

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

(Mark One)

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

For the quarterly period ended September 30, 2016.

**OR**

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

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

**COMMISSION FILE NUMBER 0-14703**

**NBT BANCORP INC.**

(Exact Name of Registrant as Specified in its Charter)

**DELAWARE**  
(State of Incorporation)

**16-1268674**  
(I.R.S. Employer Identification No.)

**52 SOUTH BROAD STREET, NORWICH, NEW YORK 13815**  
(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, Including Area Code: **(607) 337-2265**

None

(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

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

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

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

As of October 31, 2016, there were 43,160,455 shares outstanding of the Registrant's common stock, \$0.01 par value per share.

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**Item 1 – FINANCIAL STATEMENTS****NBT Bancorp Inc. and Subsidiaries**  
**Consolidated Balance Sheets (unaudited)**

|  | September 30<br>2016 | December 31<br>2015 |
|--|----------------------|---------------------|
| (In thousands, except share and per share data)  |                      |                     |
| <b>Assets</b>  |                      |                     |
| Cash and due from banks  | \$ 167,138           | \$ 130,593          |
| Short-term interest bearing accounts   | 21,299               | 9,704               |
| Securities available for sale, at fair value   | 1,288,899            | 1,174,544           |
| Securities held to maturity (fair value \$495,596 and \$473,140, respectively)   | 485,877              | 471,031             |
| Trading securities   | 8,852                | 8,377               |
| Federal Reserve and Federal Home Loan Bank stock   | 42,318               | 36,673              |
| Loans  | 6,160,185            | 5,883,133           |
| Less allowance for loan losses   | 65,668               | 63,018              |
| Net loans  | 6,094,517            | 5,820,115           |
| Premises and equipment, net  | 84,153               | 88,826              |
| Goodwill   | 264,689              | 265,957             |
| Intangible assets, net   | 15,899               | 17,265              |
| Bank owned life insurance  | 164,464              | 117,044             |
| Other assets   | 134,919              | 122,517             |
| <b>Total assets</b>  | <b>\$ 8,773,024</b>  | <b>\$ 8,262,646</b> |
| <b>Liabilities</b>   |                      |                     |
| Demand (noninterest bearing)   | \$ 2,146,229         | \$ 1,998,165        |
| Savings, NOW and money market  | 3,921,922            | 3,697,851           |
| Time   | 881,087              | 908,827             |
| Total deposits   | 6,949,238            | 6,604,843           |
| Short-term borrowings  | 585,027              | 442,481             |
| Long-term debt   | 114,144              | 130,447             |
| Junior subordinated debt   | 101,196              | 101,196             |
| Other liabilities  | 114,070              | 101,675             |
| <b>Total liabilities</b>   | <b>7,863,675</b>     | <b>7,380,642</b>    |
| <b>Stockholders' equity</b>  |                      |                     |
| Preferred stock, \$0.01 par value. Authorized 2,500,000 shares at September 30, 2016 and December 31, 2015   | -                    | -                   |
| Common stock, \$0.01 par value. Authorized 100,000,000 shares at September 30, 2016 and December 31, 2015; issued 49,651,494 at September 30, 2016 and December 31, 2015 | 497                  | 497                 |
| Additional paid-in-capital   | 573,658              | 576,726             |
| Retained earnings  | 492,130              | 462,232             |
| Accumulated other comprehensive loss   | (11,980)             | (22,418)            |
| Common stock in treasury, at cost, 6,507,270 and 6,220,792 shares at September 30, 2016 and December 31, 2015, respectively  | (144,956)            | (135,033)           |
| <b>Total stockholders' equity</b>  | <b>909,349</b>       | <b>882,004</b>      |
| <b>Total liabilities and stockholders' equity</b>  | <b>\$ 8,773,024</b>  | <b>\$ 8,262,646</b> |

See accompanying notes to unaudited interim consolidated financial statements.

| <b>NBT Bancorp Inc. and Subsidiaries</b>             | Three months ended |                  | Nine months ended September 30, |                  |
|--|--------------------|------------------|---------------------------------|------------------|
|  | September 30,      |                  | 2015                            |                  |
| <b>Consolidated Statements of Income (unaudited)</b> | <b>2016</b>        | <b>2015</b>      | <b>2016</b>                     | <b>2015</b>      |
| (In thousands, except per share data)                |                    |                  |                                 |                  |
| <b>Interest, fee and dividend income</b>             |                    |                  |                                 |                  |
| Interest and fees on loans                           | \$ 63,414          | \$ 61,656        | \$ 187,093                      | \$ 181,047       |
| Securities available for sale                        | 6,013              | 5,125            | 17,976                          | 15,214           |
| Securities held to maturity                          | 2,544              | 2,318            | 7,328                           | 6,916            |
| Other  | 538                | 401              | 1,441                           | 1,276            |
| Total interest, fee and dividend income              | <u>72,509</u>      | <u>69,500</u>    | <u>213,838</u>                  | <u>204,453</u>   |
| <b>Interest expense</b>                              |                    |                  |                                 |                  |
| Deposits   | 3,607              | 3,554            | 10,809                          | 10,644           |
| Short-term borrowings                                | 761                | 296              | 1,668                           | 561              |
| Long-term debt                                       | 819                | 845              | 2,425                           | 2,507            |
| Junior subordinated debt                             | 660                | 560              | 1,920                           | 1,645            |
| Total interest expense                               | <u>5,847</u>       | <u>5,255</u>     | <u>16,822</u>                   | <u>15,357</u>    |
| Net interest income                                  | 66,662             | 64,245           | 197,016                         | 189,096          |
| Provision for loan losses                            | 6,388              | 4,966            | 17,266                          | 12,506           |
| Net interest income after provision for loan losses  | <u>60,274</u>      | <u>59,279</u>    | <u>179,750</u>                  | <u>176,590</u>   |
| <b>Noninterest income</b>                            |                    |                  |                                 |                  |
| Insurance and other financial services revenue       | 6,114              | 5,862            | 18,685                          | 18,072           |
| Service charges on deposit accounts                  | 4,354              | 4,349            | 12,459                          | 12,706           |
| ATM and debit card fees                              | 5,063              | 4,780            | 14,580                          | 13,707           |
| Retirement plan administration fees                  | 4,129              | 3,249            | 11,937                          | 10,011           |
| Trust  | 4,535              | 4,611            | 13,848                          | 14,257           |
| Bank owned life insurance                            | 1,336              | 931              | 3,898                           | 3,418            |
| Net securities gains                                 | -                  | 3                | 30                              | 43               |
| Gain on the sale of equity investment                | -                  | 4,179            | -                               | 4,179            |
| Other  | 4,113              | 3,297            | 12,188                          | 9,617            |
| Total noninterest income                             | <u>29,644</u>      | <u>31,261</u>    | <u>87,625</u>                   | <u>86,010</u>    |
| <b>Noninterest expense</b>                           |                    |                  |                                 |                  |
| Salaries and employee benefits                       | 32,783             | 30,227           | 98,155                          | 91,240           |
| Occupancy  | 5,035              | 5,326            | 15,780                          | 16,804           |
| Data processing and communications                   | 4,183              | 4,207            | 12,354                          | 12,598           |
| Professional fees and outside services               | 3,343              | 3,137            | 9,905                           | 10,029           |
| Equipment  | 3,656              | 3,352            | 10,663                          | 9,917            |
| Office supplies and postage                          | 1,438              | 1,576            | 4,661                           | 4,822            |
| FDIC expenses  | 1,287              | 1,355            | 3,838                           | 3,833            |
| Advertising  | 634                | 421              | 1,733                           | 1,874            |
| Amortization of intangible assets                    | 952                | 1,165            | 2,976                           | 3,636            |
| Loan collection and other real estate owned, net     | 985                | 699              | 2,535                           | 1,593            |
| Other  | 5,318              | 8,426            | 15,683                          | 19,211           |
| Total noninterest expense                            | <u>59,614</u>      | <u>59,891</u>    | <u>178,283</u>                  | <u>175,557</u>   |
| Income before income tax expense                     | 30,304             | 30,649           | 89,092                          | 87,043           |
| Income tax expense                                   | 10,303             | 10,798           | 30,291                          | 29,745           |
| Net income   | <u>\$ 20,001</u>   | <u>\$ 19,851</u> | <u>\$ 58,801</u>                | <u>\$ 57,298</u> |
| <b>Earnings per share</b>                            |                    |                  |                                 |                  |
| Basic  | \$ 0.46            | \$ 0.45          | \$ 1.36                         | \$ 1.30          |
| Diluted  | \$ 0.46            | \$ 0.45          | \$ 1.35                         | \$ 1.29          |

See accompanying notes to unaudited interim consolidated financial statements.

| <b>NBT Bancorp Inc. and Subsidiaries</b>   | Three months ended |             | Nine months ended September 30, |             |
|--|--------------------|-------------|---------------------------------|-------------|
|  | September 30,      |             | 2015                            |             |
| <b>Consolidated Statements of Comprehensive Income (unaudited)</b>   | <b>2016</b>        | <b>2015</b> | <b>2016</b>                     | <b>2015</b> |
| (In thousands)   |                    |             |                                 |             |
| Net income   | \$ 20,001          | \$ 19,851   | \$ 58,801                       | \$ 57,298   |
| Other comprehensive income, net of tax:  |                    |             |                                 |             |
| Unrealized net holding (losses) gains arising during the period (pre-tax amounts of (\$2,931), \$3,801, \$14,009 and \$3,367)  | (1,790)            | 2,323       | 8,560                           | 2,057       |
| Reclassification adjustment for net gains related to securities available for sale included in net income (pre-tax amounts of \$-, \$3, \$30 and \$43)   | -                  | (2)         | (19)                            | (26)        |
| Unrealized losses on derivatives (cash flow hedges) (pre-tax amounts of \$782, \$-, \$719 and \$-)   | 478                | -           | 439                             | -           |
| Amortization of unrealized net gains and losses related to the reclassification of available for sale investment securities to held to maturity (pre-tax amounts of \$267, \$328, \$843 and \$999) | 162                | 200         | 515                             | 610         |
| Pension and other benefits:  |                    |             |                                 |             |
| Amortization of prior service cost and actuarial gains (pre-tax amounts of \$519, \$551, \$1,544 and \$1,673)  | 317                | 337         | 943                             | 1,021       |
| Total other comprehensive (loss) income  | (833)              | 2,858       | 10,438                          | 3,662       |
| Comprehensive income   | \$ 19,168          | \$ 22,709   | \$ 69,239                       | \$ 60,960   |

See accompanying notes to unaudited interim consolidated financial statements.

**NBT Bancorp Inc. and Subsidiaries**  
**Consolidated Statements of Stockholders' Equity (unaudited)**

|   | Common Stock | Additional<br>Paid-in-<br>Capital | Retained<br>Earnings | Accumulated<br>Other<br>Comprehensive<br>(Loss) Income | Common Stock<br>in Treasury | Total      |
|---|--------------|-----------------------------------|----------------------|--|-----------------------------|------------|
| (In thousands, except share and per share data)   |              |                                   |                      |  |                             |            |
| <b>Balance at December 31, 2014</b>   | \$ 497       | \$ 576,504                        | \$ 423,956           | \$ (17,027)  | \$ (119,749)                | \$ 864,181 |
| Net income  | -            | -                                 | 57,298               | -  | -                           | 57,298     |
| Cash dividends - \$0.65 per share   | -            | -                                 | (28,553)             | -  | -                           | (28,553)   |
| Purchase of 1,047,152 treasury shares   | -            | -                                 | -                    | -  | (26,797)                    | (26,797)   |
| Net issuance of 336,959 shares to employee benefit plans and other stock plans, including tax benefit | -            | (3,423)                           | -                    | -  | 6,451                       | 3,028      |
| Stock-based compensation  | -            | 3,397                             | -                    | -  | -                           | 3,397      |
| Other comprehensive income  | -            | -                                 | -                    | 3,662  | -                           | 3,662      |
| <b>Balance at September 30, 2015</b>  | \$ 497       | \$ 576,478                        | \$ 452,701           | \$ (13,365)  | \$ (140,095)                | \$ 876,216 |
| <b>Balance at December 31, 2015</b>   | \$ 497       | \$ 576,726                        | \$ 462,232           | \$ (22,418)  | \$ (135,033)                | \$ 882,004 |
| Net income  | -            | -                                 | 58,801               | -  | -                           | 58,801     |
| Cash dividends - \$0.67 per share   | -            | -                                 | (28,903)             | -  | -                           | (28,903)   |
| Purchase of 675,535 treasury shares   | -            | -                                 | -                    | -  | (17,193)                    | (17,193)   |
| Net issuance of 389,058 shares to employee benefit plans and other stock plans, including tax benefit | -            | (6,164)                           | -                    | -  | 7,270                       | 1,106      |
| Stock-based compensation  | -            | 3,096                             | -                    | -  | -                           | 3,096      |
| Other comprehensive income  | -            | -                                 | -                    | 10,438   | -                           | 10,438     |
| <b>Balance at September 30, 2016</b>  | \$ 497       | \$ 573,658                        | \$ 492,130           | \$ (11,980)  | \$ (144,956)                | \$ 909,349 |

See accompanying notes to unaudited interim consolidated financial statements.

**NBT Bancorp Inc. and Subsidiaries**

Nine months ended September 30,

**Consolidated Statements of Cash Flows (unaudited)**
**2016**
**2015**

(In thousands)

**Operating activities**

 Net income \$ 58,801 \$ 57,298
**Adjustments to reconcile net income to net cash provided by operating activities**

|   |               |               |
|---|---------------|---------------|
| Provision for loan losses                               | 17,266        | 12,506        |
| Depreciation and amortization of premises and equipment | 6,765         | 6,494         |
| Net accretion on securities                             | 3,781         | 1,851         |
| Amortization of intangible assets                       | 2,976         | 3,636         |
| Stock-based compensation                                | 3,096         | 3,397         |
| Bank owned life insurance income                        | (3,898)       | (3,418)       |
| Purchases of trading securities                         | (34)          | (767)         |
| (Gains) losses on trading securities                    | (441)         | 660           |
| Proceeds from sales of loans held for sale              | 71,170        | 50,998        |
| Originations and purchases of loans held for sale       | (73,393)      | (49,125)      |
| Net gains on sales of loans held for sale               | (459)         | (108)         |
| Net security gains                                      | (30)          | (43)          |
| Net gain on sales of other real estate owned            | (625)         | (1,241)       |
| Gain on the sale of equity investment                   | -             | (4,179)       |
| Gain on asset sold                                      | (2,462)       | -             |
| Impairment write-down                                   | 2,565         | -             |
| Net (increase) decrease in other assets                 | (16,599)      | 8,846         |
| Net increase in other liabilities                       | 11,395        | 6,252         |
| Net cash provided by operating activities               | <u>79,874</u> | <u>93,057</u> |

**Investing activities**

|  |                  |                  |
|--|------------------|------------------|
| Net cash used in acquisitions                          | (2,000)          | -                |
| <i>Securities available for sale:</i>                  |                  |                  |
| Proceeds from maturities, calls and principal paydowns | 250,441          | 229,347          |
| Proceeds from sales                                    | 48               | -                |
| Purchases  | (352,056)        | (272,596)        |
| <i>Securities held to maturity:</i>                    |                  |                  |
| Proceeds from maturities, calls and principal paydowns | 76,676           | 61,379           |
| Purchases  | (90,476)         | (74,951)         |
| <i>Other:</i>  |                  |                  |
| Net increase in loans                                  | (291,349)        | (294,187)        |
| Proceeds from FHLB stock redemption                    | 108,227          | 39,740           |
| Purchases of Federal Reserve and FHLB stock            | (113,872)        | (41,115)         |
| Proceeds from settlement of bank owned life insurance  | 1,478            | 1,541            |
| Purchase of bank owned life insurance                  | (45,000)         | -                |
| Purchases of premises and equipment                    | (4,652)          | (4,999)          |
| Proceeds from sale of equity investment                | -                | 4,179            |
| Proceeds from the sales of other real estate owned     | 5,153            | 3,049            |
| Net cash used in investing activities                  | <u>(457,382)</u> | <u>(348,613)</u> |

**Financing activities**

|  |                   |                   |
|--|-------------------|-------------------|
| Net increase in deposits   | 344,395           | 301,022           |
| Net increase in short-term borrowings  | 142,546           | 45,530            |
| Proceeds from issuance of long-term debt   | 3,880             | -                 |
| Repayments of long-term debt   | (20,183)          | (310)             |
| Proceeds from the issuance of shares to employee benefit plans and other stock plans | 1,106             | 3,028             |
| Purchase of treasury stock   | (17,193)          | (26,797)          |
| Cash dividends   | (28,903)          | (28,553)          |
| Net cash provided by financing activities  | <u>425,648</u>    | <u>293,920</u>    |
| Net increase in cash and cash equivalents  | 48,140            | 38,364            |
| Cash and cash equivalents at beginning of period                                     | 140,297           | 146,636           |
| Cash and cash equivalents at end of period   | <u>\$ 188,437</u> | <u>\$ 185,000</u> |

**Supplemental disclosure of cash flow information**

Nine months ended September 30,

**Cash paid during the period for:**

**2016**                      **2015**

|  |    |               |    |        |
|--|----|---------------|----|--------|
| Interest                                     | \$ | <b>17,269</b> | \$ | 16,252 |
| Income taxes paid                            |    | <b>29,173</b> |    | 19,027 |
| <b>Noncash investing activities:</b>         |    |               |    |        |
| Loans transferred to other real estate owned | \$ | <b>2,363</b>  | \$ | 2,699  |
| <b>Acquisitions:</b>                         |    |               |    |        |
| Fair value of assets acquired                | \$ | <b>1,703</b>  | \$ | -      |

See accompanying notes to unaudited interim consolidated financial statements.



