**-**	**290**
Agricultural	**759**	**-**	**-**
Residential	**562**	**-**	**12**
With an allowance recorded			
Commercial	**-**	**-**	**-**
Commercial Real Estate	**-**	**-**	**-**
Agricultural	**-**	**-**	**-**
Residential	**-**	**-**	**-**
Total			
Commercial	**-**	**-**	**-**
Commercial Real Estate	**5,641**	**-**	**290**
Agricultural	**759**	**-**	**-**
Residential	**562**	**-**	**12**
Total	**$ 6,962**	**$ -**	**$ 302**

NOTE 4 - LOANS (CONTINUED)

The following is a summary of impaired loans as of December 31, 2022:

December 31, 2022	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized
			(In Thousands)		
With no allowance needed					
Commercial	$ -	$ -	$ -	$ -	$ -
Commercial Real Estate	954	1,116	-	981	-
Agricultural	1,793	1,925	-	1,879	58
Residential	300	486	-	318	-
With an allowance recorded					
Commercial	-	-	-	-	-
Commercial Real Estate	-	-	-	-	-
Agricultural	-	-	-	-	-
Residential	-	-	-	-	-
Total					
Commercial	-	-	-	-	-
Commercial Real Estate	954	1,116	-	981	-
Agricultural	1,793	1,925	-	1,879	58
Residential	300	486	-	318	-
Total	$ 3,047	$ 3,527	$ -	$ 3,178	$ 58

An age analysis of past-due loans is as follows:

December 31, 2023	**30 – 59 Days Past Due**	**60 – 89 Days Past Due**	**90+ Days Past Due**	**Total Past Due**	**Current**	**Total Loans**	**90+ Days Past Due Still Accruing**	**Non-Accrual**
			(In Thousands)					
Commercial	**$ -**	**$ -**	**$ -**	**$ -**	**$ 82,932**	**$ 82,932**	**$ -**	**$ 13**
Commercial Real Estate	**-**	**454**	**-**	**454**	**150,299**	**150,753**	**-**	**5,641**
Agricultural	**8**	**-**	**-**	**8**	**46,335**	**46,343**	**-**	**771**
Consumer	**57**	**93**	**82**	**232**	**8,117**	**8,349**	**82**	**-**
Residential	**25**	**32**	**41**	**98**	**181,729**	**181,827**	**-**	**671**
Total	**$ 90**	**$ 579**	**$ 123**	**$ 792**	**$ 469,412**	**$ 470,204**	**$ 82**	**$ 7,096**

NOTE 4 - LOANS (CONTINUED)

An age analysis of past-due loans is as follows:

December 31, 2022

	30 – 59 Days Past Due	60 – 89 Days Past Due	90+ Days Past Due	Total Past Due	Current	Total Loans	90+ Days Past Due Still Accruing	Nonaccrual
			(In Thousands)					
Commercial	$ -	$ -	$ -	$ -	$ 83,332	$ 83,332	$ -	$ 14
Commercial Real Estate	-	-	-	-	132,532	132,532	-	954
Agricultural	-	-	-	-	44,839	44,839	-	871
Consumer	52	57	14	123	12,367	12,490	14	-
Residential	-	26	240	266	185,490	185,756	-	603
Total	$ 52	$ 83	$ 254	$ 389	$458,560	$458,949	$ 14	$ 2,442

The amortized cost basis during the twelve months ended December 31, 2023 of the loans modified to borrowers experiencing financial difficulty disaggregated by class of financing receivable and type of concession granted was as follows:

	Term Extension	
	Amortized Cost Basis	**% of Class of Financing Receivable**
	(Dollars in Thousands)	
Agricultural	**$ 25**	**0.05%**

The financial effect of the modifications made to borrowers experiencing financial difficulty for the twelve months ended December 31, 2023 was the term extension added a weighted average of 0.67 years to the life of the loans, which did not reduce the monthly payment amounts for the Agricultural borrowers.

During the twelve months ended December 31, 2023, there were no loans modified due to financial difficulty where there was an interest rate reduction or principal balance forgiveness.

During the twelve months ended December 31, 2023 there were no loans modified due to financial difficulty that defaulted in the twelve months subsequent to modification.

Performance of loans that have been modified in the last twelve months as of December 31, 2023:

	Current	**30 – 89 Past Due**	**90+ Days Past Due**	**Total Past Due**
Agricultural	**$ 25**	**$ -**	**$ -**	**$ -**
Total	**$ 25**	**$ -**	**$ -**	**$ -**

NOTE 4 - LOANS (CONTINUED)

There were no commitments to lend additional funds to borrowers with loan modifications as a result of financial difficulty as of December 31,2023.

The following is a summary of Troubled Debt Restructurings for the year ended December 31, 2022 (in thousands):

	Number of contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Troubled Debt Restructurings			
Commercial	1	$ 56	$ 56

There were no Troubled Debt Restructurings that subsequently defaulted for the year ended December 31, 2022.

During 2022 there was one modification to a commercial loan troubled restructuring. This loan was in distress due to the borrower's health and required modification to the payment amount.

No additional funds are committed to be advanced in connection with any loans whose terms have been modified in troubled debt restructurings.

At December 31, 2023 and December 31, 2022 no consumer mortgage loans were in process of foreclosure.

In the ordinary course of business, the Corporation has loan, deposit and other routine transactions with its officers, directors and principal shareholders and entities in which they have principal ownership. Changes during 2023 and 2022 in these related party loans were as follows (in thousands):

	2023	2022
	(In Thousands)	
Balance, beginning	**$ 1,618**	$ 1,349
Advances	**1,110**	1,548
Repayments	**(1,455)**	(1,249)
Balance, ending	**$ 1,273**	$ 1,618

NOTE 5 - PREMISES AND EQUIPMENT

Premises and equipment at December 31 were as follows:

	Range of Useful Lives (in years)	**2023**	2022
		(In Thousands)	
Land	-	**$ 773**	$ 773
Buildings and improvements	7 - 39	**8,402**	8,306
Furniture, equipment and software	3 - 20	**8,840**	8,670
Right of use assets	3 - 5	**269**	246
		18,284	17,995
Accumulated depreciation		**(13,497)**	(12,944)
Premises and equipment, net		**$ 4,787**	$ 5,051

NOTE 6 - LEASES

The Corporation follows FASB ASC 842, *Leases*, which requires recognizing right-of-use (ROU) assets and lease liabilities on the consolidated balance sheets. Lease liabilities represent the Corporation's obligation to make lease payments and are presented at each reporting date as the net present value of the remaining contractual cash flows. Cash flows are discounted based on our best estimate of the rate implicit in the lease. Right-of-use assets represent the Corporation's right to use the underlying asset for the lease term and are calculated as the sum of the lease liability and if applicable, prepaid rent, initial direct costs and any incentives received from the lessor.

The Corporation's long-term lease agreements are classified as operating leases. Certain of these leases offer the option to extend the lease term and the Bank has included such extensions in its calculation of the lease liabilities to the extent the options are reasonably assured of being exercised. The lease agreements do not provide for residual value guarantees and have no restrictions or covenants that would impact dividends or require incurring additional financial obligations. There are no variable short-term lease costs for the years ended December 31, 2023 and 2022.