**NBT BANCORP INC. and Subsidiaries**  
**NOTES TO UNAUDITED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**  
**September 30, 2016**

**Note 1. Description of Business**

NBT Bancorp Inc. (the “Registrant” or the “Company”) is a registered financial holding company incorporated in the state of Delaware in 1986, with its principal headquarters located in Norwich, New York. The principal assets of the Registrant consist of all of the outstanding shares of common stock of its subsidiaries, including: NBT Bank, National Association (the “Bank”), NBT Financial Services, Inc. (“NBT Financial”), NBT Holdings, Inc. (“NBT Holdings”), Hathaway Agency, Inc. and CNBF Capital Trust I, NBT Statutory Trust I, NBT Statutory Trust II, Alliance Financial Capital Trust I and Alliance Financial Capital Trust II (collectively, the “Trusts”). The Company’s principal sources of revenue are the management fees and dividends it receives from the Bank, NBT Financial and NBT Holdings.

The Company’s business, primarily conducted through the Bank but also through its other subsidiaries, consists of providing commercial banking and financial services to customers in its market area, which includes central and upstate New York, northeastern Pennsylvania, northwestern Vermont, western Massachusetts, southern New Hampshire and southern Maine. The Company has been and intends to continue to be, a community-oriented financial institution offering a variety of financial services. The Company’s business philosophy is to operate as a community bank with local decision-making, principally in non-metropolitan markets, providing a broad array of banking and financial services to retail, commercial and municipal customers.

**Note 2. Basis of Presentation**

The accompanying unaudited interim consolidated financial statements include the accounts of the Registrant and its wholly owned subsidiaries, the Bank, NBT Financial and NBT Holdings. Collectively, the Registrant and its subsidiaries are referred to herein as “the Company.” The interim data includes all adjustments, consisting only of normal recurring adjustments, necessary for a fair statement of the results for the interim periods in accordance with generally accepted accounting principles in the United States of America (“GAAP”). These consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in our 2015 Annual Report on Form 10-K. The results of operations for the interim periods are not necessarily indicative of the results that may be expected for the full year or any other interim period. All intercompany transactions have been eliminated in consolidation. Amounts in the prior period financial statements are reclassified whenever necessary to conform to current period presentation. The Company has evaluated subsequent events for potential recognition and/or disclosure and there were none identified.

**Note 3. Securities**

The amortized cost, estimated fair value and unrealized gains and losses of securities available for sale are as follows:

| (In thousands)                       | Amortized<br>cost   | Unrealized<br>gains | Unrealized<br>losses | Estimated<br>fair value |
|--------------------------------------|---------------------|---------------------|----------------------|-------------------------|
| <b>September 30, 2016</b>            |                     |                     |                      |                         |
| Federal Agency                       | \$ 255,115          | \$ 1,006            | \$ (28)              | \$ 256,093              |
| State & municipal                    | 38,327              | 357                 | (30)                 | 38,654                  |
| Mortgage-backed:                     |                     |                     |                      |                         |
| Government-sponsored enterprises     | 356,484             | 8,969               | -                    | 365,453                 |
| U.S. government agency securities    | 6,418               | 506                 | (13)                 | 6,911                   |
| Collateralized mortgage obligations: |                     |                     |                      |                         |
| Government-sponsored enterprises     | 536,694             | 4,580               | (189)                | 541,085                 |
| U.S. government agency securities    | 59,931              | 478                 | (24)                 | 60,385                  |
| Other securities                     | 16,744              | 4,720               | (1,146)              | 20,318                  |
| Total securities available for sale  | <u>\$ 1,269,713</u> | <u>\$ 20,616</u>    | <u>\$ (1,430)</u>    | <u>\$ 1,288,899</u>     |
| <b>December 31, 2015</b>             |                     |                     |                      |                         |
| Federal Agency                       | \$ 312,580          | \$ 203              | \$ (1,511)           | \$ 311,272              |
| State & municipal                    | 31,208              | 446                 | (17)                 | 31,637                  |
| Mortgage-backed:                     |                     |                     |                      |                         |
| Government-sponsored enterprises     | 398,086             | 4,141               | (1,068)              | 401,159                 |
| U.S. government agency securities    | 8,191               | 560                 | (14)                 | 8,737                   |
| Collateralized mortgage obligations: |                     |                     |                      |                         |
| Government-sponsored enterprises     | 364,936             | 931                 | (1,828)              | 364,039                 |
| U.S. government agency securities    | 40,699              | 348                 | (115)                | 40,932                  |
| Other securities                     | 13,637              | 3,249               | (118)                | 16,768                  |
| Total securities available for sale  | <u>\$ 1,169,337</u> | <u>\$ 9,878</u>     | <u>\$ (4,671)</u>    | <u>\$ 1,174,544</u>     |

Other securities primarily represent marketable equity securities.

The amortized cost, estimated fair value and unrealized gains and losses of securities held to maturity are as follows:

| (In thousands)                       | Amortized<br>cost | Unrealized<br>gains | Unrealized<br>losses | Estimated<br>fair value |
|--------------------------------------|-------------------|---------------------|----------------------|-------------------------|
| <b>September 30, 2016</b>            |                   |                     |                      |                         |
| Mortgage-backed:                     |                   |                     |                      |                         |
| Government-sponsored enterprises     | \$ 49,229         | \$ 617              | \$ -                 | \$ 49,846               |
| U.S. government agency securities    | 549               | 101                 | -                    | 650                     |
| Collateralized mortgage obligations: |                   |                     |                      |                         |
| Government-sponsored enterprises     | 237,819           | 5,314               | (386)                | 242,747                 |
| State & municipal                    | 198,280           | 4,130               | (57)                 | 202,353                 |
| Total securities held to maturity    | <u>\$ 485,877</u> | <u>\$ 10,162</u>    | <u>\$ (443)</u>      | <u>\$ 495,596</u>       |
| <b>December 31, 2015</b>             |                   |                     |                      |                         |
| Mortgage-backed:                     |                   |                     |                      |                         |
| Government-sponsored enterprises     | \$ 9,432          | \$ -                | \$ (107)             | \$ 9,325                |
| U.S. government agency securities    | 611               | 95                  | -                    | 706                     |
| Collateralized mortgage obligations: |                   |                     |                      |                         |
| Government-sponsored enterprises     | 272,550           | 1,411               | (1,560)              | 272,401                 |
| State & municipal                    | 188,438           | 2,288               | (18)                 | 190,708                 |
| Total securities held to maturity    | <u>\$ 471,031</u> | <u>\$ 3,794</u>     | <u>\$ (1,685)</u>    | <u>\$ 473,140</u>       |

Securities with amortized costs totaling \$1.6 billion at September 30, 2016 and \$1.4 billion at December 31, 2015 were pledged to secure public deposits and for other purposes required or permitted by law. At September 30, 2016 and December 31, 2015, securities with an amortized cost of \$223.8 million and \$205.9 million, respectively, were pledged as collateral for securities sold under repurchase agreements.

The following table sets forth information with regard to investment securities with unrealized losses for the periods presented (dollars in thousands):

| Security Type:                                   | Less than 12 months |                   |                     | 12 months or longer |                   |                     | Total      |                   |                     |
|--|---------------------|-------------------|---------------------|---------------------|-------------------|---------------------|------------|-------------------|---------------------|
|  | Fair Value          | Unrealized losses | Number of Positions | Fair Value          | Unrealized losses | Number of Positions | Fair Value | Unrealized losses | Number of Positions |
| <b>September 30, 2016</b>                        |                     |                   |                     |                     |                   |                     |            |                   |                     |
| <b>Investment securities available for sale:</b> |                     |                   |                     |                     |                   |                     |            |                   |                     |
| Federal agency                                   | \$ 9,955            | \$ (28)           | 1                   | \$ -                | \$ -              | -                   | \$ 9,955   | \$ (28)           | 1                   |
| State & municipal                                | 7,659               | (28)              | 12                  | 488                 | (2)               | 1                   | 8,147      | (30)              | 13                  |
| Mortgage-backed                                  | -                   | -                 | -                   | 996                 | (13)              | 4                   | 996        | (13)              | 4                   |
| Collateralized mortgage obligations              | 56,083              | (213)             | 8                   | -                   | -                 | -                   | 56,083     | (213)             | 8                   |
| Other securities                                 | 174                 | (26)              | 1                   | 4,746               | (1,120)           | 2                   | 4,920      | (1,146)           | 3                   |
| Total securities with unrealized losses          | \$ 73,871           | \$ (295)          | 22                  | \$ 6,230            | \$ (1,135)        | 7                   | \$ 80,101  | \$ (1,430)        | 29                  |
| <b>Investment securities held to maturity:</b>   |                     |                   |                     |                     |                   |                     |            |                   |                     |
| Collateralized mortgage obligations              | \$ -                | \$ -              | -                   | \$ 37,888           | \$ (386)          | 4                   | \$ 37,888  | \$ (386)          | 4                   |
| State & municipal                                | 5,501               | (57)              | 9                   | -                   | -                 | -                   | 5,501      | (57)              | 9                   |
| Total securities with unrealized losses          | \$ 5,501            | \$ (57)           | 9                   | \$ 37,888           | \$ (386)          | 4                   | \$ 43,389  | \$ (443)          | 13                  |
| <b>December 31, 2015</b>                         |                     |                   |                     |                     |                   |                     |            |                   |                     |
| <b>Investment securities available for sale:</b> |                     |                   |                     |                     |                   |                     |            |                   |                     |
| Federal agency                                   | \$ 186,685          | \$ (1,312)        | 15                  | \$ 19,801           | \$ (199)          | 2                   | \$ 206,486 | \$ (1,511)        | 17                  |
| State & municipal                                | 4,599               | (14)              | 7                   | 502                 | (3)               | 1                   | 5,101      | (17)              | 8                   |
| Mortgage-backed                                  | 177,270             | (1,068)           | 33                  | 1,066               | (14)              | 5                   | 178,336    | (1,082)           | 38                  |
| Collateralized mortgage obligations              | 256,265             | (1,889)           | 24                  | 5,218               | (54)              | 2                   | 261,483    | (1,943)           | 26                  |
| Other securities                                 | -                   | -                 | -                   | 3,235               | (118)             | 2                   | 3,235      | (118)             | 2                   |
| Total securities with unrealized losses          | \$ 624,819          | \$ (4,283)        | 79                  | \$ 29,822           | \$ (388)          | 12                  | \$ 654,641 | \$ (4,671)        | 91                  |
| <b>Investment securities held to maturity:</b>   |                     |                   |                     |                     |                   |                     |            |                   |                     |
| Mortgage-backed                                  | \$ 9,325            | \$ (107)          | 1                   | \$ -                | \$ -              | -                   | \$ 9,325   | \$ (107)          | 1                   |
| Collateralized mortgage obligations              | 105,604             | (281)             | 12                  | 41,523              | (1,279)           | 4                   | 147,127    | (1,560)           | 16                  |
| State & municipal                                | 2,200               | (18)              | 3                   | -                   | -                 | -                   | 2,200      | (18)              | 3                   |
| Total securities with unrealized losses          | \$ 117,129          | \$ (406)          | 16                  | \$ 41,523           | \$ (1,279)        | 4                   | \$ 158,652 | \$ (1,685)        | 20                  |

Declines in the fair value of held to maturity and available for sale securities below their cost that are deemed to be other than temporary are reflected in earnings as realized losses or in other comprehensive income, depending on whether the Company intends to sell the security or more likely than not will be required to sell the security before recovery of its amortized cost basis less any current-period credit loss, the other-than-temporary impairment shall be recognized in earnings equal to the entire difference between the investment's amortized cost basis and its fair value at the balance sheet date. If the Company does not intend to sell the security and it is not more likely than not that the entity will be required to sell the security before recovery of its amortized cost basis less any current-period credit loss, the other-than-temporary impairment shall be separated into (a) the amount representing the credit loss and (b) the amount related to all other factors. The amount of the total other-than-temporary impairment related to the credit loss shall be recognized in earnings. The amount of the total other-than-temporary impairment related to other factors shall be recognized in other comprehensive income, net of applicable taxes. As of September 30, 2016 and December 31, 2015, management believes the impairments detailed in the table above are temporary and no other-than-temporary impairment losses have been realized in the Company's consolidated statements of income.

In estimating other-than-temporary impairment losses, management considers, among other things, (i) the length of time and the extent to which the fair value has been less than cost, (ii) the financial condition and near-term prospects of the issuer and (iii) the historical and implied volatility of the fair value of the security.

Management has the intent to hold the securities classified as held to maturity until they mature, at which time it is believed the Company will receive full value for the securities. Furthermore, as of September 30, 2016, management also has the intent to hold and will not be required to sell, the securities classified as available for sale for a period of time sufficient for a recovery of cost, which may be until maturity. The unrealized losses are due to increases in market interest rates over the yields available at the time the underlying securities were purchased. When necessary, the Company has performed a discounted cash flow analysis to determine whether or not it will receive the contractual principal and interest on certain securities. The fair value is expected to recover as the bonds approach their maturity date or repricing date or if market yields for such investments decline. As of September 30, 2016 and December 31, 2015, management believes the impairments detailed in the table above are temporary and no other-than-temporary impairment losses have been realized in the Company's consolidated statements of income.

The following tables set forth information with regard to contractual maturities of debt securities at September 30, 2016:

| (In thousands)   | Amortized<br>cost   | Estimated fair<br>value |
|--|---------------------|-------------------------|
| <b><i>Debt securities classified as available for sale</i></b> |                     |                         |
| Within one year  | \$ 39,403           | \$ 39,495               |
| From one to five years   | 245,571             | 247,544                 |
| From five to ten years   | 153,633             | 156,600                 |
| After ten years  | 814,362             | 824,942                 |
|  | <u>\$ 1,252,969</u> | <u>\$ 1,268,581</u>     |
| <b><i>Debt securities classified as held to maturity</i></b>   |                     |                         |
| Within one year  | \$ 34,787           | \$ 34,790               |
| From one to five years   | 25,392              | 25,639                  |
| From five to ten years   | 123,615             | 126,865                 |
| After ten years  | 302,083             | 308,302                 |
|  | <u>\$ 485,877</u>   | <u>\$ 495,596</u>       |

Maturities of mortgage-backed and collateralized mortgage obligations are stated based on their estimated average lives. Actual maturities may differ from estimated average lives or contractual maturities because, in certain cases, borrowers have the right to call or prepay obligations with or without call or prepayment penalties.

Except for U.S. Government securities, there were no holdings, when taken in the aggregate, of any single issuer that exceeded 10% of consolidated stockholders' equity at September 30, 2016 and December 31, 2015.

**Note 4. Allowance for Loan Losses and Credit Quality of Loans****Allowance for Loan Losses**

The allowance for loan losses is maintained at a level estimated by management to provide adequately for probable incurred losses inherent in the current loan portfolio. The adequacy of the allowance for loan losses is continuously monitored. It is assessed for adequacy using a methodology designed to ensure the level of the allowance reasonably reflects the loan portfolio's risk profile. It is evaluated to ensure that it is sufficient to absorb all reasonably estimable credit losses inherent in the current loan portfolio.

To develop and document a systematic methodology for determining the allowance for loan losses, the Company has divided the loan portfolio into three segments, each with different risk characteristics and methodologies for assessing risk. Those segments are further segregated between our loans accounted for under the amortized cost method (referred to as "originated" loans) and loans acquired in a business combination (referred to as "acquired" loans). Each portfolio segment is broken down into class segments where appropriate. Class segments contain unique measurement attributes, risk characteristics and methods for monitoring and assessing risk that are necessary to develop the allowance for loan losses. Unique characteristics such as borrower type, loan type, collateral type and risk characteristics define each class segment. The following table illustrates the portfolio and class segments for the Company's loan portfolio:

| Portfolio                                | Class  |
|--|--|
| <b>Commercial Loans</b>                  | Commercial<br>Commercial Real Estate<br>Agricultural<br>Agricultural Real Estate<br>Business Banking |
| <b>Consumer Loans</b>                    | Indirect<br>Home Equity<br>Direct  |
| <b>Residential Real Estate Mortgages</b> |  |

**Commercial Loans**

The Company offers a variety of commercial loan products including commercial (non-real estate), commercial real estate, agricultural, agricultural real estate, and business banking loans. The Company's underwriting analysis for commercial loans typically includes credit verification, independent appraisals, a review of the borrower's financial condition and a detailed analysis of the borrower's underlying cash flows.

**Commercial** – The Company offers a variety of loan options to meet the specific needs of our commercial customers including term loans, time notes and lines of credit. Such loans are made available to businesses for working capital needs such as inventory and receivables, business expansion and equipment purchases. Generally, a collateral lien is placed on equipment or other assets owned by the borrower. These loans carry a higher risk than commercial real estate loans due to the nature of the underlying collateral, which can be business assets such as equipment and accounts receivable. To reduce the risk, management also attempts to secure real estate as collateral and obtain personal guarantees of the borrowers.

**Commercial Real Estate** – The Company offers commercial real estate loans to finance real estate purchases, refinancings, expansions and improvements to commercial properties. Commercial real estate loans are made to finance the purchases of real estate, generally with completed structures. These commercial real estate loans are secured by first liens on the real estate, which may include apartments, commercial structures, housing businesses, healthcare facilities, and other non owner-occupied facilities. These loans are typically less risky than commercial loans, since they are secured by real estate and buildings and are generally originated in amounts of no more than 80% of the appraised value of the property.

**Agricultural** – The Company offers a variety of agricultural loans to meet the needs of our agricultural customers including term loans, time notes and lines of credit. These loans are made to purchase livestock, purchase and modernize equipment and finance seasonal crop expenses. Generally, a collateral lien is placed on the livestock, equipment, produce inventories and/or receivables owned by the borrower. These loans may carry a higher risk than commercial and agricultural real estate loans due to the industry price volatility and in some cases, the perishable nature of the underlying collateral. To reduce these risks, management may attempt to secure these loans with additional real estate collateral, obtain personal guarantees of the borrowers or obtain government loan guarantees to provide further support.

**Agricultural Real Estate** – The Company offers real estate loans to our agricultural customers to finance farm related real estate purchases, refinancings, expansions and improvements to agricultural properties such as barns, production facilities and land. The agricultural real estate loans are secured by first liens on the farm real estate. Because they are secured by land and buildings, these loans may be less risky than agricultural loans. These loans are typically originated in amounts of no more than 75% of the appraised value of the property. Government loan guarantees may be obtained to provide further support.

**Business Banking** – The Company offers a variety of loan options to meet the specific needs of our business banking customers including term loans, business banking mortgages and lines of credit. Such loans are generally less than \$0.8 million and are made available to businesses for working capital such as inventory and receivables, business expansion, equipment purchases and agricultural needs. Generally, a collateral lien is placed on equipment or other assets owned by the borrower such as inventory and/or receivables. These loans carry a higher risk than commercial loans due to the smaller size of the borrower and lower levels of capital. To reduce these risks, the Company obtains personal guarantees of the owners for a majority of the loans.

## **Consumer Loans**

The Company offers a variety of consumer loan products including indirect, home equity and direct loans.

**Indirect** – The Company maintains relationships with many dealers primarily in the communities that we serve. Through these relationships, the Company primarily finances the purchases of automobiles and recreational vehicles (such as campers, boats, etc.) indirectly through dealer relationships. Approximately 75% of the indirect relationships represent automobile financing. Most of these loans carry a fixed rate of interest with principal repayment terms typically ranging from three to six years, based upon the nature of the collateral and the size of the loan. The majority of indirect consumer loans are underwritten on a secured basis using the underlying collateral being financed.

**Home Equity** – The Company offers fixed home equity loans as well as home equity lines of credit to consumers to finance home improvements, debt consolidation, education and other uses. Consumers are able to borrow up to 85% of the equity in their homes. The Company originates home equity lines of credit and second mortgage loans (loans secured by a second junior lien position on one-to-four-family residential real estate). These loans carry a higher risk than first mortgage residential loans as they are in a second position with respect to collateral. Risk is reduced through underwriting criteria, which include credit verification, appraisals, a review of the borrower's financial condition and personal cash flows. A security interest, with title insurance when necessary, is taken in the underlying real estate.

**Direct** – The Company offers a variety of consumer installment loans to finance vehicle purchases, mobile home purchases and personal expenditures. Most of these loans carry a fixed rate of interest with principal repayment terms typically ranging from one to ten years, based upon the nature of the collateral and the size of the loan. The majority of consumer loans are underwritten on a secured basis using the underlying collateral being financed or a customer's deposit account. In addition to installment loans, the Company also offers personal lines of credit and overdraft protection. A minimal amount of loans are unsecured, which carry a higher risk of loss.

### **Residential Real Estate Mortgages**

Residential real estate loans consist primarily of loans secured by first or second deeds of trust on primary residences. We originate adjustable-rate and fixed-rate, one-to-four-family residential real estate loans for the construction, purchase or refinancing of a mortgage. These loans are collateralized by owner-occupied properties located in the Company's market area. Loans on one-to-four-family residential real estate are generally originated in amounts of no more than 85% of the purchase price or appraised value (whichever is lower) or have private mortgage insurance. The Company's underwriting analysis for residential mortgage loans typically includes credit verification, independent appraisals and a review of the borrower's financial condition. Mortgage title insurance and hazard insurance are normally required. Construction loans have a unique risk, because they are secured by an incomplete dwelling. This risk is reduced through periodic site inspections, including one at each loan draw period.

For purposes of evaluating the adequacy of the allowance, the Company considers a number of significant factors that affect the collectability of the portfolio. For individually analyzed loans, these include estimates of loss exposure, which reflect the facts and circumstances that affect the likelihood of repayment of such loans as of the evaluation date. For homogeneous pools of loans, estimates of the Company's exposure to credit loss reflect a current assessment of a number of factors, which could affect collectability. These factors include: past loss experience, loss emergence period, size, trend, composition and nature of loans; changes in lending policies and procedures, including underwriting standards and collection, charge-offs and recoveries; trends experienced in nonperforming and delinquent loans; current economic conditions in the Company's market; portfolio concentrations that may affect loss experience across one or more components of the portfolio; the effect of external factors such as competition, legal and regulatory requirements; and the experience, ability and depth of lending management and staff. In addition, various regulatory agencies, as an integral component of their examination process, periodically review the Company's allowance for loan losses. Such agencies may require the Company to make loan grade changes as well as recognize additions to the allowance based on their examinations.

After a thorough consideration of the factors discussed above, any required additions or reductions to the allowance for loan losses are made periodically by charges or credits to the provision for loan losses. These charges or credits are necessary to maintain the allowance at a level which management believes is reasonably reflective of overall inherent risk of probable loss in the portfolio. While management uses available information to recognize losses on loans, additions and reductions of the allowance may fluctuate from one reporting period to another. These fluctuations are reflective of changes in risk associated with portfolio content and/or changes in management's assessment of any or all of the determining factors discussed above.



The following tables illustrate the changes in the allowance for loan losses by our portfolio segments for the three and nine months ended September 30, 2016 and 2015 (in thousands):

| <b>Three months ended September 30,</b> | <b>Commercial<br/>Loans</b> | <b>Consumer<br/>Loans</b> | <b>Residential<br/>Real Estate<br/>Mortgages</b> | <b>Unallocated</b> | <b>Total</b>     |
|---|-----------------------------|---------------------------|--|--------------------|------------------|
| Balance as of June 30, 2016             | \$ 25,222                   | \$ 31,471                 | \$ 7,875   | \$ -               | \$ 64,568        |
| Charge-offs                             | (637)                       | (6,046)                   | (142)  | -                  | (6,825)          |
| Recoveries                              | 512                         | 898                       | 127  | -                  | 1,537            |
| Provision                               | 1,514                       | 6,078                     | (1,481)  | 277                | 6,388            |
| Ending Balance as of September 30, 2016 | <u>\$ 26,611</u>            | <u>\$ 32,401</u>          | <u>\$ 6,379</u>                                  | <u>\$ 277</u>      | <u>\$ 65,668</u> |
| Balance as of June 30, 2015             | \$ 28,326                   | \$ 28,314                 | \$ 8,281   | \$ 38              | \$ 64,959        |
| Charge-offs                             | (1,333)                     | (4,530)                   | (511)  | -                  | (6,374)          |
| Recoveries                              | 258                         | 889                       | 161  | -                  | 1,308            |
| Provision                               | (2,800)                     | 7,333                     | 51   | 382                | 4,966            |
| Ending Balance as of September 30, 2015 | <u>\$ 24,451</u>            | <u>\$ 32,006</u>          | <u>\$ 7,982</u>                                  | <u>\$ 420</u>      | <u>\$ 64,859</u> |

| <b>Nine months ended September 30,</b>  | <b>Commercial<br/>Loans</b> | <b>Consumer<br/>Loans</b> | <b>Residential<br/>Real Estate<br/>Mortgages</b> | <b>Unallocated</b> | <b>Total</b>     |
|---|-----------------------------|---------------------------|--|--------------------|------------------|
| Balance as of December 31, 2015         | \$ 25,545                   | \$ 29,253                 | \$ 7,960   | \$ 260             | \$ 63,018        |
| Charge-offs                             | (1,723)                     | (16,409)                  | (1,119)  | -                  | (19,251)         |
| Recoveries                              | 1,616                       | 2,779                     | 240  | -                  | 4,635            |
| Provision                               | 1,173                       | 16,778                    | (702)  | 17                 | 17,266           |
| Ending Balance as of September 30, 2016 | <u>\$ 26,611</u>            | <u>\$ 32,401</u>          | <u>\$ 6,379</u>                                  | <u>\$ 277</u>      | <u>\$ 65,668</u> |
| Balance as of December 31, 2014         | \$ 32,433                   | \$ 26,720                 | \$ 7,130   | \$ 76              | \$ 66,359        |
| Charge-offs                             | (2,715)                     | (13,183)                  | (1,524)  | -                  | (17,422)         |
| Recoveries                              | 772                         | 2,334                     | 310  | -                  | 3,416            |
| Provision                               | (6,039)                     | 16,135                    | 2,066  | 344                | 12,506           |
| Ending Balance as of September 30, 2015 | <u>\$ 24,451</u>            | <u>\$ 32,006</u>          | <u>\$ 7,982</u>                                  | <u>\$ 420</u>      | <u>\$ 64,859</u> |

Included in the above table there was \$0.7 million and \$1.9 million in the allowance for loan losses related to acquired commercial loans as of September 30, 2016 and September 30, 2015, respectively. Net charge-offs related to acquired loans totaled approximately \$0.1 million and \$0.5 million during the three months ended September 30, 2016 and 2015, respectively and approximately \$0.4 million and \$1.2 million during the nine months ended September 30, 2016 and 2015, respectively and are included in the table above.

The following tables illustrate the allowance for loan losses and the recorded investment by portfolio segments as of September 30, 2016 and December 31, 2015:

**Allowance for Loan Losses and Recorded Investment in Loans**  
(In thousands)

|  | <u>Commercial<br/>Loans</u> | <u>Consumer<br/>Loans</u> | <u>Residential<br/>Real Estate<br/>Mortgages</u> | <u>Unallocated</u> | <u>Total</u>        |
|--|-----------------------------|---------------------------|--|--------------------|---------------------|
| <b>As of September 30, 2016</b>  |                             |                           |  |                    |                     |
| Allowance for loan losses  | \$ 26,611                   | \$ 32,401                 | \$ 6,379   | \$ 277             | \$ 65,668           |
| Allowance for loans individually evaluated for impairment                | <u>3,372</u>                | <u>-</u>                  | <u>-</u>   | <u>-</u>           | <u>3,372</u>        |
| Allowance for loans collectively evaluated for impairment                | <u>\$ 23,239</u>            | <u>\$ 32,401</u>          | <u>\$ 6,379</u>                                  | <u>\$ 277</u>      | <u>\$ 62,296</u>    |
| Ending balance of loans  | <u>\$ 2,781,143</u>         | <u>\$ 2,138,705</u>       | <u>\$ 1,240,337</u>                              |                    | <u>\$ 6,160,185</u> |
| Ending balance of originated loans individually evaluated for impairment | <u>21,594</u>               | <u>8,502</u>              | <u>6,088</u>                                     |                    | <u>36,184</u>       |
| Ending balance of acquired loans individually evaluated for impairment   | <u>1,205</u>                | <u>-</u>                  | <u>-</u>   |                    | <u>1,205</u>        |
| Ending balance of acquired loans collectively evaluated for impairment   | <u>252,414</u>              | <u>69,173</u>             | <u>207,289</u>                                   |                    | <u>528,876</u>      |
| Ending balance of originated loans collectively evaluated for impairment | <u>\$ 2,505,930</u>         | <u>\$ 2,061,030</u>       | <u>\$ 1,026,960</u>                              |                    | <u>\$ 5,593,920</u> |
| <b>As of December 31, 2015</b>   |                             |                           |  |                    |                     |
| Allowance for loan losses  | \$ 25,545                   | \$ 29,253                 | \$ 7,960   | \$ 260             | \$ 63,018           |
| Allowance for loans individually evaluated for impairment                | <u>2,005</u>                | <u>-</u>                  | <u>-</u>   | <u>-</u>           | <u>2,005</u>        |
| Allowance for loans collectively evaluated for impairment                | <u>\$ 23,540</u>            | <u>\$ 29,253</u>          | <u>\$ 7,960</u>                                  | <u>\$ 260</u>      | <u>\$ 61,013</u>    |
| Ending balance of loans  | <u>\$ 2,589,707</u>         | <u>\$ 2,096,646</u>       | <u>\$ 1,196,780</u>                              |                    | <u>\$ 5,883,133</u> |
| Ending balance of originated loans individually evaluated for impairment | <u>12,253</u>               | <u>7,693</u>              | <u>6,017</u>                                     |                    | <u>25,963</u>       |
| Ending balance of acquired loans individually evaluated for impairment   | <u>1,205</u>                | <u>-</u>                  | <u>-</u>   |                    | <u>1,205</u>        |
| Ending balance of acquired loans collectively evaluated for impairment   | <u>284,524</u>              | <u>95,427</u>             | <u>230,358</u>                                   |                    | <u>610,309</u>      |
| Ending balance of originated loans collectively evaluated for impairment | <u>\$ 2,291,725</u>         | <u>\$ 1,993,526</u>       | <u>\$ 960,405</u>                                |                    | <u>\$ 5,245,656</u> |

## **Credit Quality of Loans**

Loans are placed on nonaccrual status when timely collection of principal and interest in accordance with contractual terms is doubtful. Loans are transferred to nonaccrual status generally when principal or interest payments become 90 days delinquent, unless the loan is well secured and in the process of collection or sooner when management concludes or circumstances indicate that borrowers may be unable to meet contractual principal or interest payments. When a loan is transferred to a nonaccrual status, all interest previously accrued in the current period but not collected is reversed against interest income in that period. Interest accrued in a prior period and not collected is charged-off against the allowance for loan losses. The Company's nonaccrual policies are the same for all classes of financing receivable.

If ultimate repayment of a nonaccrual loan is expected, any payments received are applied in accordance with contractual terms. If ultimate repayment of principal is not expected, any payment received on a nonaccrual loan is applied to principal until ultimate repayment becomes expected. Nonaccrual loans are returned to accrual status when they become current as to principal and interest and demonstrate a period of performance under the contractual terms and, in the opinion of management, are fully collectible as to principal and interest. When in the opinion of management the collection of principal appears unlikely, the loan balance is charged-off in total or in part. For loans in all portfolios, the principal amount is charged off in full or in part as soon as management determines, based on available facts, that the collection of principal in full is improbable. For commercial loans, management considers specific facts and circumstances relative to individual credits in making such a determination. For consumer and residential loan classes, management uses specific guidance and thresholds from the Federal Financial Institutions Examination Council's Uniform Retail Credit Classification and Account Management Policy.