The Corporation leases its Delaware office (Juniata County), West Shore office (Cumberland County), the Trust & Financial Services office in Mifflintown, the Loan Production Office in Camp Hill, the Elizabethville office, and the land on which its East Waterford office was constructed. The Corporation has an option through June 30, 2024 to purchase the leased land, for a predetermined price of $125,000. The East Waterford land lease is for five years and expires on June 30, 2024 with a five year renewal option. The West Shore office lease is for five years and expires December 31, 2023, and there are two renewal options each for five years. The Trust and Financial Services office lease is for five years and expires February 28, 2024, and there is a renewal option that allows the lease to be renewed at a year-to-year discretion. The Delaware office lease is for five years and expires March 31, 2024, and there is no renewal option. The Loan Production Office lease is for five years and expires February 28, 2026. The Elizabethville office lease is for five years and expires September 30, 2028, and there are two renewal options each for five years. The Corporation also leases four copy machines. The Corporation also received rental income for leasing of available space at its Loysville office.

As of December 31, 2023 and 2022, the weighted average remaining lease term for all operating leases is 3.5 and 2.1 years, respectively. The discount rates used are based on our best estimate of the rate implicit in the leases. The weighted average discount rate associated with operating leases as of December 31, 2023 and 2022, is 3.68% and 3.44%, respectively.

During the years ended December 31, 2023 and 2022, rent expense associated with leases is as follows:

	2023	2022
	(In Thousands)	
Operating lease cost:		
Fixed rent expense	**$ 218**	$ 239
Sublease income	**(36)**	(49)
Net lease cost	**182**	190
Lease cost included in net occupancy and equipment	**182**	190

NOTE 6 – LEASES (CONTINUED)

Amounts recognized as right-of-use assets related to operating leases are included in premises and equipment, net and related liabilities are included in other liabilities on the consolidated balance sheets. At December 31, 2023 and 2022, right-of-use assets and lease liabilities in operating leases were as follows:

	2023	2022
	(In Thousands)	(In Thousands)
Operating lease right-of-use assets	**$ 269**	$ 246
Operating lease liabilities	**269**	246

During the years ended December 31, 2023 and 2022, the corporation had the following cash and non-cash activities associated with leases:

	2022	2022
	(In Thousands)	(In Thousands)
Cash paid for amounts related in the measurement of lease liabilities:		
Operating cash flows from operating leases	**$ 218**	$ 239
Non-cash investing and financing activities:		
Additions to ROU assets obtained from:		
New operating leases	**187**	16

The future payments due under operating leases as of December 31, 2023 are as follows:

		2023
		(In Thousands)
Due in	2024	**$ 95**
	2025	81
	2026	42
	2027	31
	2028 and thereafter	23
	Total	272
	Less effects of discounting	(3)
	Lease liabilities recognized	269

NOTE 7 - DEPOSITS

Deposits were comprised of the following as of December 31:

	2023	2022
	(In Thousands)	
Non-interest bearing demand	**$ 108,811**	$123,148
Interest bearing demand	**87,488**	117,578
Savings	**193,739**	210,735
Time deposits less than $100,000	**83,054**	67,762
Time deposits greater than $100,000	**86,975**	65,450
Total	**$ 560,067**	$ 584,673

Time deposits greater than $250,000 were $32,288,000 and $22,941,000 at December 31, 2023 and 2022, respectively.

Scheduled maturities of time deposits at December 31, 2023 were as follows (in thousands):

2024	**$ 109,716**
2025	**49,260**
2026	**4,856**
2027	**4,119**
2028 and thereafter	**2,078**
Total	**$ 170,029**

The aggregate amount of deposit account overdrafts reclassified as loan balances were $67,000 and $45,000 at December 31, 2023 and 2022, respectively.

Total aggregate deposits of employees, officers, directors and related interests were $6,906,000 and $6,570,000 at December 31, 2023 and 2022, respectively.

NOTE 8 - BORROWINGS

Short-term borrowings at December 31 were as follows:

	2023	2022
	(In Thousands)	
Amount outstanding at end of year:		
Short-term borrowings:		
Repurchase agreements	**$ -**	$ 2,009
FHLB Open Repo Plus overnight line	**28,000**	40,000
	$ 28,000	$ 42,009
Weighted average interest rate at end of year	**5.68 %**	4.25 %
Maximum amount outstanding at any end of month	**$ 34,000**	$ 57,918
Daily average amount outstanding	**24,605**	17,648
Approximate weighted average interest rate for the year	**5.35 %**	2.72 %

NOTE 8 – BORROWINGS (CONTINUED)

Securities sold under agreements to purchase generally mature within one day from the transaction date. At December 31, 2022, securities with a fair value of $4,849,000 were pledged as collateral for these agreements. As of December 31, 2022, the interest rate on securities sold under agreement to repurchase was 0.40%. The securities underlying the agreements were under the Corporation's control.

FHLB and FRB term advances at December 31 were as follows:

		2023	2022
		(In Thousands)	
FHLB:			
Fixed Rate:			
	Maturing in 2023 with a weighted average rate of 4.67%	**$ -**	$ 26,000
	Maturing in 2024 with a weighted average rate of 4.95%	**29,000**	5,000
	Maturing in 2025 with a weighted average rate of 1.01%	**2,000**	2,000
FRB:			
Fixed Rate:			
	Maturing in 2024 with a weighted average of 4.83%	**$ 38,000**	**-**
	Total	**$ 69,000**	$ 33,000

The Corporation has a maximum borrowing capacity through the Federal Home Loan Bank of approximately $263,900,000, of which $204,900,000 was available at December 31, 2023. The borrowing capacity is collateralized by security agreements in certain residential real estate backed assets of the Corporation, including loans and investments. At December 31, 2023, the carrying amount of the qualifying loan collateral was $383 million.

The Corporation also has $64,170,000 in letters of credit through the Federal Home Loan Bank issued to municipalities to secure deposits at December 31, 2023.

The Corporation has borrowings with the Federal Reserve's Bank Term Funding Program. These are term fixed-rate advances. At December 31, 2023, there were $38,000,000 of these advances with a weighted average rate of 4.83%. All of these advances mature in 2024.

The Corporation has a $5,000,000 unsecured fed fund borrowing line at Atlantic Community Bankers Bank. At December 31, 2023, and 2022, there were no outstanding balances on this borrowing line.

The Corporation has issued $5,155,000 of floating rate junior subordinated deferrable interest debentures to a consolidated subsidiary trust, First Community Financial Capital Trust I (the Trust). The Corporation owns all of the common equity of the Trust. The debentures held by the Trust are the sole assets of the Trust.

The Trust issued $5,000,000 of mandatorily redeemable preferred securities to third-party investors. The Corporation's obligations under the debentures and related documents, taken together, constitute a full and unconditional guarantee by the Corporation of the Trust's obligations under the preferred securities. The junior subordinated debt securities pay interest quarterly at 3-month LIBOR plus 3.00% (8.66% and 7.08% at December 31, 2023 and 2022, respectively). Pursuant to the debenture agreement, the Corporation can elect to defer payments of interest for up to 20 consecutive quarterly periods, provided there is no event of default as defined in the indenture. The Corporation has not deferred any quarterly interest payments through December 31, 2023. The preferred securities are redeemable quarterly by the Corporation at 100% of principal plus accrued interest on or after January 7, 2009. The preferred securities must be redeemed upon maturity of the debentures on January 7, 2034. The terms of the junior subordinated deferrable interest debentures match those of the preferred securities.

NOTE 9 - INCOME TAXES

The components of income tax expense for the years ended December 31, 2023 and 2022 are as follows:

	2023	2022
	(In Thousands)	
Federal:		
Current	**$ (196)**	$ 853
Deferred	**(61)**	(114)
Total	**$ (257)**	$ 739

	Percentage of Income before Income Taxes	
	2023	2022
Federal income tax at statutory rate	**21.0 %**	21.0 %
Tax-exempt income	**(40.2)**	(7.7)
Earnings on investment in life insurance	**(8.1)**	(0.9)
Total	**(27.3) %**	12.4 %

Components of deferred tax assets and liabilities at December 31 were as follows:

	2023	2022
	(In Thousands)	
Deferred tax assets:		
Allowance for loan losses	**$ 1,199**	$ 1,166
Nonaccrual loans interest	**9**	22
Available for sale debt securities	**5,056**	6,287
Retirement liabilities	**618**	594
Deferred loan fees	**261**	252
Municipal bond accretion	**23**	13
State net operating loss carryforward	**408**	415
Gross deferred tax asset	**7,574**	8,749
Valuation allowance	**(408)**	(415)
	7,166	8,334
Deferred tax liabilities:		
Accumulated depreciation	**112**	143
Unrealized gain on cash flow hedge	**896**	1,031
Deferred loan costs	**754**	703
Unrealized gain on equity securities	**124**	142
	1,886	2,019
Net Deferred Tax Assets	**$ 5,280**	$ 6,315

NOTE 9 – INCOME TAXES (CONTINUED)

The Corporation accounts for income taxes in accordance with income tax accounting guidance (FASB ASC 740, *Income Taxes*). The Corporation follows 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 income tax accounting 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 revenue. The Corporation determines deferred income taxes using the liability (or balance sheet) method. Under this method, the net deferred tax asset or liability is based on the tax effects of the differences between the book and tax bases of assets and liabilities, and enacted changes in tax rates and laws are recognized in the period in which they occur.

Deferred income tax expense results from changes in deferred tax assets and liabilities between periods. Deferred tax assets are reduced by a valuation allowance if, based on the weight of evidence available, it is more likely than not that some portion or all of a deferred tax asset will not be realized.

As of December 31, 2023, the Corporation has state net operating loss carryforwards of $ 4,544,000 that expire through 2043. Management does not believe that these net operating loss carryforwards will be utilized prior to their expiration, as they were incurred by the holding company with little revenue opportunities to offset the losses, and as such, a valuation allowance has been provided for them.

Uncertain tax positions are recognized if it is more likely than not, based on the technical merits, that the tax position will be sustained upon examination. The term “more likely than not” means a likelihood of more than 50 percent; the terms examined and upon examination also include resolution of the related appeals of litigation processes, if any. A tax position that meets the more-likely-than-not recognition threshold is initially and subsequently measured as the largest amount of tax benefit that has a greater than 50 percent likelihood of being sustained upon settlement with a taxing authority that has full knowledge of all relevant information. The determination of whether or not a tax position has met the more-likely-than-not recognition threshold considers the facts, circumstances, and information available at the reporting date and is subject to management’s judgment.

The Corporation recognizes interest and penalties on income taxes as a component of income tax expense.

NOTE 10 - RETIREMENT PLANS

The Corporation maintains a 401(k) plan for the benefit of eligible employees. Employer contributions include matching a portion of employee contributions. Corporation contributions to the Plan were $254,000 and $214,000 for the years ended December 31, 2023 and 2022, respectively.

The Corporation maintains non-qualified compensation plans for selected employees (supplemental retirement) and directors (deferred fees). The estimated present value of future benefits is accrued over the period from the effective date of the agreements until the expected retirement dates of the individuals. Expenses include the following amounts for these non-qualified plans:

	2023	2022
	(In Thousands)	
Employee compensation	**$ 122**	$ 117
Director compensation	**150**	84

NOTE 10 - RETIREMENT PLANS (CONTINUED)

The balance accrued for these plans included in other liabilities as of December 31, 2023 and 2022 totaled \$2,943,000 and \$2,828,000, respectively.

The Corporation is the owner of single premium life insurance policies on participants as part of a strategy to fund the benefits in the non-qualified retirement plans. At December 31, 2023 and 2022, the cash value of these policies was \$13,186,000 and \$13,051,000, respectively. The Corporation also uses annuities to fund the benefits of these plans. The value of these annuities was \$3,466,000 at December 31, 2023 and \$3,541,000 at December 31, 2022, and they are included in other assets on the consolidated balance sheets.

The Corporation has an Employee Stock Ownership Plan (ESOP). Contributions to the ESOP are made by the Corporation, and the ESOP uses funds contributed to purchase Corporation stock for the accounts of ESOP participants. All employees who meet the eligibility requirements are participants in the Plan and receive an allocation of cash and stock contributions based on eligible compensation. Stock purchases can be made on the market or from the Corporation. Dividends paid on shares held by the ESOP are included in the calculation of weighted-average shares outstanding for purposes of calculating earnings per share. The Corporation's contributions to the ESOP totaled \$253,000 in 2023 and \$216,000 in 2022 and are reflected as compensation expense. The ESOP purchased 8,000 shares in 2023 and did not purchase any shares in 2022. The ESOP held 52,688 shares of the Corporation at December 31, 2023 and 44,688 shares at December 31, 2022, all of which were allocated to participants as of those dates.

Under Federal income tax regulations, the employer stock that is held by the Plan and its participants is not readily tradable on an established market, or subject to trading limitations, includes a put option. The put option is a right to demand that the Corporation buy any shares of its stock distributed to participants for which there is no market. The put price is representative of the current value of the stock. The Corporation can pay for the purchase with interest over a period of five years. The purpose of the put option is to ensure that the participant has the ability to ultimately obtain cash. The Corporation may assign the put option to the Plan.

The estimated fair value of the shares subject to a put or repurchase obligation at December 31, 2023 is approximately \$1,132,000 based on the most recent valuation performed for ESOP purposes as of December 31, 2022. This value does not contemplate transactions occurring in 2023.

NOTE 11 - REGULATORY MATTERS AND SHAREHOLDERS' EQUITY

The Corporation and the Bank are 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 Corporation's consolidated financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Corporation and the Bank must meet specific capital guidelines that involve quantitative measures of their assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices. The capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings and other factors. Quantitative measures established by regulation to ensure capital adequacy require the Corporation and the Bank to maintain minimum amounts and ratios (set forth below) of Tier 1 capital to average assets and of Tier 1 and total capital (as defined in the regulations) to risk weighted assets. Management believes, as of December 31, 2023, that the Corporation and the Bank meet all capital adequacy requirements to which they are subject.

As of December 31, 2023, the most recent notification from the regulators 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.