The following tables set forth information with regard to past due and nonperforming loans by loan class as of September 30, 2016 and December 31, 2015:

**Age Analysis of Past Due Financing Receivables**  
**As of September 30, 2016**  
(In thousands)

|  | <u>31-60 Days<br/>Past Due<br/>Accruing</u> | <u>61-90 Days<br/>Past Due<br/>Accruing</u> | <u>Greater Than<br/>90 Days Past<br/>Due Accruing</u> | <u>Total Past Due<br/>Accruing</u> | <u>Nonaccrual</u> | <u>Current</u>      | <u>Recorded<br/>Total Loans</u> |
|--|---|---|---|------------------------------------|-------------------|---------------------|---------------------------------|
| <b>ORIGINATED</b>                        |   |   |   |                                    |                   |                     |                                 |
| <b>Commercial Loans</b>                  |   |   |   |                                    |                   |                     |                                 |
| Commercial                               | \$ 416                                      | \$ 6  | \$ -  | \$ 422                             | \$ 3,188          | \$ 676,143          | \$ 679,753                      |
| Commercial Real Estate                   | -   | 152   | -   | 152                                | 13,748            | 1,301,079           | 1,314,979                       |
| Agricultural                             | -   | -   | -   | -                                  | 1,069             | 36,236              | 37,305                          |
| Agricultural Real Estate                 | -   | -   | -   | -                                  | 1,686             | 30,710              | 32,396                          |
| Business Banking                         | 1,622                                       | 598   | -   | 2,220                              | 3,969             | 456,902             | 463,091                         |
|  | <u>2,038</u>                                | <u>756</u>                                  | <u>-</u>  | <u>2,794</u>                       | <u>23,660</u>     | <u>2,501,070</u>    | <u>2,527,524</u>                |
| <b>Consumer Loans</b>                    |   |   |   |                                    |                   |                     |                                 |
| Indirect                                 | 14,618                                      | 3,559                                       | 2,412   | 20,589                             | 1,830             | 1,523,881           | 1,546,300                       |
| Home Equity                              | 3,420                                       | 864   | 383   | 4,667                              | 3,083             | 452,056             | 459,806                         |
| Direct                                   | 413   | 171   | 38  | 622                                | 82                | 62,722              | 63,426                          |
|  | <u>18,451</u>                               | <u>4,594</u>                                | <u>2,833</u>  | <u>25,878</u>                      | <u>4,995</u>      | <u>2,038,659</u>    | <u>2,069,532</u>                |
| <b>Residential Real Estate Mortgages</b> |   |   |   |                                    |                   |                     |                                 |
|  | 2,400                                       | 151   | 489   | 3,040                              | 6,579             | 1,023,429           | 1,033,048                       |
|  | <u>\$ 22,889</u>                            | <u>\$ 5,501</u>                             | <u>\$ 3,322</u>                                       | <u>\$ 31,712</u>                   | <u>\$ 35,234</u>  | <u>\$ 5,563,158</u> | <u>\$ 5,630,104</u>             |
| <b>ACQUIRED</b>                          |   |   |   |                                    |                   |                     |                                 |
| <b>Commercial Loans</b>                  |   |   |   |                                    |                   |                     |                                 |
| Commercial                               | \$ -  | \$ -  | \$ -  | \$ -                               | \$ -              | \$ 59,215           | \$ 59,215                       |
| Commercial Real Estate                   | -   | -   | 834   | 834                                | 1,898             | 140,390             | 143,122                         |
| Business Banking                         | 887   | 64  | -   | 951                                | 403               | 49,928              | 51,282                          |
|  | <u>887</u>                                  | <u>64</u>                                   | <u>834</u>  | <u>1,785</u>                       | <u>2,301</u>      | <u>249,533</u>      | <u>253,619</u>                  |
| <b>Consumer Loans</b>                    |   |   |   |                                    |                   |                     |                                 |
| Indirect                                 | 64  | 29  | 6   | 99                                 | 53                | 12,157              | 12,309                          |
| Home Equity                              | 239   | 9   | 34  | 282                                | 321               | 53,003              | 53,606                          |
| Direct                                   | 11  | -   | -   | 11                                 | 42                | 3,205               | 3,258                           |
|  | <u>314</u>                                  | <u>38</u>                                   | <u>40</u>   | <u>392</u>                         | <u>416</u>        | <u>68,365</u>       | <u>69,173</u>                   |
| <b>Residential Real Estate Mortgages</b> |   |   |   |                                    |                   |                     |                                 |
|  | 822   | 127   | 248   | 1,197                              | 2,765             | 203,327             | 207,289                         |
|  | <u>\$ 2,023</u>                             | <u>\$ 229</u>                               | <u>\$ 1,122</u>                                       | <u>\$ 3,374</u>                    | <u>\$ 5,482</u>   | <u>\$ 521,225</u>   | <u>\$ 530,081</u>               |
| <b>Total Loans</b>                       | <u>\$ 24,912</u>                            | <u>\$ 5,730</u>                             | <u>\$ 4,444</u>                                       | <u>\$ 35,086</u>                   | <u>\$ 40,716</u>  | <u>\$ 6,084,383</u> | <u>\$ 6,160,185</u>             |

**Age Analysis of Past Due Financing Receivables  
As of December 31, 2015  
(In thousands)**

|                                | <u>31-60 Days<br/>Past Due<br/>Accruing</u> | <u>61-90 Days<br/>Past Due<br/>Accruing</u> | <u>Greater Than<br/>90 Days Past<br/>Due Accruing</u> | <u>Total Past Due<br/>Accruing</u> | <u>Nonaccrual</u> | <u>Current</u>      | <u>Recorded<br/>Total Loans</u> |
|--------------------------------|---|---|---|------------------------------------|-------------------|---------------------|---------------------------------|
| <b>ORIGINATED</b>              |   |   |   |                                    |                   |                     |                                 |
| <b>Commercial Loans</b>        |   |   |   |                                    |                   |                     |                                 |
| Commercial                     | \$ 782                                      | \$ 23                                       | \$ -  | \$ 805                             | \$ 2,817          | \$ 640,696          | \$ 644,318                      |
| Commercial Real Estate         | 39  | 32  | -   | 71                                 | 5,546             | 1,189,280           | 1,194,897                       |
| Agricultural                   | 94  | -   | -   | 94                                 | 897               | 33,633              | 34,624                          |
| Agricultural Real Estate       | -   | -   | -   | -                                  | 1,046             | 28,172              | 29,218                          |
| Business Banking               | 912   | 394   | -   | 1,306                              | 4,247             | 395,368             | 400,921                         |
|                                | <u>1,827</u>                                | <u>449</u>                                  | <u>-</u>  | <u>2,276</u>                       | <u>14,553</u>     | <u>2,287,149</u>    | <u>2,303,978</u>                |
| <b>Consumer Loans</b>          |   |   |   |                                    |                   |                     |                                 |
| Indirect                       | 15,731                                      | 2,963                                       | 2,271   | 20,965                             | 1,786             | 1,454,499           | 1,477,250                       |
| Home Equity                    | 3,396                                       | 1,671                                       | 340   | 5,407                              | 4,835             | 454,473             | 464,715                         |
| Direct                         | 425   | 201   | 28  | 654                                | 49                | 58,551              | 59,254                          |
|                                | <u>19,552</u>                               | <u>4,835</u>                                | <u>2,639</u>  | <u>27,026</u>                      | <u>6,670</u>      | <u>1,967,523</u>    | <u>2,001,219</u>                |
| <b>Residential Real Estate</b> |   |   |   |                                    |                   |                     |                                 |
| <b>Mortgages</b>               | 3,301                                       | 365   | 696   | 4,362                              | 7,713             | 954,347             | 966,422                         |
|                                | <u>\$ 24,680</u>                            | <u>\$ 5,649</u>                             | <u>\$ 3,335</u>                                       | <u>\$ 33,664</u>                   | <u>\$ 28,936</u>  | <u>\$ 5,209,019</u> | <u>\$ 5,271,619</u>             |
| <b>ACQUIRED</b>                |   |   |   |                                    |                   |                     |                                 |
| <b>Commercial Loans</b>        |   |   |   |                                    |                   |                     |                                 |
| Commercial                     | \$ -  | \$ -  | \$ -  | \$ -                               | \$ -              | \$ 68,991           | \$ 68,991                       |
| Commercial Real Estate         | -   | -   | -   | -                                  | 1,313             | 165,630             | 166,943                         |
| Business Banking               | 288   | -   | -   | 288                                | 307               | 49,200              | 49,795                          |
|                                | <u>288</u>                                  | <u>-</u>                                    | <u>-</u>  | <u>288</u>                         | <u>1,620</u>      | <u>283,821</u>      | <u>285,729</u>                  |
| <b>Consumer Loans</b>          |   |   |   |                                    |                   |                     |                                 |
| Indirect                       | 143   | 11  | 1   | 155                                | 104               | 27,516              | 27,775                          |
| Home Equity                    | 327   | 132   | -   | 459                                | 457               | 62,811              | 63,727                          |
| Direct                         | 76  | 20  | -   | 96                                 | 43                | 3,786               | 3,925                           |
|                                | <u>546</u>                                  | <u>163</u>                                  | <u>1</u>  | <u>710</u>                         | <u>604</u>        | <u>94,113</u>       | <u>95,427</u>                   |
| <b>Residential Real Estate</b> |   |   |   |                                    |                   |                     |                                 |
| <b>Mortgages</b>               | 1,443                                       | 293   | 326   | 2,062                              | 2,584             | 225,712             | 230,358                         |
|                                | <u>\$ 2,277</u>                             | <u>\$ 456</u>                               | <u>\$ 327</u>   | <u>\$ 3,060</u>                    | <u>\$ 4,808</u>   | <u>\$ 603,646</u>   | <u>\$ 611,514</u>               |
| <b>Total Loans</b>             | <u>\$ 26,957</u>                            | <u>\$ 6,105</u>                             | <u>\$ 3,662</u>                                       | <u>\$ 36,724</u>                   | <u>\$ 33,744</u>  | <u>\$ 5,812,665</u> | <u>\$ 5,883,133</u>             |

There were no material commitments to extend further credit to borrowers with nonperforming loans.

## Impaired Loans

The methodology used to establish the allowance for loan losses on impaired loans incorporates specific allocations on loans analyzed individually. Classified and nonperforming loans with outstanding balances of \$0.8 million or more and all troubled debt restructured loans (“TDRs”) are evaluated for impairment through the Company’s quarterly status review process. In determining that we will be unable to collect all principal and interest payments due in accordance with the contractual terms of the loan agreements, we consider factors such as payment history and changes in the financial condition of individual borrowers, local economic conditions, historical loss experience and the conditions of the various markets in which the collateral may be liquidated. For loans that are impaired as defined by accounting standards, impairment is measured by one of three methods: 1) the fair value of collateral less cost to sell, 2) present value of expected future cash flows discounted at the loan's original effective interest rate or 3) the loan’s observable market price. All impaired loans are reviewed on a quarterly basis for changes in the level of impairment. Any change to the previously recognized impairment loss is recognized as a change to the allowance account and recorded in the unaudited interim consolidated statements of income as a component of the provision for loan losses.

The following table provides information on loans specifically evaluated for impairment as of September 30, 2016 and December 31, 2015:

|  | September 30, 2016                 |                                  |                   | December 31, 2015                  |                                  |                   |
|--|------------------------------------|----------------------------------|-------------------|------------------------------------|----------------------------------|-------------------|
|  | Recorded Investment Balance (Book) | Unpaid Principal Balance (Legal) | Related Allowance | Recorded Investment Balance (Book) | Unpaid Principal Balance (Legal) | Related Allowance |
| (In thousands)                             |                                    |                                  |                   |                                    |                                  |                   |
| <b>ORIGINATED</b>                          |                                    |                                  |                   |                                    |                                  |                   |
| <b>With no related allowance recorded:</b> |                                    |                                  |                   |                                    |                                  |                   |
| <b>Commercial Loans</b>                    |                                    |                                  |                   |                                    |                                  |                   |
| Commercial                                 | \$ 2,174                           | \$ 2,441                         |                   | \$ 2,244                           | \$ 2,490                         |                   |
| Commercial Real Estate                     | 8,469                              | 8,602                            |                   | 3,165                              | 3,175                            |                   |
| Agricultural                               | 133                                | 139                              |                   | 576                                | 1,164                            |                   |
| Agricultural Real Estate                   | 1,457                              | 1,583                            |                   | 618                                | 744                              |                   |
| Business Banking                           | 665                                | 732                              |                   | 983                                | 1,033                            |                   |
| <b>Total Commercial Loans</b>              | <b>12,898</b>                      | <b>13,497</b>                    |                   | <b>7,586</b>                       | <b>8,606</b>                     |                   |
| <b>Consumer Loans</b>                      |                                    |                                  |                   |                                    |                                  |                   |
| Indirect                                   | 7                                  | 17                               |                   | 12                                 | 21                               |                   |
| Home Equity                                | 8,495                              | 9,463                            |                   | 7,681                              | 8,574                            |                   |
| Direct                                     | -                                  | -                                |                   | -                                  | -                                |                   |
| <b>Total Consumer Loans</b>                | <b>8,502</b>                       | <b>9,480</b>                     |                   | <b>7,693</b>                       | <b>8,595</b>                     |                   |
| <b>Residential Real Estate Mortgages</b>   | <b>6,088</b>                       | <b>6,910</b>                     |                   | <b>6,017</b>                       | <b>6,627</b>                     |                   |
| <b>Total</b>                               | <b>27,488</b>                      | <b>29,887</b>                    |                   | <b>21,296</b>                      | <b>23,828</b>                    |                   |
| <b>With an allowance recorded:</b>         |                                    |                                  |                   |                                    |                                  |                   |
| <b>Commercial Loans</b>                    |                                    |                                  |                   |                                    |                                  |                   |
| Commercial                                 | 1,014                              | 1,022                            | \$ 555            | 457                                | 457                              | \$ 300            |
| Commercial Real Estate                     | 7,476                              | 9,324                            | 2,035             | 4,210                              | 6,059                            | 970               |
| Agricultural                               | 50                                 | 50                               | 37                | -                                  | -                                | -                 |
| Agricultural Real Estate                   | 156                                | 156                              | 54                | -                                  | -                                | -                 |
| <b>Total Commercial Loans</b>              | <b>8,696</b>                       | <b>10,552</b>                    | <b>2,681</b>      | <b>4,667</b>                       | <b>6,516</b>                     | <b>1,270</b>      |
| <b>ACQUIRED</b>                            |                                    |                                  |                   |                                    |                                  |                   |
| <b>With an allowance recorded:</b>         |                                    |                                  |                   |                                    |                                  |                   |
| <b>Commercial Loans</b>                    |                                    |                                  |                   |                                    |                                  |                   |
| Commercial Real Estate                     | 1,205                              | 1,321                            | 691               | 1,205                              | 1,321                            | 735               |
| <b>Total Commercial Loans</b>              | <b>1,205</b>                       | <b>1,321</b>                     | <b>691</b>        | <b>1,205</b>                       | <b>1,321</b>                     | <b>735</b>        |
| <b>Total:</b>                              | <b>\$ 37,389</b>                   | <b>\$ 41,760</b>                 | <b>\$ 3,372</b>   | <b>\$ 27,168</b>                   | <b>\$ 31,665</b>                 | <b>\$ 2,005</b>   |

The following tables summarize the average recorded investments on impaired loans specifically evaluated for impairment and the interest income recognized for the three and nine months ended September 30, 2016 and 2015:

|                                  | For the three months ended  |                            |                             |                            |
|----------------------------------|-----------------------------|----------------------------|-----------------------------|----------------------------|
|                                  | September 30, 2016          |                            | September 30, 2015          |                            |
|                                  | Average Recorded Investment | Interest Income Recognized | Average Recorded Investment | Interest Income Recognized |
| (In thousands)                   |                             |                            |                             |                            |
| <b>ORIGINATED</b>                |                             |                            |                             |                            |
| <b>Commercial Loans</b>          |                             |                            |                             |                            |
| Commercial                       | \$ 3,204                    | \$ -                       | \$ 2,469                    | \$ 42                      |
| Commercial Real Estate           | 15,799                      | 48                         | 8,560                       | 42                         |
| Agricultural                     | 85                          | -                          | 19                          | -                          |
| Agricultural Real Estate         | 935                         | 11                         | 626                         | 11                         |
| Business Banking                 | 743                         | -                          | 1,003                       | 3                          |
| <b>Consumer Loans</b>            |                             |                            |                             |                            |
| Indirect                         | 8                           | -                          | 20                          | -                          |
| Home Equity                      | 8,401                       | 116                        | 7,432                       | 134                        |
| Direct                           | -                           | -                          | -                           | -                          |
| Residential Real Estate Mortgage | 6,141                       | 76                         | 5,564                       | 37                         |
| <b>Total Originated</b>          | <b>\$ 35,316</b>            | <b>\$ 251</b>              | <b>\$ 25,693</b>            | <b>\$ 269</b>              |
| <b>ACQUIRED</b>                  |                             |                            |                             |                            |
| <b>Commercial Loans</b>          |                             |                            |                             |                            |
| Commercial                       | -                           | -                          | 2,531                       | -                          |
| Commercial Real Estate           | 1,205                       | -                          | 6,918                       | -                          |
| <b>Total Acquired</b>            | <b>\$ 1,205</b>             | <b>\$ -</b>                | <b>\$ 9,449</b>             | <b>\$ -</b>                |
| <b>Total Loans</b>               | <b>\$ 36,521</b>            | <b>\$ 251</b>              | <b>\$ 35,142</b>            | <b>\$ 269</b>              |

|                                  | For the nine months ended   |                            |                             |                            |
|----------------------------------|-----------------------------|----------------------------|-----------------------------|----------------------------|
|                                  | September 30, 2016          |                            | September 30, 2015          |                            |
|                                  | Average Recorded Investment | Interest Income Recognized | Average Recorded Investment | Interest Income Recognized |
| (In thousands)                   |                             |                            |                             |                            |
| <b>ORIGINATED</b>                |                             |                            |                             |                            |
| <b>Commercial Loans</b>          |                             |                            |                             |                            |
| Commercial                       | \$ 3,041                    | \$ -                       | \$ 2,026                    | \$ 128                     |
| Commercial Real Estate           | 14,782                      | 122                        | 8,884                       | 124                        |
| Agricultural                     | 101                         | 1                          | 19                          | 1                          |
| Agricultural Real Estate         | 742                         | 33                         | 630                         | 34                         |
| Business Banking                 | 882                         | 7                          | 952                         | 9                          |
| <b>Consumer Loans</b>            |                             |                            |                             |                            |
| Indirect                         | 9                           | -                          | 14                          | -                          |
| Home Equity                      | 8,207                       | 357                        | 6,869                       | 298                        |
| Direct                           | -                           | -                          | 1                           | -                          |
| Residential Real Estate Mortgage | 6,147                       | 211                        | 4,857                       | 100                        |
| <b>Total Originated</b>          | <b>\$ 33,911</b>            | <b>\$ 731</b>              | <b>\$ 24,252</b>            | <b>\$ 694</b>              |
| <b>ACQUIRED</b>                  |                             |                            |                             |                            |
| <b>Commercial Loans</b>          |                             |                            |                             |                            |
| Commercial                       | -                           | -                          | 2,658                       | -                          |
| Commercial Real Estate           | 1,205                       | -                          | 7,070                       | -                          |
| <b>Total Acquired</b>            | <b>\$ 1,205</b>             | <b>\$ -</b>                | <b>\$ 9,728</b>             | <b>\$ -</b>                |
| <b>Total Loans</b>               | <b>\$ 35,116</b>            | <b>\$ 731</b>              | <b>\$ 33,980</b>            | <b>\$ 694</b>              |