NOTE 11 – REGULATORY MATTERS AND SHAREHOLDERS' EQUITY (CONTINUED)

The actual and required capital amounts and ratios were as follows:

	Actual			For Capital Adequacy Purposes			To be Well Capitalized under Prompt Corrective Action Provisions		
	Amount	Ratio		Amount	Ratio		Amount	Ratio	
				(Dollars in Thousands)					
BANK:									
As of December 31, 2023:									
Tier 1 leverage ratio (to average assets)	**$59,330**	**8.1**	**%**	**$≥29,247**	**≥4.0**	**%**	**$≥36,559**	**≥ 5.0**	**%**
Common Equity tier 1 capital ratio (to risk-weighted assets)	**59,330**	**13.4**		**≥19,877**	**≥4.5**		**≥28,712**	**≥6.5**	
Tier 1 risk-based capital ratio (to risk-weighted assets)	**59,330**	**13.4**		**≥26,503**	**≥6.0**		**≥35,337**	**≥ 8.0**	
Total risk-based capital ratio (to risk-weighted assets)	**64,859**	**14.7**		**≥35,337**	**≥8.0**		**≥44,172**	**≥10.0**	
As of December 31, 2022:									
Tier 1 leverage ratio (to average assets)	$60,166	8.2	%	$≥29,335	≥4.0	%	$≥36,669	≥ 5.0	%
Common Equity tier 1 capital ratio (to risk-weighted assets)	60,166	13.8		≥19,648	≥4.5		≥28,380	≥6.5	
Tier 1 risk-based capital ratio (to risk-weighted assets)	60,166	13.8		≥26,197	≥6.0		≥34,930	≥ 8.0	
Total risk-based capital ratio (to risk-weighted assets)	65,625	15.0		≥34,930	≥8.0		≥43,662	≥10.0	

Under the provisions of the Pennsylvania Banking Code, cash dividends may be paid from accumulated net earnings (retained earnings) so long as minimum capital requirements are met. The minimum capital requirements stipulate that the Bank's surplus or additional paid-in capital be equal to the amount of capital. Pennian Bank is well above these requirements and the balance of $50,716,000 in its retained earnings at December 31, 2023 is available for cash dividends to the Corporation. First Community Financial Corporation's balance of retained earnings at December 31, 2023 is $41,137,000 and would be available for dividends, although payment of dividends to such extent would not be prudent or likely.

The Board of Directors of the Corporation have authorized and approved the repurchase of shares of outstanding Corporation common stock in an aggregate amount not to exceed $1,000,000 (based on gross consideration paid). Share repurchases will be made from time to time and may be affected through open market purchases, block trades, or in privately negotiated transactions. The Corporation did not purchase shares under this plan in 2023 or 2022.

NOTE 12 - FINANCIAL INSTRUMENTS WITH OFF BALANCE SHEET RISK

The Corporation 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 consist primarily of commitments to extend credit (typically mortgages and commercial loans) and, to a lesser extent, standby letters of credit. These instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized on the balance sheet. The Corporation's exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit and standby letters of credit is represented by the contractual amount of those instruments. The Corporation uses the same credit policies in making commitments and conditional obligations as it does for on balance sheet instruments. The Corporation does not anticipate any material losses from these commitments.

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since some of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Corporation evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Corporation upon extensions of credit, is based on management's credit evaluation of the customer. Collateral held varies but may include accounts receivable, inventory, property and equipment and income-producing commercial properties. On loans secured by real estate, the Corporation generally requires loan to value ratios of no greater than 80%.

Standby letters of credit are conditional commitments issued by the Corporation to guarantee the performance of a customer to a third party. Those guarantees are primarily issued to support public and private borrowing arrangements and similar transactions. The terms of the letters of credit vary and may have renewal features. The credit risk involved in using letters of credit is essentially the same as that involved in extending loans to customers. The Corporation holds collateral supporting those commitments for which collateral is deemed necessary. Management believes that the proceeds obtained through a liquidation of such collateral would be sufficient to cover the maximum potential amount of future payments required under the corresponding guarantees.

The Corporation has not been required to perform on any financial guarantees, and has not incurred any losses on its commitments, during the past two years.

A summary of the Corporation's commitments, both fixed and variable rates, at December 31 were as follows:

	2023	2022
	(In Thousands)	
Commitments to extend credit	**$ 130,143**	$ 129,150
Standby letters of credit	**$ 1,286**	$ 2,442

In addition to the ACL on loans, the Corporation maintains an allowance for lending-related commitments such as unfunded loan commitments and letters of credit. Under ASC 326, the Corporation estimates expected credit losses over the contractual period in which the Corporation is exposed to credit risk via a contractual obligation to extend credit, unless that obligation is unconditionally cancellable by the Corporation. The allowance for lending-related commitments on off-balance sheet credit exposures is adjusted as a provision for credit loss expense. The estimate includes consideration of the likelihood that funding will occur, which is based on a historical funding study derived from internal information, and an estimate of expected credit losses on commitments expected to be funded over its estimated life, which are the same loss rates that are used in computing the allowance for credit losses on loans, and are discussed in Note 1. The allowance for credit losses for unfunded loan commitments of $80,000 and $382,000 at December 31, 2023 and December 31, 2022 respectively, is separately classified on the consolidated balance sheets within the line item "Other Liabilities." The following table presents the balance and activity in the allowance for credit losses for unfunded loan commitments for the year ended December 31, 2023:

Note 12 - Financial Instruments with Off Balance Sheet Risk (Continued)

	Total Allowance for Credit Losses – Unfunded Loan Commitments
	In thousands
Beginning balance at December 31, 2022	$ 382
Adjustment for implementation of ASC 326 on January 1, 2023	(204)
Charge-offs	-
Recoveries	-
Provision for credit losses on changes in unfunded commitments (included in other operating expenses)	(98)
Ending balance at December 31, 2023	$ 80

Note 13 - Fair Value of Financial Instruments

Management uses its best judgment in estimating the fair value of the Corporation's consolidated 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 Bank could have realized in a sales transaction on the dates indicated. The estimated fair value amounts have been measured as of their respective period-ends and have not been re-evaluated or updated for purposes of these consolidated 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.

ASC Topic 820, *Fair Value Measurements and Disclosure*, which defines fair value, establishes a framework for measuring fair value under GAAP, expands disclosures about fair value measurements, and applies to other accounting pronouncements that require or permit fair value measurements.

Fair value measurement and disclosure guidance defines fair value as the price that would be received to sell the asset or transfer the liability in an orderly transaction (that is, not a forced liquidation or distressed sale) between market participants at the measurement date under current market conditions. Additional guidance is provided on determining when the volume and level of activity for the asset or liability has significantly decreased.

Fair value measurement and disclosure provides a list of factors that a reporting entity should evaluate to determine whether there has been a significant decrease in the volume and level of activity for the asset or liability in relation to normal market activity for the asset or liability. When the reporting entity concludes there has been a significant decrease in the volume and level of activity for the asset or liability, further analysis of the information from that market is needed and significant adjustments to the related prices may be necessary to estimate fair value in accordance with fair value measurement and disclosure guidance.

ASC Topic 820 clarifies that when there has been a significant decrease in the volume and level of activity for the asset or liability, some transactions may not be orderly. In those situations, the entity must evaluate the weight of the evidence to determine whether the transaction is orderly. This Topic provides a list of circumstances that may indicate that a transaction is not orderly. A transaction price that is not associated with an orderly transaction is given little, if any, weight when estimating fair value.

Fair value measurement and disclosure establishes a fair value hierarchy that prioritizes the inputs to valuation methods used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are as follows:

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

Level 2: Quoted prices in markets that are not active, or inputs that are observable either directly or indirectly, for substantially the full term of the asset or liability.