## Credit Quality Indicators

The Company has developed an internal loan grading system to evaluate and quantify the Company's loan portfolio with respect to quality and risk. The system focuses on, among other things, financial strength of borrowers, experience and depth of borrower's management, primary and secondary sources of repayment, payment history, nature of the business and outlook on particular industries. The internal grading system enables the Company to monitor the quality of the entire loan portfolio on a consistent basis and provide management with an early warning system, enabling recognition and response to problem loans and potential problem loans.

## Commercial Grading System

For commercial and agricultural loans, the Company uses a grading system that relies on quantifiable and measurable characteristics when available. This would include comparison of financial strength to available industry averages, comparison of transaction factors (loan terms and conditions) to loan policy and comparison of credit history to stated repayment terms and industry averages. Some grading factors are necessarily more subjective such as economic and industry factors, regulatory environment, and management. Classified commercial loans consist of loans graded substandard and below. The grading system for commercial and agricultural loans is as follows:

- **Doubtful**

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 a loss is deferred. Doubtful borrowers are usually in default, lack adequate liquidity or capital and lack the resources necessary to remain an operating entity. Pending events can include mergers, acquisitions, liquidations, capital injections, the perfection of liens on additional collateral, the valuation of collateral and refinancing. Generally, pending events should be resolved within a relatively short period and the ratings will be adjusted based on the new information. Nonaccrual treatment is required for doubtful assets because of the high probability of loss.

- **Substandard**

Substandard loans have a high probability of payment default or they have other well-defined weaknesses. They require more intensive supervision by bank management. Substandard loans are generally characterized by current or expected unprofitable operations, inadequate debt service coverage, inadequate liquidity or marginal capitalization. Repayment may depend on collateral or other credit risk mitigants. For some Substandard loans, the likelihood of full collection of interest and principal may be in doubt and those loans should be placed on nonaccrual. Although Substandard assets in the aggregate will have a distinct potential for loss, an individual asset's loss potential does not have to be distinct for the asset to be rated Substandard.

- **Special Mention**

Special Mention loans have potential weaknesses that may, if not checked or corrected, weaken the asset or inadequately protect the Company's position at some future date. These loans pose elevated risk, but their weakness does not yet justify a Substandard classification. Borrowers may be experiencing adverse operating trends (declining revenues or margins) or may be struggling with an ill-proportioned balance sheet (e.g., increasing inventory without an increase in sales, high leverage, tight liquidity). Adverse economic or market conditions, such as interest rate increases or the entry of a new competitor, may also support a Special Mention rating. Although a Special Mention loan has a higher probability of default than a pass asset, its default is not imminent.

- **Pass**

Loans graded as Pass encompass all loans not graded as Doubtful, Substandard or Special Mention. Pass loans are in compliance with loan covenants and payments are generally made as agreed. Pass loans range from superior quality to fair quality.



## **Business Banking Grading System**

Business banking loans are graded as either Classified or Non-classified:

- **Classified**

Classified loans are inadequately protected by the current worth and paying capacity of the obligor or, if applicable, the collateral pledged. These loans have a well-defined weakness, or weaknesses, that jeopardize the liquidation of the debt, or in some cases make collection or liquidation in full, on the basis of currently existing facts, conditions and values, highly questionable and improbable. They are characterized by the distinct possibility that the Company will sustain some loss if the deficiencies are not corrected. Classified loans have a high probability of payment default or a high probability of total or substantial loss. These loans require more intensive supervision by management and are generally characterized by current or expected unprofitable operations, inadequate debt service coverage, inadequate liquidity or marginal capitalization. Repayment may depend on collateral or other credit risk mitigants. When the likelihood of full collection of interest and principal may be in doubt; classified loans are considered to have a nonaccrual status. In some cases, Classified loans are considered uncollectible and of such little value that their continuance as assets is not warranted.

- **Non-classified**

Loans graded as Non-classified encompass all loans not graded as Classified. Non-classified loans are in compliance with loan covenants and payments are generally made as agreed and it is expected that such timely payments of principal and interest will continue.

## **Consumer and Residential Mortgage Grading System**

Consumer and Residential Mortgage loans are graded as either Performing or Nonperforming. Nonperforming loans are loans that are 1) over 90 days past due and interest is still accruing, 2) on nonaccrual status or 3) restructured. All loans not meeting any of these three criteria are considered Performing.

The following tables illustrate the Company's credit quality by loan class as of September 30, 2016 and December 31, 2015:

**Credit Quality Indicators**  
**As of September 30, 2016**  
(In thousands)

**ORIGINATED**

**Commercial Credit Exposure By Internally Assigned**

| Grade:          | Commercial        | Commercial Real Estate | Agricultural     | Agricultural Real Estate | Total               |
|-----------------|-------------------|------------------------|------------------|--------------------------|---------------------|
| Pass            | \$ 631,244        | \$ 1,262,056           | \$ 36,493        | \$ 29,254                | \$ 1,959,047        |
| Special Mention | 9,307             | 13,110                 | 1                | 1,480                    | 23,898              |
| Substandard     | 39,202            | 39,813                 | 806              | 1,662                    | 81,483              |
| Doubtful        | -                 | -                      | 5                | -                        | 5                   |
| <b>Total</b>    | <b>\$ 679,753</b> | <b>\$ 1,314,979</b>    | <b>\$ 37,305</b> | <b>\$ 32,396</b>         | <b>\$ 2,064,433</b> |

**Business Banking Credit Exposure By Internally Assigned**

| Grade:         | Business Banking  | Total             |
|----------------|-------------------|-------------------|
| Non-classified | \$ 449,947        | \$ 449,947        |
| Classified     | 13,144            | 13,144            |
| <b>Total</b>   | <b>\$ 463,091</b> | <b>\$ 463,091</b> |

**Consumer Credit Exposure By Payment Activity:**

|               | Indirect            | Home Equity       | Direct           | Total               |
|---------------|---------------------|-------------------|------------------|---------------------|
| Performing    | \$ 1,542,058        | \$ 456,340        | \$ 63,306        | \$ 2,061,704        |
| Nonperforming | 4,242               | 3,466             | 120              | 7,828               |
| <b>Total</b>  | <b>\$ 1,546,300</b> | <b>\$ 459,806</b> | <b>\$ 63,426</b> | <b>\$ 2,069,532</b> |

**Residential Mortgage Credit Exposure By Payment**

| Activity:     | Residential Mortgage | Total               |
|---------------|----------------------|---------------------|
| Performing    | \$ 1,025,980         | \$ 1,025,980        |
| Nonperforming | 7,068                | 7,068               |
| <b>Total</b>  | <b>\$ 1,033,048</b>  | <b>\$ 1,033,048</b> |

**Credit Quality Indicators**  
**As of September 30, 2016**  
(In thousands)

**ACQUIRED**

| <b>Commercial Credit Exposure By Internally Assigned Grade:</b> | <b>Commercial</b> | <b>Commercial<br/>Real Estate</b> | <b>Total</b>      |
|---|-------------------|-----------------------------------|-------------------|
| Pass  | \$ 57,040         | \$ 131,985                        | \$ 189,025        |
| Special Mention   | 171               | 1,248                             | 1,419             |
| Substandard   | 2,004             | 9,889                             | 11,893            |
| <b>Total</b>  | <b>\$ 59,215</b>  | <b>\$ 143,122</b>                 | <b>\$ 202,337</b> |

| <b>Business Banking Credit Exposure By Internally Assigned Grade:</b> | <b>Business<br/>Banking</b> | <b>Total</b>     |
|---|-----------------------------|------------------|
| Non-classified  | \$ 47,983                   | \$ 47,983        |
| Classified  | 3,299                       | 3,299            |
| <b>Total</b>  | <b>\$ 51,282</b>            | <b>\$ 51,282</b> |

| <b>Consumer Credit Exposure By Payment Activity:</b> | <b>Indirect</b>  | <b>Home Equity</b> | <b>Direct</b>   | <b>Total</b>     |
|--|------------------|--------------------|-----------------|------------------|
| Performing   | \$ 12,250        | \$ 53,251          | \$ 3,216        | \$ 68,717        |
| Nonperforming  | 59               | 355                | 42              | 456              |
| <b>Total</b>   | <b>\$ 12,309</b> | <b>\$ 53,606</b>   | <b>\$ 3,258</b> | <b>\$ 69,173</b> |

| <b>Residential Mortgage Credit Exposure By Payment Activity:</b> | <b>Residential<br/>Mortgage</b> | <b>Total</b>      |
|--|---------------------------------|-------------------|
| Performing   | \$ 204,276                      | \$ 204,276        |
| Nonperforming  | 3,013                           | 3,013             |
| <b>Total</b>   | <b>\$ 207,289</b>               | <b>\$ 207,289</b> |

**Credit Quality Indicators**  
**As of December 31, 2015**  
(In thousands)

**ORIGINATED**

**Commercial Credit Exposure By Internally Assigned**

| <b>Grade:</b>   | <b>Commercial</b> | <b>Commercial Real Estate</b> | <b>Agricultural</b> | <b>Agricultural Real Estate</b> | <b>Total</b>        |
|-----------------|-------------------|-------------------------------|---------------------|---------------------------------|---------------------|
| Pass            | \$ 604,405        | \$ 1,144,832                  | \$ 33,565           | \$ 27,320                       | \$ 1,810,122        |
| Special Mention | 9,726             | 21,587                        | 311                 | 429                             | 32,053              |
| Substandard     | 30,187            | 28,478                        | 740                 | 1,469                           | 60,874              |
| Doubtful        | -                 | -                             | 8                   | -                               | 8                   |
| <b>Total</b>    | <b>\$ 644,318</b> | <b>\$ 1,194,897</b>           | <b>\$ 34,624</b>    | <b>\$ 29,218</b>                | <b>\$ 1,903,057</b> |

**Business Banking Credit Exposure By Internally Assigned**

| <b>Grade:</b>  | <b>Business Banking</b> | <b>Total</b>      |
|----------------|-------------------------|-------------------|
| Non-classified | \$ 386,397              | \$ 386,397        |
| Classified     | 14,524                  | 14,524            |
| <b>Total</b>   | <b>\$ 400,921</b>       | <b>\$ 400,921</b> |

**Total**

**Consumer Credit Exposure By Payment Activity:**

| <b>Payment Activity:</b> | <b>Indirect</b>     | <b>Home Equity</b> | <b>Direct</b>    | <b>Total</b>        |
|--------------------------|---------------------|--------------------|------------------|---------------------|
| Performing               | \$ 1,473,193        | \$ 459,540         | \$ 59,177        | \$ 1,991,910        |
| Nonperforming            | 4,057               | 5,175              | 77               | 9,309               |
| <b>Total</b>             | <b>\$ 1,477,250</b> | <b>\$ 464,715</b>  | <b>\$ 59,254</b> | <b>\$ 2,001,219</b> |

**Residential Mortgage Credit Exposure By Payment**

| <b>Activity:</b> | <b>Residential Mortgage</b> | <b>Total</b>      |
|------------------|-----------------------------|-------------------|
| Performing       | \$ 958,013                  | \$ 958,013        |
| Nonperforming    | 8,409                       | 8,409             |
| <b>Total</b>     | <b>\$ 966,422</b>           | <b>\$ 966,422</b> |

**Credit Quality Indicators**  
**As of December 31, 2015**  
(In thousands)

**ACQUIRED**

| <b>Commercial Credit Exposure By Internally Assigned Grade:</b> | <b>Commercial</b> | <b>Commercial<br/>Real Estate</b> | <b>Total</b>      |
|---|-------------------|-----------------------------------|-------------------|
| Pass  | \$ 67,241         | \$ 154,871                        | \$ 222,112        |
| Special Mention   | 802               | 2,174                             | 2,976             |
| Substandard   | 948               | 9,898                             | 10,846            |
| <b>Total</b>  | <b>\$ 68,991</b>  | <b>\$ 166,943</b>                 | <b>\$ 235,934</b> |

| <b>Business Banking Credit Exposure By Internally Assigned Grade:</b> | <b>Business<br/>Banking</b> | <b>Total</b>     |
|---|-----------------------------|------------------|
| Non-classified  | \$ 46,032                   | \$ 46,032        |
| Classified  | 3,763                       | 3,763            |
| <b>Total</b>  | <b>\$ 49,795</b>            | <b>\$ 49,795</b> |

| <b>Consumer Credit Exposure By Payment Activity:</b> | <b>Indirect</b>  | <b>Home Equity</b> | <b>Direct</b>   | <b>Total</b>     |
|--|------------------|--------------------|-----------------|------------------|
| Performing   | \$ 27,670        | \$ 63,270          | \$ 3,882        | \$ 94,822        |
| Nonperforming  | 105              | 457                | 43              | 605              |
| <b>Total</b>   | <b>\$ 27,775</b> | <b>\$ 63,727</b>   | <b>\$ 3,925</b> | <b>\$ 95,427</b> |

| <b>Residential Mortgage Credit Exposure By Payment Activity:</b> | <b>Residential<br/>Mortgage</b> | <b>Total</b>      |
|--|---------------------------------|-------------------|
| Performing   | \$ 227,448                      | \$ 227,448        |
| Nonperforming  | 2,910                           | 2,910             |
| <b>Total</b>   | <b>\$ 230,358</b>               | <b>\$ 230,358</b> |

**Troubled Debt Restructured Loans**

The Company's loan portfolio includes certain loans that have been modified where economic concessions have been granted to borrowers who have experienced or are expected to experience financial difficulties. These concessions typically result from the Company's loss mitigation activities and could include reductions in the interest rate, payment extensions, forgiveness of principal, forbearance or other actions. Certain TDRs are classified as nonperforming at the time of restructure and may only be returned to performing status after considering the borrower's sustained repayment performance for a reasonable period, generally six months. Substantially all of these modifications included one or a combination of the following: an extension of the maturity date at a stated rate of interest lower than the current market rate for new debt with similar risk; temporary reduction in the interest rate; or change in scheduled payment amount.

When the Company modifies a loan, management evaluates any possible impairment based on the present value of the expected future cash flows, discounted at the contractual interest rate of the original loan agreement, except when the sole (remaining) source of repayment for the loan is the operation or liquidation of the collateral. In these cases, management uses the current fair value of the collateral, less selling costs, instead of discounted cash flows. If management determines that the value of the modified loan is less than the recorded investment in the loan (net of previous charge-offs, deferred loan fees or costs and unamortized premium or discount), impairment is recognized through an allowance estimate or a charge-off to the allowance.

The following tables illustrate the recorded investment and number of modifications for modified loans, including the recorded investment in the loans prior to a modification and the recorded investment in the loans after restructuring for the three and nine months ended September 30, 2016 and 2015 (dollars in thousands):

|   | <b>Three months ended September 30, 2016</b> |   |  |
|---|--|---|--|
|   | <b>Number of contracts</b>                   | <b>Pre-Modification Outstanding Recorded Investment</b> | <b>Post-Modification Outstanding Recorded Investment</b> |
| <b>Consumer</b>                           |  |   |  |
| Home Equity                               | 10   | \$ 580  | \$ 556   |
| Total Consumer                            | 10   | 580   | 556  |
| <b>Residential Real Estate</b>            | 4  | 230   | 126  |
| <b>Total Troubled Debt Restructurings</b> | 14   | \$ 810  | \$ 682   |

  

|   | <b>Three months ended September 30, 2015</b> |   |  |
|---|--|---|--|
|   | <b>Number of contracts</b>                   | <b>Pre-Modification Outstanding Recorded Investment</b> | <b>Post-Modification Outstanding Recorded Investment</b> |
| <b>Consumer</b>                           |  |   |  |
| Home Equity                               | 12   | \$ 863  | \$ 802   |
| Total Consumer                            | 12   | 863   | 802  |
| <b>Residential Real Estate</b>            | 16   | 1,293   | 1,191  |
| <b>Total Troubled Debt Restructurings</b> | 28   | \$ 2,156  | \$ 1,993   |

|   | <b>Nine months ended September 30, 2016</b> |   |  |
|---|---|---|--|
|   | <b>Number of contracts</b>                  | <b>Pre-Modification Outstanding Recorded Investment</b> | <b>Post-Modification Outstanding Recorded Investment</b> |
| <b>Consumer</b>                           |   |   |  |
| Home Equity                               | 24  | \$ 1,690  | \$ 1,567   |
| Total Consumer                            | 24  | 1,690   | 1,567  |
| <b>Residential Real Estate</b>            | 10  | 914   | 692  |
| <b>Total Troubled Debt Restructurings</b> | 34  | \$ 2,604  | \$ 2,259   |

  

|   | <b>Nine months ended September 30, 2015</b> |   |  |
|---|---|---|--|
|   | <b>Number of contracts</b>                  | <b>Pre-Modification Outstanding Recorded Investment</b> | <b>Post-Modification Outstanding Recorded Investment</b> |
| <b>Commercial</b>                         |   |   |  |
| Commercial                                | 1   | \$ 1,250  | \$ 186   |
| Business Banking                          | 1   | 220   | 173  |
| Total Commercial                          | 2   | 1,470   | 359  |
| <b>Consumer</b>                           |   |   |  |
| Home Equity                               | 43  | 3,321   | 3,017  |
| Total Consumer                            | 43  | 3,321   | 3,017  |
| <b>Residential Real Estate</b>            | 32  | 3,066   | 2,854  |
| <b>Total Troubled Debt Restructurings</b> | 77  | \$ 7,857  | \$ 6,230   |

The following table illustrates the recorded investment and number of modifications for TDRs within the three and nine months ended September 30, 2016 and 2015 where a concession has been made and subsequently defaulted during the period (dollars in thousands):

|   | <b>Three months ended September 30, 2016</b> |                            | <b>Three months ended September 30, 2015</b> |                            |
|---|--|----------------------------|--|----------------------------|
|   | <b>Number of contracts</b>                   | <b>Recorded Investment</b> | <b>Number of contracts</b>                   | <b>Recorded Investment</b> |
| (Dollars in thousands)                    |  |                            |  |                            |
| <b>Consumer</b>                           |  |                            |  |                            |
| Home Equity                               | 2  | \$ 121                     | -  | \$ -                       |
| <b>Residential Real Estate</b>            | <b>1</b>                                     | <b>121</b>                 | <b>2</b>                                     | <b>174</b>                 |
| <b>Total Troubled Debt Restructurings</b> | <b>3</b>                                     | <b>\$ 242</b>              | <b>2</b>                                     | <b>\$ 174</b>              |
| <br>                                      |  |                            |  |                            |
|   | <b>Nine months ended September 30, 2016</b>  |                            | <b>Nine months ended September 30, 2015</b>  |                            |
|   | <b>Number of contracts</b>                   | <b>Recorded Investment</b> | <b>Number of contracts</b>                   | <b>Recorded Investment</b> |
| <b>Consumer</b>                           |  |                            |  |                            |
| Home Equity                               | 2  | \$ 121                     | 4  | \$ 343                     |
| <b>Residential Real Estate</b>            | <b>2</b>                                     | <b>296</b>                 | <b>2</b>                                     | <b>174</b>                 |
| <b>Total Troubled Debt Restructurings</b> | <b>4</b>                                     | <b>\$ 417</b>              | <b>6</b>                                     | <b>\$ 517</b>              |



**Note 5. Defined Benefit Postretirement Plans**

The Company has a qualified, noncontributory, defined benefit pension plan (“the Plan”) covering substantially all of its employees at September 30, 2016. Benefits paid from the plan are based on age, years of service, compensation and social security benefits and are determined in accordance with defined formulas. The Company’s policy is to fund the pension plan in accordance with Employee Retirement Income Security Act of 1974 (“ERISA”) standards. Assets of the plan are invested in publicly traded stocks and bonds. The Company is not required to make contributions to the Plan in 2016. However, the Company made contributions to the plan totaling \$5.6 million during the nine months ended September 30, 2016.

Market conditions can result in an unusually high degree of volatility and increase the risks and short-term liquidity associated with certain investments held by the Plan which could impact the value of these investments.

In addition to the Plan, the Company also provides supplemental employee retirement plans to certain current and former executives. These supplemental employee retirement plans and the Plan are collectively referred to herein as “Pension Benefits.”

Also, the Company provides certain health care benefits for retired employees. Benefits are accrued over the employees’ active service period. Only employees that were employed by the Company on or before January 1, 2000 are eligible to receive postretirement health care benefits. In addition, the Company assumed post-retirement medical life insurance benefits for certain Alliance employees, retirees and their spouses, if applicable, in the Alliance acquisition. These postretirement benefits are referred to herein as “Other Benefits.” The components of expense for Pension Benefits and Other Benefits are set forth below (in thousands):

| Components of net periodic (benefit) cost: | <b>Pension Benefits</b>          |              | <b>Other Benefits</b>            |               |
|--|----------------------------------|--------------|----------------------------------|---------------|
|  | Three months ended September 30, |              | Three months ended September 30, |               |
|  | <b>2016</b>                      | <b>2015</b>  | <b>2016</b>                      | <b>2015</b>   |
| Service cost                               | \$ 534                           | \$ 669       | \$ 3                             | \$ 4          |
| Interest cost                              | 1,050                            | 996          | 89                               | 101           |
| Expected return on plan assets             | (1,857)                          | (2,147)      | -                                | -             |
| Net amortization                           | 504                              | 550          | 15                               | 1             |
| <b>Total cost</b>                          | <b>\$ 231</b>                    | <b>\$ 68</b> | <b>\$ 107</b>                    | <b>\$ 106</b> |

| Components of net periodic (benefit) cost: | <b>Pension Benefits</b>         |               | <b>Other Benefits</b>           |               |
|--|---------------------------------|---------------|---------------------------------|---------------|
|  | Nine months ended September 30, |               | Nine months ended September 30, |               |
|  | <b>2016</b>                     | <b>2015</b>   | <b>2016</b>                     | <b>2015</b>   |
| Service cost                               | \$ 1,654                        | \$ 1,979      | \$ 10                           | \$ 12         |
| Interest cost                              | 3,151                           | 2,992         | 277                             | 283           |
| Expected return on plan assets             | (5,527)                         | (6,447)       | -                               | -             |
| Net amortization                           | 1,471                           | 1,642         | 73                              | 31            |
| <b>Total cost</b>                          | <b>\$ 749</b>                   | <b>\$ 166</b> | <b>\$ 360</b>                   | <b>\$ 326</b> |

**Note 6. Earnings Per Share**

Basic earnings per share excludes dilution and is computed by dividing income available to common shareholders by the weighted average number of common shares outstanding for the period. Diluted earnings per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the earnings of the entity (such as the Company's dilutive stock options and restricted stock units).

The following is a reconciliation of basic and diluted earnings per share for the periods presented in the unaudited interim consolidated statements of income.

| <b>Three months ended September 30,</b>                      | <b>2016</b>    | <b>2015</b>    |
|--|----------------|----------------|
| (In thousands, except per share data)                        |                |                |
| Basic EPS:   |                |                |
| Weighted average common shares outstanding                   | 43,200         | 43,692         |
| Net income   | \$ 20,001      | \$ 19,851      |
| <b>Basic EPS</b>   | <b>\$ 0.46</b> | <b>\$ 0.45</b> |
| Diluted EPS:   |                |                |
| Weighted average common shares outstanding                   | 43,200         | 43,692         |
| Dilutive effect of common stock options and restricted stock | 362            | 570            |
| Weighted average common shares and common share equivalents  | 43,562         | 44,262         |
| Net income   | \$ 20,001      | \$ 19,851      |
| <b>Diluted EPS</b>   | <b>\$ 0.46</b> | <b>\$ 0.45</b> |

| <b>Nine months ended September 30,</b>                       | <b>2016</b>    | <b>2015</b>    |
|--|----------------|----------------|
| (In thousands, except per share data)                        |                |                |
| Basic EPS:   |                |                |
| Weighted average common shares outstanding                   | 43,214         | 43,949         |
| Net income   | \$ 58,801      | \$ 57,298      |
| <b>Basic EPS</b>   | <b>\$ 1.36</b> | <b>\$ 1.30</b> |
| Diluted EPS:   |                |                |
| Weighted average common shares outstanding                   | 43,214         | 43,949         |
| Dilutive effect of common stock options and restricted stock | 366            | 519            |
| Weighted average common shares and common share equivalents  | 43,580         | 44,468         |
| Net income   | \$ 58,801      | \$ 57,298      |
| <b>Diluted EPS</b>   | <b>\$ 1.35</b> | <b>\$ 1.29</b> |

There were no stock options for the quarter ended September 30, 2016 and 36,360 stock options for the quarter ended September 30, 2015 that were not considered in the calculation of diluted earnings per share since the stock options' exercise price was greater than the average market price during these periods.

There were 36,865 and 334,759 stock options for the nine months ended September 30, 2016 and September 30, 2015 respectively, that were not considered in the calculation of diluted earnings per share since the stock options' exercise price was greater than the average market price during these periods.

**Note 7. Reclassification Adjustments Out of Other Comprehensive Income (Loss)**

The following table summarizes the reclassification adjustments out of accumulated other comprehensive income (loss) (in thousands):

| Detail About Accumulated Other Comprehensive Income (Loss) Components      | Amount reclassified from accumulated other comprehensive income (loss) |                    | Affected line item in the consolidated statement of comprehensive income (loss) |
|--|--|--------------------|---|
|  | Three months ended   |                    |   |
|  | September 30, 2016   | September 30, 2015 |   |
| Securities:  |  |                    |   |
| Gains on available for sale securities                                     | \$ -   | \$ (3)             | Net securities gains  |
| Amortization of unrealized gains and losses related to securities transfer | 267  | 328                | Interest income   |
| Tax benefit  | (105)  | (127)              | Income tax expense  |
| Net of tax   | <u>\$ 162</u>  | <u>\$ 198</u>      |   |
| Pension and other benefits:  |  |                    |   |
| Amortization of net losses   | \$ 565   | \$ 566             | Salaries and employee benefits  |
| Amortization of prior service costs  | (46)   | (15)               | Salaries and employee benefits  |
| Tax benefit  | (202)  | (214)              | Income tax expense  |
| Net of tax   | <u>\$ 317</u>  | <u>\$ 337</u>      |   |
| Total reclassifications during the period, net of tax                      | <u>\$ 479</u>  | <u>\$ 535</u>      |   |
| Detail About Accumulated Other Comprehensive Income (Loss) Components      | Amount reclassified from accumulated other comprehensive income (loss) |                    | Affected line item in the consolidated statement of comprehensive income (loss) |
|  | Nine months ended  |                    |   |
|  | September 30, 2016   | September 30, 2015 |   |
| Securities:  |  |                    |   |
| Gains on available for sale securities                                     | \$ (30)  | (43)               | Net securities gains  |
| Amortization of unrealized gains and losses related to securities transfer | 843  | 999                | Interest income   |
| Tax benefit  | (317)  | (372)              | Income tax expense  |
| Net of tax   | <u>\$ 496</u>  | <u>\$ 584</u>      |   |
| Pension and other benefits:  |  |                    |   |
| Amortization of net losses   | \$ 1,595   | \$ 1,697           | Salaries and employee benefits  |
| Amortization of prior service costs  | (51)   | (24)               | Salaries and employee benefits  |
| Tax benefit  | (601)  | (652)              | Income tax expense  |
| Net of tax   | <u>\$ 943</u>  | <u>\$ 1,021</u>    |   |
| Total reclassifications during the period, net of tax                      | <u>\$ 1,439</u>  | <u>\$ 1,605</u>    |   |

**Note 8. Fair Value Measurements and Fair Value of Financial Instruments**

GAAP states that fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. Fair value measurements are not adjusted for transaction costs. A fair value hierarchy exists within GAAP that prioritizes the inputs to valuation techniques 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 described below:

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

Level 2 - Quoted prices for similar assets or liabilities in active markets, quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability;

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

A financial instrument's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement.

The types of instruments valued based on quoted market prices in active markets include most U.S. government and agency securities, many other sovereign government obligations, liquid mortgage products, active listed equities and most money market securities. Such instruments are generally classified within Level 1 or Level 2 of the fair value hierarchy. The Company does not adjust the quoted prices for such instruments.

The types of instruments valued based on quoted prices in markets that are not active, broker or dealer quotations, or alternative pricing sources with reasonable levels of price transparency include most investment-grade and high-yield corporate bonds, less liquid mortgage products, less liquid agency securities, less liquid listed equities, state, municipal and provincial obligations and certain physical commodities. Such instruments are generally classified within Level 2 of the fair value hierarchy.

Level 3 is for positions that are not traded in active markets or are subject to transfer restrictions, valuations are adjusted to reflect illiquidity and/or non-transferability and such adjustments are generally based on available market evidence. In the absence of such evidence, management's best estimate will be used. Management's best estimate consists of both internal and external support on certain Level 3 investments. Subsequent to inception, management only changes Level 3 inputs and assumptions when corroborated by evidence such as transactions in similar instruments, completed or pending third-party transactions in the underlying investment or comparable entities, subsequent rounds of financing, recapitalizations and other transactions across the capital structure, offerings in the equity or debt markets and changes in financial ratios or cash flows.

For the nine month period ending September 30, 2016, the Company has made no transfers of assets between Level 1 and Level 2 and has had no Level 3 activity.

The following tables set forth the Company's financial assets and liabilities measured on a recurring basis that were accounted for at fair value. Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement (in thousands):

**September 30, 2016:**

|                                     | Quoted Prices<br>in Active<br>Markets for<br>Identical<br>Assets<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) | Balance as of<br>September 30,<br>2016 |
|-------------------------------------|---|---|--|--|
| Assets:                             |   |   |  |  |
| Securities Available for Sale:      |   |   |  |  |
| Federal Agency                      | \$ -  | \$ 256,093  | \$ -   | \$ 256,093                             |
| State & municipal                   | -   | 38,654  | -  | 38,654                                 |
| Mortgage-backed                     | -   | 372,364   | -  | 372,364                                |
| Collateralized mortgage obligations | -   | 601,470   | -  | 601,470                                |
| Other securities                    | 10,964  | 9,354   | -  | 20,318                                 |
| Total Securities Available for Sale | \$ 10,964   | \$ 1,277,935  | \$ -   | \$ 1,288,899                           |
| Trading Securities                  | 8,852   | -   | -  | 8,852                                  |
| Interest Rate Swaps                 | -   | 18,977  | -  | 18,977                                 |
| <b>Total</b>                        | <b>\$ 19,816</b>  | <b>\$ 1,296,912</b>                                       | <b>\$ -</b>  | <b>\$ 1,316,728</b>                    |
| Liabilities:                        |   |   |  |  |
| Interest Rate Swaps                 | \$ -  | \$ 18,258   | \$ -   | \$ 18,258                              |
| <b>Total</b>                        | <b>\$ -</b>   | <b>\$ 18,258</b>  | <b>\$ -</b>  | <b>\$ 18,258</b>                       |

**December 31, 2015:**

|                                     | Quoted Prices<br>in Active<br>Markets for<br>Identical<br>Assets<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) | Balance as of<br>December 31,<br>2015 |
|-------------------------------------|---|---|--|---------------------------------------|
| Assets:                             |   |   |  |                                       |
| Securities Available for Sale:      |   |   |  |                                       |
| Federal Agency                      | \$ -  | \$ 311,272  | \$ -   | \$ 311,272                            |
| State & municipal                   | -   | 31,637  | -  | 31,637                                |
| Mortgage-backed                     | -   | 409,896   | -  | 409,896                               |
| Collateralized mortgage obligations | -   | 404,971   | -  | 404,971                               |
| Other securities                    | 7,526   | 9,242   | -  | 16,768                                |
| Total Securities Available for Sale | \$ 7,526  | \$ 1,167,018  | \$ -   | \$ 1,174,544                          |
| Trading Securities                  | 8,377   | -   | -  | 8,377                                 |
| Interest Rate Swaps                 | -   | 6,224   | -  | 6,224                                 |
| <b>Total</b>                        | <b>\$ 15,903</b>  | <b>\$ 1,173,242</b>                                       | <b>\$ -</b>  | <b>\$ 1,189,145</b>                   |
| Liabilities:                        |   |   |  |                                       |
| Interest Rate Swaps                 | \$ -  | \$ 6,224  | \$ -   | \$ 6,224                              |
| <b>Total</b>                        | <b>\$ -</b>   | <b>\$ 6,224</b>   | <b>\$ -</b>  | <b>\$ 6,224</b>                       |

Certain common equity securities are reported at fair value utilizing Level 1 inputs (exchange quoted prices). The majority of the other investment securities are reported at fair value utilizing Level 2 inputs. The prices for these instruments are obtained through an independent pricing service or dealer market participants with whom the Company has historically transacted both purchases and sales of investment securities. Prices obtained from these sources include prices derived from market quotations and matrix pricing. The fair value measurements consider observable data that may include dealer quotes, market spreads, cash flows, the U.S. Treasury yield curve, live trading levels, trade execution data, market consensus prepayment speeds, credit information and the bond's terms and conditions, among other things. Management reviews the methodologies used in pricing the securities by its third party providers.