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

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

The following describes the valuation techniques used by the Corporation to measure certain financial assets and liabilities recorded at fair value on a recurring basis in the consolidated financial statements:

Securities available for sale: Securities available for sale are recorded at fair value on a recurring basis. Fair value measurement is based upon quoted market prices, when available (Level 1). If quoted market prices are not available, fair values are measured utilizing independent valuation techniques of identical or similar securities for which significant assumptions are derived primarily from or corroborated by observable market data. Third party vendors compile prices from various sources and may determine the fair value of identical or similar securities by using pricing models that consider observable market data (Level 2). For certain securities which are not traded in active markets or are subject to transfer restrictions, valuations are adjusted to reflect illiquidity and/or transferability, and such adjustments are generally based on available unobservable market evidence (Level 3).

Cash flow hedge: The Corporation recognizes cash flow hedges at fair value. The Corporation has contracted with a third party to provide valuations for cash flow hedges using standard valuation techniques such as dealer quotes, pricing models, discounted cash flow methodologies or similar techniques (Level 2).

NOTE 13 - FAIR VALUE OF FINANCIAL INSTRUMENTS (CONTINUED)

For financial assets measured at fair value on a recurring basis, the fair value measurements by level within the fair value hierarchy used at December 31, 2023 and 2022 are as follows (in thousands):

Description	December 31, 2023	(Level 1) Quoted Prices in Active Markets for Identical Assets	(Level 2) Significant Other Observable Inputs	(Level 3) Significant Unobservable Inputs
Securities Available for Sale:				
U. S. agency securities	**38,787**	**-**	**38,787**	**-**
Mortgage-backed securities	**72,483**	**-**	**72,483**	**-**
State and municipal securities	**75,203**	**-**	**75,203**	**-**
Equity securities	**1,227**	**401**	**-**	**826**
Total Securities available for sale	**187,700**	**401**	**186,473**	**826**
Cash Flow Hedge	**4,267**	**-**	**4,267**	**-**
Total Financial Assets	**$ 191,967**	**$ 401**	**$ 190,740**	**$ 826**

Description	December 31, 2022	(Level 1) Quoted Prices in Active Markets for Identical Assets	(Level 2) Significant Other Observable Inputs	(Level 3) Significant Unobservable Inputs
U. S. agency securities	$ 41,946	$ -	$ 41,946	$ -
Mortgage-backed securities	70,477	-	70,477	-
State and Municipal securities	73,636	-	73,636	-
Equity securities	1,314	474	-	840
Total Securities available for sale	$ 187,373	$ 474	$ 186,059	$ 840
Cash Flow Hedge	4,910	-	4,910	-
Total financial assets	$ 192,283	$ 474	$ 190,969	$ 840

NOTE 13 - FAIR VALUE OF FINANCIAL INSTRUMENTS (CONTINUED)

The table below presents a reconciliation of activity for available for sale securities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the periods ending December 31, 2023 and December 31, 2022:

	2023	2022
Fair Value, beginning of year	**$ 840**	$ 875
Total gains (losses) included in earnings	**(14)**	(35)
Fair Value, end of year	**$ 826**	$ 840

The following table presents additional qualitative information about assets measured on a recurring basis and for which the Corporation has utilized Level 3 inputs to determine fair value at December 31, 2023 and 2022:

	Quantitative information about Level 3 fair value measurements for **December 31, 2023**			
	Fair Value	Valuation Techniques	Weighted Average	Unobservable Input
Securities available for sale	**$ 826**	Last sale price	-	-

	Quantitative information about Level 3 fair value measurements for **December 31, 2022**			
	Fair Value	Valuation Techniques	Weighted Average	Unobservable Input
Securities available for sale	**$ 840**	Last sale price	-	-

The following describes the valuation techniques used by the Corporation to measure certain financial assets recorded at fair value on a nonrecurring basis in the consolidated financial statements:

Individually Evaluated Loans: Upon adoption of ASC 326, loans individually evaluated for credit expected losses included nonaccrual loans and other loans that do not share similar risk characteristics to loans in the ASC 326 loan pools, which have been classified as Level 3. Individually evaluated loans with an allocation to the allowance for credit losses are measured at fair value on a nonrecurring basis. Any fair value adjustments are recorded in the period incurred as provision for credit losses on the consolidated statements of income and comprehensive income. Prior to the adoption of ASC 326 and ASU N0 2022-02, which eliminated the troubled debt restructuring accounting model, loans were designated as impaired when, in the judgment of management and based on current information and events, it was probable that all amounts due, according the contractual terms of the loan agreement, would not be collected. The measurement of loss associated with loans evaluated individually for all loan classes can be based on either the observable market price of the loan, the fair value of the collateral or discounted cash flows. Collateral may be in the form of real estate or business assets including equipment, inventory, and accounts receivable. The value of real estate collateral is determined utilizing an income or market valuation approach based on an appraisal conducted by an independent, licensed appraiser outside of the Corporation using observable market data (Level 2). However, if the collateral is a house or building in the process of construction or if an appraisal of the real estate property is over two years old, then the fair value is considered Level 3. The value of business equipment is based upon an outside appraisal, if deemed significant, or the net book value on the applicable business' financial statements if not considered significant using observable market data. Likewise, values for inventory and accounts receivables collateral are based on financial statement balances or aging reports (Level 3).

Foreclosed Real Estate: Certain assets such as real estate owned are measured at fair value less the estimated cost to sell.

There were no assets measured at fair value on a non-recurring basis at December 31, 2023 and 2022.

NOTE 13 - FAIR VALUE OF FINANCIAL INSTRUMENTS (CONTINUED)

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

The estimated fair values of the Corporation's financial instruments were as follows at December 31, 2023 and 2022.

	December 31, 2023				
	Carrying Amount	Fair Value	Level 1	Level 2	Level 3
	(In Thousands)				
Financial assets:					
Cash and cash equivalents	$ 14,122	$ 14,122	$ 14,122	$ -	$ -
Time certificates of deposit	199	199	199	-	-
Investment securities:					
Available for sale	187,700	187,700	401	186,473	826
Loans, net	466,538	446,851	-	446,851	-
Accrued interest receivable	2,311	2,311	-	2,311	-
Investment in life insurance	13,186	13,186	-	13,186	-
Investment in annuities	3,466	3,466	-	3,466	-
Restricted investment in bank stocks	3,299	3,299	-	3,299	-
Cash flow hedge	4,267	4,267	-	4,267	-
Total financial assets	$ 695,088	$ 675,401	$ 14,722	$ 659,853	$ 826
Financial liabilities:					
Deposits	$ 560,067	$ 559,592	$ -	$559,592	$ -
Short-term borrowings	28,000	28,000	-	28,000	-
FHLB advances	69,000	68,888	-	68,888	-
Junior subordinated debt	5,155	5,155	-	5,155	-
Accrued interest payable	538	538	-	538	-
Total financial liabilities	$ 662,760	$ 662,173	$ -	$ 662,173	$ -
Off-balance sheet financial instruments	$ -	$ -	$ -	$ -	$ -

NOTE 13 - FAIR VALUE OF FINANCIAL INSTRUMENTS (CONTINUED)