GAAP requires disclosure of assets and liabilities measured and recorded at fair value on a nonrecurring basis such as goodwill, loans held for sale, other real estate owned, collateral-dependent impaired loans, mortgage servicing rights and held to maturity securities. The Company had two nonrecurring fair value measurements recorded during the nine month period ended September 30, 2016 related to impairment of goodwill and impaired loans. As a result of the disposition of a line of business, the Company performed a goodwill impairment test which resulted in an impairment charge; the impairment charge was offset by an increase in goodwill resulting from the acquisition of a subsidiary causing goodwill to decrease by \$1.2 million during the three months ended September 30, 2016. For the nine month periods ending September 30, 2016 and September 30, 2015, the Company had \$9.9 million of loans recorded at fair value resulting in specific allowance reserves of \$3.2 million and \$3.4 million, respectively. The Company uses the fair value of underlying collateral, less costs to sell, to estimate the specific reserves for collateral dependent impaired loans. The appraisals may be adjusted by management for qualitative factors such as economic conditions and estimated liquidation expenses ranging from 10% to 35%. Based on the valuation techniques used, the fair value measurements for collateral dependent impaired loans are classified as Level 3.

The following table sets forth information with regard to estimated fair values of financial instruments at September 30, 2016 and December 31, 2015. This table excludes financial instruments for which the carrying amount approximates fair value. Financial instruments for which the fair value approximates carrying value include cash and cash equivalents, securities available for sale, trading securities, accrued interest receivable, non-maturity deposits, short-term borrowings, accrued interest payable and interest rate swaps.

| (In thousands)               | Fair Value Hierarchy | September 30, 2016 |                      | December 31, 2015 |                      |
|------------------------------|----------------------|--------------------|----------------------|-------------------|----------------------|
|                              |                      | Carrying amount    | Estimated fair value | Carrying amount   | Estimated fair value |
| <b>Financial assets</b>      |                      |                    |                      |                   |                      |
| Securities held to maturity  | 2                    | \$ 485,877         | \$ 495,596           | \$ 471,031        | \$ 473,140           |
| Net loans                    | 3                    | 6,094,517          | 6,251,740            | 5,820,115         | 5,958,427            |
| <b>Financial liabilities</b> |                      |                    |                      |                   |                      |
| Time deposits                | 2                    | \$ 881,087         | \$ 883,221           | \$ 908,827        | \$ 903,501           |
| Long-term debt               | 2                    | 114,144            | 115,840              | 130,447           | 131,268              |
| Junior subordinated debt     | 2                    | 101,196            | 101,141              | 101,196           | 97,346               |

Fair value estimates are made at a specific point in time, based on relevant market information and information about the financial instrument. These estimates do not reflect any premium or discount that could result from offering for sale at one time the Company's entire holdings of a particular financial instrument. Because no market exists for a significant portion of the Company's financial instruments, fair value estimates are based on judgments regarding future expected loss experience, current economic conditions, risk characteristics of various financial instruments and other factors. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

Fair value estimates are based on existing on and off-balance sheet financial instruments without attempting to estimate the value of anticipated future business and the value of assets and liabilities that are not considered financial instruments. For example, the Company has a substantial trust and investment management operation that contributes net fee income annually. The trust and investment management operation is not considered a financial instrument and its value has not been incorporated into the fair value estimates. Other significant assets and liabilities include the benefits resulting from the low-cost funding of deposit liabilities as compared to the cost of borrowing funds in the market and premises and equipment. In addition, the tax ramifications related to the realization of the unrealized gains and losses can have a significant effect on fair value estimates and have not been considered in the estimate of fair value.

#### ***Securities Held to Maturity***

The fair value of the Company's investment securities held to maturity is primarily measured using information from a third party pricing service. The fair value measurements consider observable data that may include dealer quotes, market spreads, cash flows, the U.S. Treasury yield curve, live trading levels, trade execution data, market consensus prepayment speeds, credit information and the bond's terms and conditions, among other things.

#### ***Net Loans***

The fair value of the Company's loans was estimated by discounting the expected future cash flows using the current interest rates at which similar loans would be made for the same remaining maturities. Loans were first segregated by type and then further segmented into fixed and variable rate and loan quality categories. Expected future cash flows were projected based on contractual cash flows, adjusted for estimated prepayments.

#### ***Time Deposits***

The fair value of time deposits was estimated using a discounted cash flow approach that applies prevailing market interest rates for similar maturity instruments. The fair values of the Company's time deposit liabilities do not take into consideration the value of the Company's long-term relationships with depositors, which may have significant value.

#### ***Long-Term Debt***

The fair value of long-term debt was estimated using a discounted cash flow approach that applies prevailing market interest rates for similar maturity instruments.

#### ***Junior Subordinated Debt***

The fair value of junior subordinated debt has been estimated using a discounted cash flow analysis.

#### ***Interest Rate Swaps***

The Company enters into interest rate swaps to facilitate customer transactions and meet their financing needs. These swaps are considered derivatives, but are not designated in hedging relationships. These instruments have interest rate and credit risk associated with them. To mitigate the interest rate risk, the Company enters into offsetting interest rate swaps with counterparties. The counterparty swaps are also considered derivatives and are also not designated in hedging relationships. Interest rate swaps are recorded within other assets or other liabilities on the consolidated balance sheet at their estimated fair value. Changes to the fair value of assets and liabilities arising from these derivatives are included, net, in other operating income in the consolidated statement of income. The notional amount of these customer derivative agreement and the offsetting derivative counterparty positions each totaled \$344.4 million at September 30, 2016. Fair values included in other assets and other liabilities on the consolidated balance sheet applicable to these agreements amounted to \$18.3 million. At December 31, 2015, the notional amount of these customer derivate agreements and the offsetting derivative counterparty positions each totaled \$192.6 million. At December 31, 2015, fair values included in other assets and other liabilities on the consolidated balance sheet applicable to these agreements amounted to \$6.2 million.

In June 2016, the Company entered into interest rate swaps to modify the interest rate characteristics of certain short-term FHLB advances from variable rate to fixed rate in order to reduce the impact of changes in future cash flows due to market interest rate changes. These agreements are designated as cash flow hedges. The notional amount of these interest rate derivative agreements total \$150 million at September 30, 2016. Fair values included in other assets on the consolidated balance sheet applicable to these agreements amounted to \$0.7 million at September 30, 2016.

## **Note 9. Commitments and Contingencies**

The Company is a party to financial instruments in the normal course of business to meet the financing needs of its customers and to reduce its own exposure to fluctuating interest rates. These financial instruments include commitments to extend credit, unused lines of credit and standby letters of credit. Exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to make loans and standby letters of credit is represented by the contractual amount of those instruments. The Company uses the same credit origination guidelines, portfolio maintenance and management procedures as other credit and off-balance sheet products. Commitments to extend credit and unused lines of credit totaled \$1.4 billion at September 30, 2016 and \$1.3 billion at December 31, 2015. Since commitments to extend credit and unused lines of credit may expire without being fully drawn upon, this amount does not necessarily represent future cash commitments. Collateral obtained upon exercise of the commitment is determined using management's credit evaluation of the borrower and may include accounts receivable, inventory, property, land and other items.

The Company guarantees the obligations or performance of customers by issuing standby letters of credit to third parties. These standby letters of credit are frequently issued in support of third party debt, such as corporate debt issuances, industrial revenue bonds and municipal securities. The credit risk involved in issuing standby letters of credit is essentially the same as the credit risk involved in extending loan facilities to customers and they are subject to the same credit origination guidelines, portfolio maintenance and management procedures as other credit and off-balance sheet products. Typically, these instruments have terms of five years or less and expire unused; therefore, the total amounts do not necessarily represent future cash commitments. Standby letters of credit totaled \$38.8 million at September 30, 2016 and \$31.5 million at December 31, 2015. As of September 30, 2016, the fair value of standby letters of credit was not significant to the Company's unaudited interim consolidated financial statements.

The Company has also entered into commercial letter of credit agreements on behalf of its customers. Under these agreements, the Company, on the request of its customer, opens the letter of credit and makes a commitment to honor draws made under the agreement, whereby the beneficiary is normally the provider of goods and/or services and the Company essentially replaces the customer as the payee. The credit risk involved in issuing commercial letters of credit is essentially the same as the credit risk involved in extending loan facilities to customers and they are subject to the same credit origination guidelines, portfolio maintenance and management procedures as other credit and off-balance sheet products. Typically, these agreements vary in terms and the total amounts do not necessarily represent future cash commitments. There were no commercial letters of credit at September 30, 2016 and \$11.3 million at December 31, 2015.

## **Note 10. Recent Accounting Pronouncements**

In August 2016, the FASB issued Accounting Standards Update ("ASU") No. 2016-15, *Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments*. ASU 2016-15 addresses diversity in practice in how certain cash receipts and cash payments are presented and classified in the statement of cash flows. This standard addresses the following eight specific cash flow issues: Debt prepayment or debt extinguishment costs; settlement of zero-coupon debt instruments or other debt instruments with coupon interest rates that are insignificant in relation to the effective interest rate of the borrowing; contingent consideration payments made after a business combination; proceeds from the settlement of insurance claims; proceeds from the settlement of corporate-owned life insurance policies; distributions received from equity method investees; beneficial interests in securitization transactions; and separately identifiable cash flows and application of the predominance principle. ASU 2016-15 is effective for the Company on January 1, 2018. Early adoption is permitted, including adoption in an interim period. Management is evaluating the effect that this guidance will have on the consolidated financial statements and related disclosures.

In June 2016, the FASB issued Accounting Standards Update No. 2016-13, *Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*. ASU 2016-13 requires the measurement of all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions and reasonable and supportable forecasts. Financial institutions and other organizations will now use forward-looking information to better inform their credit loss estimates. Many of the loss estimation techniques applied today will still be permitted, although the inputs to those techniques will change to reflect the full amount of expected credit losses. In addition, ASU 2016-16 amends the accounting for credit losses on available for sale debt securities and purchased financial assets with credit deterioration. ASU 2016-13 is effective for the Company on January 1, 2020. Early adoption is permitted for all organizations for fiscal years and interim periods within those fiscal years, beginning after December 15, 2019. Management is evaluating the effect that this guidance will have on the consolidated financial statements and related disclosures.



In March 2016, the FASB issued ASU No. 2016-09, *Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting*. ASU 2016-09 simplifies the accounting for stock-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities and classification on the statement of cash flows. ASU 2016-09 is effective for the Company on January 1, 2017. Early adoption is permitted in any interim or annual period. Management is evaluating the effect that this guidance will have on the consolidated financial statements and related disclosures.

In March 2016, the FASB issued ASU No. 2016-07, *Investments - Equity Method and Joint Ventures (Topic 323): Simplifying the Transition to the Equity Method of Accounting*. ASU 2016-07 eliminates the requirement for an investor to adjust an equity method investment, results of operations and retained earnings retroactively on a step-by-step basis as if the equity method had been in effect during all previous periods that the investment had been held as a result of an increase in the level of ownership interest or degree of influence. Additionally, an entity that has an available for sale equity security that becomes qualified for the equity method of accounting must recognize through earnings the unrealized holding gain or loss in accumulated other comprehensive income at the date the investment becomes qualified for use of the equity method. ASU 2016-07 is effective for the Company on January 1, 2017. Early adoption is permitted in any interim or annual period. Management does not believe the guidance will have a material impact on the consolidated financial statements and related disclosures.

In March 2016, the FASB issued ASU No. 2016-06, *Derivatives and Hedging (Topic 815): Contingent Put and Call Options in Debt Instruments*. ASU 2016-06 clarifies the requirements for assessing whether contingent call (put) options that can accelerate the payment of principal on debt instruments are clearly and closely related to their debt hosts. An entity performing the assessment under the amendments in this Update is required to assess the embedded call (put) options solely in accordance with the four-step decision sequence. The amendments in this ASU clarify what steps are required when assessing whether the economic characteristics and risks of call (put) options are clearly and closely related to the economic characteristics and risks of their debt hosts, which is one of the criteria for bifurcating an embedded derivative. Consequently, when a call (put) option is contingently exercisable, an entity does not have to assess whether the event that triggers the ability to exercise a call (put) option is related to interest rates or credit risks. The amendments are an improvement to GAAP because they eliminate diversity in practice in assessing embedded contingent call (put) options in debt instruments. ASU 2016-06 is effective for the Company on January 1, 2017. Early adoption is permitted in any interim or annual period. Management does not believe this guidance will have a material impact on the consolidated financial statements and related disclosures.

In March 2016, the FASB issued ASU No. 2016-05, *Derivatives and Hedging (Topic 815): Effect of Derivative Contract Novations on Existing Hedge Accounting Relationships*. ASU 2016-05 clarifies that a change in the counterparty to a derivative instrument that has been designated as a hedging instrument does not in and of itself, require de-designation of that hedging relationship provided that all other hedge accounting criteria continue to be met. ASU 2016-05 is effective for the Company on January 1, 2017. Early adoption is permitted in any interim or annual period. Management does not believe this guidance will have a material impact on the consolidated financial statements and related disclosures.

In February 2016, the FASB issued ASU No. 2016-02, *Leases (Topic 842)*. ASU 2016-02 requires lessees to recognize right of use assets and lease liabilities on the balance sheet for all leases with terms longer than 12 months. For leases with a term of 12 months or less, a lessee is permitted to make an accounting policy election by class of underlying asset not to recognize a right of use asset and lease liability. Additionally, when measuring assets and liabilities arising from a lease, optional payments should be included only if the lessee is reasonable certain to exercise an option to extend the lease, exercise a purchase option or not exercise an option to terminate the lease. ASU 2016-02 is effective for the Company on January 1, 2019. Early adoption is permitted in any interim or annual period. Management is evaluating the effect that this guidance will have on the consolidated financial statements and related disclosures.

In January 2016, the FASB issued ASU No. 2016-01, *Financial Instruments - Overall (Subtopic 825-10) - Recognition and Measurement of Financial Assets and Financial Liabilities*. ASU 2016-01 addresses certain aspects of recognition, measurement, presentation and disclosure of financial instruments and requires entities to measure equity investments that do not result in consolidation and are not accounted for under the equity method at fair value. Any changes in fair value will be recognized in net income unless the investments qualify for a new practicability exception. This ASU also requires entities to recognize changes in instrument-specific credit risk related to financial liabilities measured under the fair value option in other comprehensive income. No changes were made to the guidance for classifying and measuring investments in debt securities and loans. ASU 2016-01 is effective for the Company on January 1, 2018. Early adoption is permitted in any interim or annual period. Management is evaluating the effect that this guidance will have on the consolidated financial statements and related disclosures.

In May 2014, the FASB issued ASU No. 2014-09 - *Revenue from Contracts with Customers (Topic 606)*. ASU 2014-09 is a comprehensive new revenue recognition standard that will supersede nearly all existing revenue recognition guidance under GAAP and is based on the principle that revenue is recognized to depict the transfer of goods or services to customers in an amount that reflects consideration to which the entity expects to be entitled in exchange for those goods and services. The ASU also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. For financial reporting purposes, the standard allows for either full retrospective adoption, meaning the standard is applied to all of the periods presented, or modified retrospective adoption, meaning the standard is applied only to the most current period presented in the financial statements with the cumulative effect of initially applying the standard recognized at the date of initial application. ASU 2014-09 was initially effective for the Company on January 1, 2017; however, in August 2015, the FASB issued ASU No. 2015-14 - *Revenue from Contracts with Customers - Deferral of the Effective Date*, which deferred the effective date to January 1, 2018. Early adoption is not permitted. In addition, the FASB has begun to issue targeted updates to clarify specific implementation issues of ASU 2014-09. These updates include ASU No. 2016-08 - *Principal versus Agent Considerations (Reporting Revenue Gross versus Net)*, ASU No. 2016-10 - *Identifying Performance Obligations and Licensing* and ASU No. 2016-12 - *Narrow-Scope Improvements and Practical Expedients*. Management is evaluating the effect that this guidance will have on the consolidated financial statements and related disclosures.