	December 31, 2022				
	Carrying Amount	Fair Value	Level 1	Level 2	Level 3
	(In Thousands)				
Financial assets:					
Cash and cash equivalents	$ 23,855	$ 23,855	$ 23,855	$ -	$ -
Time certificates of deposit	199	199	199	-	-
Investment securities:					
Available for sale	187,373	187,373	474	186,060	840
Loans, net	455,924	445,693	-	445,693	-
Accrued interest receivable	2,152	2,152	-	2,152	-
Investment in life insurance	13,051	13,051	-	13,051	-
Investment in annuities	3,541	3,541	-	3,541	-
Restricted investment in bank stocks	3,483	3,483	-	3,483	-
Cash flow hedge	4,910	4,910	-	4,910	-
Mortgage servicing rights	2	2	-	2	-
Total financial assets	$ 694,490	$ 684,259	$ 24,528	$ 658,891	$ 840
Financial liabilities:					
Deposits	$ 584,673	$ 582,161	$ -	$582,161	$ -
Short-term borrowings	42,009	42,009	-	42,009	-
FHLB advances	33,000	32,775	-	32,775	-
Junior subordinated debt	5,155	5,155	-	5,155	-
Accrued interest payable	259	259	-	259	-
Total financial liabilities	$ 665,096	$ 662,359	$ -	$ 662,359	$ -
Off-balance sheet financial instruments	$ -	$ -	$ -	$ -	$ -

NOTE 14 – DERIVATIVE INSTRUMENTS & HEDGING ACTIVITIES

The Corporation's derivative instrument is used as risk management tool to manage differences in the amount, timing, and duration of the Corporation's exposure to variability in expected cash flows. The Corporation's objectives in using interest rate derivatives are to add stability to net interest income and to manage its exposure to interest rate movements. To accomplish this objective, the Corporation primarily uses interest rate swaps as part of its interest rate risk management strategy. Interest rate swaps designated as cash flow hedges involve the receipt of variable amounts from a counterparty in exchange for the Corporation making fixed-rate payments over the life of the agreements without exchange of the underlying notional amount.

At December 31, 2023 and 2022, the Company had one interest rate swap designated as a cash flow hedging instrument. The Corporation entered into an interest rate swap agreement on September 24, 2020 to manage the interest rate exposure on $24,000,000 of its FHLB borrowing. This portion of its FHLB borrowings have a current maturity of March 2024, though the Corporation will renew these borrowings throughout the ten-year term of the swap agreement. Generally accepted accounting principles require that unrealized gains and losses from swap agreements be recognized in current earnings unless they meet certain conditions from the time of their inception and throughout their term. If these conditions are met and ongoing assessments of the hedge effectiveness occur at least quarterly, these principles allow for the unrealized gains and losses to instead be presented as a component of other comprehensive income. The Corporation performed all steps necessary upon inception of the swap to classify the unrealized gains and losses as a component of other comprehensive income and will take actions necessary to continue meeting these criteria prospectively. The most significant aspect of this commitment is that the Corporation will renew its $24,000,000 FHLB borrowing through the duration of the swap. If these criteria cease to be met, all accumulated unrealized gains and losses associated with the swap agreement will be reclassified to earnings at that time.

By entering into the swap agreement and designating it as a cash flow hedge, the Corporation expects to effectively convert the variable rates associated with the ongoing FHLB borrowings to a fixed rate. The Corporation pays a fixed interest rate of 0.76% to the counterparty, Vining Sparks, on the notional amount of the swap and it receives a floating rate of interest on the same notional amount that is based on the 3-month LIBOR. A comparable rate based on SOFR will commence when LIBOR no longer exists. Interest payments are calculated and paid quarterly on a net basis, and the related impact of this net transaction is presented as an adjustment to the interest expense of the associated FHLB borrowing within current earnings.

The notional amount of the swap is not exchanged and does not represent exposure to credit loss. In the event of a default by the counterparty, the risk in this transaction is the cost of replacing the agreement at current market rates.

The following table summarizes the Corporation's derivative financial instrument as of December 31, 2023 and 2022:

(In thousands)

Derivative designated as hedging instrument	Notional Contract Amount	Fair Value	Balance Sheet Location
2023			
Cash flow hedge	**$ 24,000**	**$ 4,267**	**Interest rate swap asset**
2022			
Cash flow hedge	$ 24,000	$ 4,910	Interest rate swap asset

The maturity date of the cash flow hedge is September 24, 2030.

The following table summarizes the effect of the Corporation's derivative financial instrument on net income for the twelve months ended December 31, 2023 and 2022:
(In thousands)

Derivative designated as hedging instrument	Amount of Loss Reclassified from AOCI Into Income	Location of Loss Recognized from AOCI Into Income
2023		
Cash flow hedge	**$ -**	**Not Applicable**
2022		
Cash flow hedge	$ -	Not Applicable

Interest Expense (Income):

(In thousands)

Financial statement line	**2023**	2022
Interest (Income)Expense – Short-term borrowings	**$ (1,092)**	$ (261)

NOTE 14 – DERIVATIVE INSTRUMENTS & HEDGING ACTIVITIES (CONTINUED)

Cash collateral held at another institution for the interest rate swap was $1.2 million at December 31, 2023 and 2022. Collateral posted and received is dependent on the market valuation of the underlying hedge.

NOTE 15 - CONTINGENCIES

The Corporation is subject to claims and lawsuits which arise primarily in the ordinary course of business. Based on information presently available and advice received from legal counsel representing the Corporation in connection with any such claims and lawsuits, it is the opinion of management that the disposition or ultimate determination of any such claims and lawsuits will not have a material adverse effect on the consolidated financial position, consolidated results of operations or liquidity of the Corporation.

NOTE 16 - CONDENSED FINANCIAL INFORMATION FOR PARENT COMPANY ONLY

BALANCE SHEETS

	December 31,	
	2023	**2022**
	(In Thousands)	
ASSETS		
Cash	**$ 525**	$ 637
Investment in bank subsidiary	**43,686**	40,395
Investment in consolidated subsidiary trust	**155**	155
Securities available for sale	**1,227**	1,313
Other assets	**87**	50
Total Assets	**$ 45,680**	$ 42,550
LIABILITIES AND SHAREHOLDERS' EQUITY		
Liabilities	**$ 225**	$ 228
Junior subordinated debt	**5,155**	5,155
Shareholders' equity	**40,300**	37,167
Total Liabilities and Shareholders' Equity	**$ 45,680**	$ 42,550

STATEMENTS OF INCOME

	Years Ended December 31,	
	2023	**2022**
	(In Thousands)	
Dividends from bank subsidiary	**$ 2,011**	$ 2,464
Other dividends	**60**	53
Unrealized losses on equity securities	**(86)**	(83)
	1,985	2,434
Expenses	**332**	192
	1,653	2,242
Equity in undistributed earnings in bank subsidiary	**(454)**	3,000
Net Income	**$ 1,199**	$ 5,242
Total Comprehensive Income (Loss)	**$ 5,326**	($ 17,732)

NOTE 16 - CONDENSED FINANCIAL INFORMATION FOR PARENT COMPANY ONLY (CONTINUED)

STATEMENTS OF CASH FLOWS

	Years Ended December 31, 2023	2022
	(In Thousands)	
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	**$ 1,199**	$ 5,242
Equity in undistributed earnings of bank subsidiary	**454**	(3,000)
Unrealized losses on securities	**86**	83
(Increase) decrease in other assets	**(37)**	(18)
Increase (decrease) in other liabilities	**(2)**	30
Net Cash Provided by Operating Activities	**1,700**	2,337
CASH FLOWS FROM FINANCING ACTIVITIES		
Cash dividends paid	**(1,812)**	(2,264)
Net Cash Used in Financing Activities	**(1,812)**	(2,264)
Net Increase (Decrease) in Cash	**(112)**	73
CASH - BEGINNING	**637**	564
CASH - ENDING	**$ 525**	$ 637

Summary of Selected Financial Data
(Amounts in Thousands, Except Per Share Data)

	2023	2022	2021	2020	2019
Income Statement Data					
Net interest income	**$ 16,608**	$ 20,245	$ 18,013	$ 15,640	$ 14,607
Provision for loan losses	**1,645**	550	125	600	450
Gains on sales of securities	**-**	-	39	249	139
Other income	**3,859**	3,501	3,508	3,148	3,085
Other expenses	**17,880**	17,215	15,582	13,859	13,364
Income before Income Taxes	**942**	5,981	5,853	4,578	4,017
Income tax expense	**(257)**	739	686	513	460
Net Income	**$1,199**	$ 5,242	$ 5,167	4,065	3,557
Balance Sheet Data (Period End)					
Total assets	**$ 707,545**	$ 707,771	$ 698,408	$ 608,291	$542,414
Loans, net	**466,538**	455,924	404,355	380,726	351,877
Investments:					
Available for sale	**187,700**	187,373	233,568	169,701	142,163
Deposits	**560,067**	584,673	589,532	494,263	452,355
Short-term borrowings	**28,000**	42,009	3,150	3,827	2,802
Long-term debt	**74,155**	38,155	43,155	49,155	32,155
Shareholders' equity	**40,300**	37,167	57,163	55,795	50,359
Per Share Data					
Basic earnings	**$0.42**	$1.85	$1.83	$1.44	$1.26
Cash dividends declared	**0.64**	0.80	0.80	0.70	0.69
Book value	**14.24**	13.13	20.20	19.76	17.83
Weighted average common shares outstanding	**2,830**	2,830	2,825	2,824	2,824
Selected Ratios					
Return on average assets	**0.17** %	0.74 %	0.78 %	0.70 %	0.67 %
Return on average shareholders' equity	**3.17** %	11.46 %	9.03 %	7.65 %	7.25 %
Average equity to average assets	**5.39** %	6.49 %	8.66 %	9.15 %	9.25 %
Allowance for loan losses to total loans at end of period	**1.29** %	1.13 %	1.16 %	1.20 %	1.11 %
Dividend payout ratio	**151.04** %	43.19 %	43.79 %	48.61 %	54.77 %

Summary of Selected Financial Data (Continued)

The following represents summarized unaudited quarterly financial data of the Corporation which in the opinion of management, reflects adjustments (comprising only normal recurring accruals) necessary for fair presentation:

	Three Months Ended			
	December 31	**September 30**	**June 30**	**March 31**
	(In Thousands, Except per Share Amounts)			
2023:				
Interest income	**$ 7,231**	**$ 7,198**	**6,844**	**6,677**
Interest expense	**3,461**	**3,101**	**2,645**	**2,135**
Net interest income	**3,770**	**4,097**	**4,199**	**4,542**
Provision for loan losses	**1,251**	**86**	**308**	**-**
Provision for income taxes	**(305)**	**19**	**(42)**	**71**
Net income	**(608)**	**573**	**364**	**870**
Net income per share, basic	**(0.22)**	**0.20**	**0.13**	**0.31**
2022:				
Interest income	$ 6,515	$ 6,017	$ 5,569	$ 5,450
Interest expense	1,344	727	622	613
Net interest income	5,171	5,290	4,947	4,837
Provision for loan losses	-	350	200	-
Provision for income taxes	232	173	139	195
Net income	1,456	1,252	1,234	1,300
Net income per share, basic	0.51	0.44	0.44	0.46

DIRECTORS

FIRST COMMUNITY FINANCIAL CORPORATION and PENNIAN BANK

JOHN P. HENRY, III

Chairman of the Board of Directors of the Company and the Bank; Vice President of JPH Enterprises, LLC, Port Royal, PA

DAVID L. SWARTZ

Vice Chairman of the Board of Directors of the Company and the Bank; Retired, Assistant Director for Animal Systems Programs for Penn State Extension

SCOTT E. FRITZ

President and Chief Executive Officer of the Company and the Bank

JAMES M. SHEAFFER

Secretary of the Board of Directors of the Company and the Bank; Owner and Dealer Principal, Sheaffer Dodge-Chrysler-Jeep-Ram, Mexico, PA

DANIEL L. BENNER

Co-Owner of Benner's Butcher Shoppe LLC, Benner's Swine Barn LLC and Benner's Mobile Court LLC, Thompsontown, PA

MATTHEW J. FORD

CFO at Mammoth Restoration, Inc., Pleasant Gap, PA

ROBIN HOLMAN LOY

Attorney-at-Law, New Bloomfield, PA

DAVID M. McMILLEN

Owner of David McMillen Custom Contracting, Inc., Loysville, PA

TIMOTHY P. STAYER

Retired, EVP and Chief Operating Officer of the Company and the Bank

OFFICERS

FIRST COMMUNITY FINANCIAL CORPORATION

JOHN P. HENRY, III

Chairman

DAVID L. SWARTZ

Vice Chairman

SCOTT E. FRITZ

President and Chief Executive Officer

JAMES M. SHEAFFER

Secretary

WILLIAM B. MARTIN

Treasurer

BOBBI J. LEISTER

Assistant Secretary

JENNIFER S. MAHONEY

Assistant Secretary

OFFICERS

PENNIAN BANK

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President & Chief Executive Officer

KIMBERLY A. BENNER
EVP & Director of Wealth Management

WILLIAM R. FEIST IV
EVP & Chief Lending Officer

WILLIAM B. MARTIN
EVP & Chief Financial Officer

MICHAEL A. MOORE
EVP & Chief Risk Officer

NANCI L. AUMILLER
SVP & AML/CFT/OFAC and Security Officer

KARL M. BARRY
SVP & Director of Operations

ELYSE A. BRUBAKER
SVP & Market Executive

G. LEWIS DAVEY
SVP & Market Executive

AUDRA L. HUNTER
SVP & Director of Retail Delivery

CANDACE A. HOFFMAN
SVP & Director of Human Resources

HEATHER J. MILTENBERGER
SVP & Director of Marketing and Business Services

SHAWN R. PROPER
SVP & Director of Mortgage Services and Consumer Lending

NANETTE W. STAKE
SVP & Information Security Officer

GENNA R. BROWNBACK
VP & Branch Executive Officer, Bloomfield Borough and Loysville

BRENDA M. L. COMP
VP & IT Manager

JAMES L. CORDELL
VP & Credit Administration Manager

BILLIE JO DEITER
VP & Branch Executive Officer, Ickesburg

JEREMY A. DOBBIN
VP & Commercial Loan Officer

STEPHANIE J. ELDER
VP & Mortgage Specialist

JEFFREY S. FAGAN
VP & Credit Officer

MICHELE M. FRY
VP & Branch Executive Officer, Tuscarora Valley and East Waterford

DORIANN F. HOFFMAN
VP & Senior Financial Analyst

MARK A. HOLST
VP & Cash Management Product Manager

CANDICE NEFF HULL
VP & Relationship Banking Manager

BRIAN A. HUMMEL
VP & Financial Consultant

SUSAN L. JENNINGS
VP & Controller

RICHARD R. LEITZEL
VP & Internal Financial Consultant

ERIC S. PASQUINI
VP & Financial Advisor

OFFICERS

PENNIAN BANK

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VP & Credit Manager

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VP & Branch Executive Officer, Newport

KAYELENE G. SUNDERLAND
VP & Trust Officer

HOLLY N. TUSING
VP & Branch Executive Officer,
Mifflintown and Fermanagh

JUDY V. BUCKLEY
AVP & AML/CFT Security Manager

NATHAN L. COOK
AVP & Branch Executive Officer, West Shore

ERIC A. DAKEY
AVP & Commercial Loan Officer

SUSAN M. DROLSBAUGH
AVP & Operations Manager

JENNIFER R. FORNWALT
AVP & Human Resources Officer

MEGAN L. KERSTETTER
AVP & Product and Business Systems Officer

ALISON E. LONGENECKER
AVP & Senior Portfolio Manager

JENNIFER S. MAHONEY
AVP & Executive Assistant

KIMBERLY MANGANARO
AVP & Secondary Market Mortgage Underwriter

CATHRYN A. MEEHAN
AVP & Risk Management Officer

BRENDA F. BLAKEY
Staff Accountant

RACHAEL N. CLARK
Associate Retail Underwriter

DANIELLE DOEBLER
Credit Analyst

STACY P. DURBIN
Relationship Banker

MELINDA FITZGERALD
Mortgage Processor

JESSICA L. FURLER
Deposit Operations Supervisor

BOBBI J. LEISTER
Corporate Relations/Senior Marketing Officer

TAMMY S. MARSHALL
Credit Analyst

CHRISTI R. PARTNER
Portfolio Manager

STEPHANIE L. PERRING
Portfolio Manager

EMILY L. RUNYEON
Commercial Loan Officer

KAYLA R. SPENCER
Branch Executive Officer, Delaware

JILL M. WALLS
Credit Analyst

SHARON L. WEHLER
Loan Administration Officer

KIRA M. ZIMMERMAN
Retail Banking Administrator

DIRECTORS EMERITI AND ADVISORY BOARDS

DIRECTORS EMERITI

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WILLIAM R. BUNT
C. ROBERT HOCKENBROCK
SAMUEL G. KINT
DARWIN L. KITNER
NORMAN F. LOVE
JANE B. MARHEFKA
JAMES R. McLAUGHLIN
CLAIR E. McMILLEN
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SAMUEL R. RITZMAN
CHARLES C. SANER
ROGER SHALLENBERGER
ROBERT E. SHEAFFER
LOWELL M. SHEARER
CHARLES C. SMITH
MERVIN J. STRAWSER
JOHN A. TETWILER
TERRY K. URICH
ALAN E. VARNER
FRANK L. WRIGHT

ADVISORY BOARDS

JUNIATA COUNTY

DENNIS L. BASSLER
DAVID S. CLARK
JEFFREY J. FRYMOYER
KEVIN L. LONG
RONALD H. MAST
BARBARA G. WILSON

PERRY COUNTY

PETER E. BRUMMER
GERALD R. GABEL
TERRY J. HELLER
JOHN K. McCLELLAN
CLEE L. McMILLEN
CHARLES C. NYCE
JAMES E. SWENSON

BANK LOCATIONS

First Community Financial Corporation and Wholly Owned Subsidiary, Pennian Bank

Pennian Bank is a full-service financial institution serving customers in Cumberland, Juniata and Perry Counties.

JUNIATA COUNTY

MAIN OFFICE
2 North Main Street
Mifflintown, PA 17059
717-436-2144

DELAWARE OFFICE
24021 Rt. 333
Thompsontown, PA 17094
717-535-5158

EAST WATERFORD OFFICE
9775 Rt. 75 South
East Waterford, PA 17021
717-734-2400

FERMANAGH OFFICE
50 Stop Plaza Drive
Mifflintown, PA 17059
717-436-8968

TUSCARORA VALLEY OFFICE
5804 William Penn Highway
Port Royal, PA 17082
717-436-8947

PENNIAN WEALTH MANAGEMENT GROUP
146 Stoney Creek Drive
Mifflintown, PA 17059
717-436-2144

PERRY COUNTY

BLOOMFIELD BOROUGH OFFICE
216 South Carlisle Street
New Bloomfield, PA 17068
717-582-3977

ICKESBURG OFFICE
250 Tuscarora Path
Ickesburg, PA 17037
717-438-3050

LOYSVILLE OFFICE
3544 Shermans Valley Road
Loysville, PA 17047
717-789-2400

NEWPORT OFFICE
75 Red Hill Road
Newport, PA 17074
717-567-2380

CUMBERLAND COUNTY

WEST SHORE OFFICE
559 North 12th Street
Lemoyne, PA 17043
717-510-7201

LOAN PRODUCTION OFFICE
2120 Market Street
Camp Hill, PA 17011
717-510-7274

ONLINE
www.pennian.bank

TOLL FREE
1-866-950-2144

Follow us on Facebook, Instagram and LinkedIn!

Stock and Dividend Information

The Corporation has only one class of common stock authorized, issued and outstanding. Although shares of the Corporation's common stock are traded from time to time in private transactions, and in the over-the-counter market, there is no established public trading market for the stock. The Corporation's common stock is not listed on any stock exchange or automated quotation system and there are no present plans to so list the stock. There can be no assurance that, at any given time, any persons will be interested in acquiring shares of the Corporation's common stock. Price quotations for the Corporation's common stock do not appear regularly in any generally recognized investment media.

The Corporation pays dividends on the outstanding shares of our common stock as determined by the Board of Directors from time to time. It has been the practice of the Board of Directors to declare cash dividends on a quarterly basis. Future dividends will depend upon our earnings, financial position, cash requirements and such other factors as the Board of Directors may deem relevant. The following table sets forth the cash dividends declared per share of the Corporation's common stock and the highest and lowest per share prices at which the Corporation's common stock has traded in private transactions and in the over-the-counter market during the periods indicated. To the best of management's knowledge, such prices do not include any retail mark-up, mark-down or commission. Shares may have been sold in other transactions, the price and terms of which are not known to the Corporation. Therefore, the per share prices at which the Corporation's stock has previously traded may not necessarily be indicative of the true market value of the shares.

	Per Share Sales Price		
Quarter	**High**	**Low**	**Dividends per Share**
First, 2023	$22.75	$22.70	$0.16
Second	22.50	22.50	0.16
Third	22.15	22.00	0.16
Fourth	21.25	19.50	0.16
First, 2022	$24.75	$24.45	$0.16
Second	24.90	24.50	0.16
Third	24.00	23.95	0.16
Fourth	24.00	22.00	0.32

The authorized common stock of the Corporation consists of 10,000,000 shares of common stock, par value $5.00 per share, of which 2,829,567 shares were outstanding at December 31, 2023. There were no shares of the Corporation's common stock (i) that are subject to outstanding options, warrants or securities convertible into common stock; (ii) that the Corporation has agreed to register under the Securities Act for sale by security holders; or (iii) that are or have been proposed to be publicly offered by the Corporation. The Corporation had approximately 776 shareholders of record as of December 31, 2023.

Notice of Annual Meeting

The annual meeting will be held on April 9, 2024. The meeting will be convened in a virtual meeting format only with no physical location. Shareholders will be given the opportunity to attend virtually via a video conference link or via phone. Instructions to attend the meeting are enclosed.

Pennian Bank
Two North Main Street
Mifflintown, PA 17059

www.pennian.bank
1-866-950-2144 Member FDIC