## **NBT BANCORP INC. AND SUBSIDIARIES**

### **Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The purpose of this discussion and analysis is to provide a concise description of the financial condition and results of operations of NBT Bancorp Inc. and its wholly owned consolidated subsidiaries, including NBT Bank, N.A. (the "Bank"), NBT Financial Services, Inc. ("NBT Financial") and NBT Holdings, Inc. ("NBT Holdings") (collectively referred to herein as the "Company"). This discussion will focus on results of operations, financial condition, capital resources and asset/liability management. Reference should be made to the Company's consolidated financial statements and footnotes thereto included in this Form 10-Q as well as to the Company's Annual Report on Form 10-K for the year ended December 31, 2015 for an understanding of the following discussion and analysis. Operating results for the nine-month period ending September 30, 2016 are not necessarily indicative of the results of the full year ending December 31, 2016 or any future period.

#### **Forward-looking Statements**

Certain statements in this filing and future filings by the Company with the SEC, in the Company's press releases or other public or shareholder communications or in oral statements made with the approval of an authorized executive officer, contain forward-looking statements, as defined in the Private Securities Litigation Reform Act. These statements may be identified by the use of phrases such as "anticipate," "believe," "expect," "forecasts," "projects," "will," "can," "would," "should," "could," "may," or other similar terms. There are a number of factors, many of which are beyond the Company's control that could cause actual results to differ materially from those contemplated by the forward looking statements. Factors that may cause actual results to differ materially from those contemplated by such forward-looking statements include, among others, the following possibilities: (1) local, regional, national and international economic conditions and the impact they may have on the Company and its customers and the Company's assessment of that impact; (2) changes in the level of nonperforming assets and charge-offs; (3) changes in estimates of future reserve requirements based upon the periodic review thereof under relevant regulatory and accounting requirements; (4) the effects of and changes in trade and monetary and fiscal policies and laws, including the interest rate policies of the Federal Reserve Board; (5) inflation, interest rate, securities market and monetary fluctuations; (6) political instability; (7) acts of war or terrorism; (8) the timely development and acceptance of new products and services and perceived overall value of these products and services by users; (9) changes in consumer spending, borrowings and savings habits; (10) changes in the financial performance and/or condition of the Company's borrowers; (11) technological changes; (12) acquisitions and integration of acquired businesses; (13) the ability to increase market share and control expenses; (14) changes in the competitive environment among financial holding companies; (15) the effect of changes in laws and regulations (including laws and regulations concerning taxes, banking, securities and insurance) with which the Company and its subsidiaries must comply including those under the Dodd-Frank Act; (16) the effect of changes in accounting policies and practices, as may be adopted by the regulatory agencies, as well as the Public Company Accounting Oversight Board, the Financial Accounting Standards Board ("FASB") and other accounting standard setters; (17) changes in the Company's organization, compensation and benefit plans; (18) the costs and effects of legal and regulatory developments including the resolution of legal proceedings or regulatory or other governmental inquiries and the results of regulatory examinations or reviews; (19) greater than expected costs or difficulties related to the integration of new products and lines of business; and (20) the Company's success at managing the risks involved in the foregoing items.

The Company cautions readers not to place undue reliance on any forward-looking statements, which speak only as of the date made and advises readers that various factors, including those described above and other factors discussed in the Company's annual and quarterly reports previously filed with the Securities and Exchange Commission, could affect the Company's financial performance and could cause the Company's actual results or circumstances for future periods to differ materially from those anticipated or projected.

Unless required by law, the Company does not undertake and specifically disclaims any obligations to publicly release any revisions to any forward-looking statements to reflect the occurrence of anticipated or unanticipated events or circumstances after the date of such statements.

## **Non-GAAP Measures**

This Quarterly Report on Form 10-Q contains financial information determined by methods other than in accordance with accounting principles generally accepted in the United States of America ("GAAP"). These measures adjust GAAP measures to exclude the effects of acquisition-related intangible amortization expense on earnings and equity as well as providing a fully taxable equivalent yield on securities and loans. Where non-GAAP disclosures are used in this Form 10-Q, the comparable GAAP measure, as well as a reconciliation to the comparable GAAP measure, is provided in the accompanying tables. Management believes that these non-GAAP measures provide useful information that is important to an understanding of the results of the NBT's core business as well as provide information standard in the financial institution industry. Non-GAAP measures should not be considered substitutes for financial measures determined in accordance with GAAP and investors should consider NBT's performance and financial condition as reported under GAAP and all other relevant information when assessing the performance or financial condition of NBT.

## **Critical Accounting Policies**

The Company has identified policies as being critical because they require management to make particularly difficult, subjective and/or complex judgments about matters that are inherently uncertain and because of the likelihood that materially different amounts would be reported under different conditions or using different assumptions. These policies relate to the allowance for loan losses, pension accounting, other-than-temporary impairment, provision for income taxes and intangible assets.

Management of the Company considers the accounting policy relating to the allowance for loan losses to be a critical accounting policy given the uncertainty in evaluating the level of the allowance required to cover credit losses inherent in the loan portfolio and the material effect that such judgments can have on the results of operations. While management's current evaluation of the allowance for loan losses indicates that the allowance is adequate, under adversely different conditions or assumptions, the allowance may need to be increased. For example, if historical loan loss experience significantly worsened or if current economic conditions significantly deteriorated, additional provision for loan losses would be required to increase the allowance. In addition, the assumptions and estimates used in the internal reviews of the Company's nonperforming loans and potential problem loans have a significant impact on the overall analysis of the adequacy of the allowance for loan losses. While management has concluded that the current evaluation of collateral values is reasonable under the circumstances, if collateral values were significantly lower, the Company's allowance for loan loss policy would also require additional provision for loan losses.

Management is required to make various assumptions in valuing the Company's pension assets and liabilities. These assumptions include the expected rate of return on plan assets, the discount rate and the rate of increase in future compensation levels. Changes to these assumptions could impact earnings in future periods. The Company takes into account the plan asset mix, funding obligations and expert opinions in determining the various rates used to estimate pension expense. The Company also considers the Citigroup Pension Liability Index, market interest rates and discounted cash flows in setting the appropriate discount rate. In addition, the Company reviews expected inflationary and merit increases to compensation in determining the rate of increase in future compensation levels.

The Company is subject to examinations from various taxing authorities. Such examinations may result in challenges to the tax return treatment applied by the Company to specific transactions. Management believes that the assumptions and judgments used to record tax related assets or liabilities have been appropriate. Should tax laws change or the taxing authorities determine that management's assumptions were inappropriate, an adjustment may be required which could have a material adverse effect on the Company's results of operations.

Another critical accounting policy is the policy for acquired loans. Acquired loans are initially recorded at their acquisition date fair values. The carryover of allowance for loan losses is prohibited as any credit losses in the loans are included in the determination of the fair value of the loans at the acquisition date. Fair values for acquired loans are based on a discounted cash flow methodology that involves assumptions and judgments as to credit risk, prepayment risk, liquidity risk, default rates, loss severity, payment speeds, collateral values and discount rate. Subsequent to the acquisition of acquired impaired loans, applicable accounting guidance requires the continued estimation of expected cash flows to be received. This estimation involves the use of key assumptions and estimates, similar to those used in the initial estimate of fair value. Changes in expected cash flows could result in the recognition of impairment through provision for credit losses. Subsequent to the purchase date, the methods utilized to estimate the required allowance for loan losses for the non-impaired acquired loans is similar to originated loans.

As a result of acquisitions, the Company has acquired goodwill and identifiable intangible assets. Goodwill represents the cost of acquired companies in excess of the fair value of net assets at the acquisition date. Goodwill is evaluated at least annually or when business conditions suggest that an impairment may have occurred. Goodwill will be reduced to its carrying value through a charge to earnings if impairment exists. Core deposits and other identifiable intangible assets are amortized to expense over their estimated useful lives. The determination of whether or not impairment exists is based upon discounted cash flow modeling techniques that require management to make estimates regarding the amount and timing of expected future cash flows. It also requires selection of a discount rate that reflects the current return requirements of the market in relation to present risk-free interest rates, required equity market premiums and Company-specific risk indicators, all of which are susceptible to change based on changes in economic conditions and other factors. Future events or changes in the estimates used to determine the carrying value of goodwill and identifiable intangible assets could have a material impact on the Company's results of operations.

The Company's policies on the allowance for loan losses, pension accounting, provision for income taxes, acquired loans and goodwill and intangible assets are disclosed in Note 1 to the consolidated financial statements presented in our 2015 Annual Report on Form 10-K. All accounting policies are important and as such, the Company encourages the reader to review each of the policies included in Note 1 to obtain a better understanding of how the Company's financial performance is reported.

## Overview

Significant factors management reviews to evaluate the Company's operating results and financial condition include, but are not limited to: net income and earnings per share, return on average assets, equity and tangible common equity, net interest margin, noninterest income, operating expenses, asset quality indicators, loan and deposit growth, capital management, liquidity and interest rate sensitivity, enhancements to customer products and services, technology advancements, market share and peer comparisons. The following information should be considered in connection with the Company's results for the first nine months of 2016:

- Net income for the nine months ended September 30, 2016 is up 2.6% compared to the same period in 2015.
- Year to date loan growth was 6.3% (annualized)
- Average demand deposits for the nine months ended September 30, 2016 were up 10.3% from the same period in 2015.

## Results of Operations

Net income for the three months ended September 30, 2016 was \$20.0 million, up from \$19.9 million for the same period last year. Earnings per diluted share for the three months ended September 30, 2016 was \$0.46, up from \$0.45 for the third quarter of 2015. Return on average assets (annualized) was 0.92% for the three months ended September 30, 2016 as compared to 0.97% for the same period last year. Return on average equity (annualized) was 8.80% for the three months ended September 30, 2016 as compared to 8.97% for the three months ended September 30, 2015. Return on average tangible common equity (annualized) was 13.16% for the three months ended September 30, 2016 as compared to 13.66% for the three months ended September 30, 2015.

Net income for the nine months ended September 30, 2016 was \$58.8 million, up from \$57.3 million for the same period last year. Earnings per diluted share for the nine months ended September 30, 2016 was \$1.35, up from \$1.29 for the same period last year. Return on average assets (annualized) was 0.92% for the nine months ended September 30, 2016 as compared to 0.96% for the same period last year. Return on average equity (annualized) was 8.81% for the nine months ended September 30, 2016 as compared to 8.75% for the nine months ended September 30, 2015. Return on average tangible common equity (annualized) was 13.29% for the nine months ended September 30, 2016 as compared to 13.41% for the nine months ended September 30, 2015.

Return on average tangible common equity is a non-GAAP measure and excludes amortization of intangible assets (net of tax) from net income and average tangible equity calculated as follows:

| (In thousands)                                 | Three months ended September 30, |                   | Nine months ended September 30, |                   |
|--|----------------------------------|-------------------|---------------------------------|-------------------|
|  | 2016                             | 2015              | 2016                            | 2015              |
| Net Income                                     | \$ 20,001                        | \$ 19,851         | \$ 58,801                       | \$ 57,298         |
| Amortization of intangible assets (net of tax) | 582                              | 712               | 1,818                           | 2,221             |
|  | <u>\$ 20,583</u>                 | <u>\$ 20,563</u>  | <u>\$ 60,619</u>                | <u>\$ 59,519</u>  |
| Average stockholders' equity                   | \$ 904,445                       | \$ 878,305        | \$ 891,650                      | \$ 875,874        |
| Less: average goodwill and other intangibles   | 282,307                          | 281,048           | 282,255                         | 282,267           |
| Average tangible common equity                 | <u>\$ 622,138</u>                | <u>\$ 597,257</u> | <u>\$ 609,395</u>               | <u>\$ 593,607</u> |

## Net Interest Income

Net interest income is the difference between interest income on earning assets, primarily loans and securities and interest expense on interest bearing liabilities, primarily deposits and borrowings. Net interest income is affected by the interest rate spread, the difference between the yield on earning assets and cost of interest bearing liabilities, as well as the volumes of such assets and liabilities. Net interest income is one of the key determining factors in a financial institution's performance as it is the principal source of earnings.

Net interest income was \$66.7 million for the third quarter of 2016, up \$0.9 million, or 1.3%, from the previous quarter and up \$2.4 million, or 3.8%, from the third quarter of 2015. Fully taxable-equivalent ("FTE") net interest margin was 3.40% for the three months ended September 30, 2016, down from 3.44% for the previous quarter and down from 3.48% for the third quarter of 2015. Average interest earning assets were up \$120.4 million, or 1.5%, for the third quarter of 2016 as compared to the prior quarter and up \$499.7 million, or 6.7%, from the same period in 2015. This increase from the second quarter of 2016 and third quarter of 2015 were driven primarily by loan production. Annualized loan growth of 8.0% during the third quarter of 2016 was driven by growth in the commercial loan portfolio. Yields on earning assets decreased by 4 basis points ("bps") from 3.73% during the second quarter of 2016 to 3.69% for the third quarter of 2016. Average interest bearing liabilities increased \$17.8 million, or 0.3%, from the second quarter of 2016 to the third quarter of 2016, which was driven by a \$126.7 million, or 26.2%, increase in short-term borrowings, partially offset by a \$0.1 million, or 2.0%, decrease in interest bearing deposits as a result of normal seasonal deposit flows. The rate paid on interest bearing liabilities of 0.42% during the third quarter of 2016 increased 1 bp from the second quarter of 2016 and increased 2 bps from the 0.40% paid during the third quarter of 2015 due primarily to an increase in borrowing costs.

Net interest income was \$197.0 million for the nine months ended September 30, 2016, up \$7.9 million, or 4.2%, from the same period in 2015. FTE net interest margin was 3.44% for the nine months ended September 30, 2016, down from 3.53% for the nine months ended September 30, 2015. Average interest earning assets were up \$507.0 million, or 7.0%, for the nine months ended September 30, 2016 as compared to the same period in 2015. This increase from last year was driven primarily by 6.3% annualized loan growth during the first nine months of 2016. The increase in average interest earning assets was partly offset by a decrease in yields on earning assets from 3.81% during the first nine months of 2015 to 3.73% for the first nine months of 2016. The decreasing earning asset yield was driven by an 8 bp decrease in loan yields from the first nine months of 2015 to the first nine months of 2016. Average interest bearing liabilities increased \$325.7 million, or 6.3%, from the nine months ended September 30, 2015 to the nine months ended September 30, 2016. Total average deposits increased \$375.4 million, or 5.9%, for the nine months ended September 30, 2016 as compared to the same period last year driven primarily by growth in non-interest bearing demand deposits of \$187.5 million, or 10.3%, combined with a \$187.9 million, or 4.1%, increase in interest bearing deposits due to growth in money market deposit accounts, NOW accounts and savings accounts. In addition, average short-term borrowings increased \$146.6 million, or 42.8%, for the nine months ended September 30, 2016 as compared to the same period last year. The rates paid on interest bearing liabilities increased by 1 bp for the nine months ended September 30, 2016 to 0.41% as compared to the 0.40% paid in the same period in 2015. This increase resulted primarily from slightly higher rates paid on short-term borrowings and a change in the mix of interest bearing deposits.

## Average Balances and Net Interest Income

The following tables include the condensed consolidated average balance sheet, an analysis of interest income/expense and average yield/rate for each major category of earning assets and interest bearing liabilities on a taxable equivalent basis. Interest income for tax-exempt securities and loans has been adjusted to a FTE basis using the statutory Federal income tax rate of 35%.

### Three months ended

| (Dollars in thousands)                      | September 30, 2016 |           |             | September 30, 2015 |           |             |
|---|--------------------|-----------|-------------|--------------------|-----------|-------------|
|   | Average Balance    | Interest  | Yield/Rates | Average Balance    | Interest  | Yield/Rates |
| <b>ASSETS</b>                               |                    |           |             |                    |           |             |
| Short-term interest bearing accounts        | \$ 21,279          | \$ 29     | 0.54%       | \$ 8,100           | \$ 6      | 0.32%       |
| Securities available for sale (1)(2)        | 1,257,335          | 6,112     | 1.93%       | 1,079,206          | 5,230     | 1.92%       |
| Securities held to maturity (1)             | 494,400            | 3,158     | 2.54%       | 460,252            | 2,835     | 2.44%       |
| Investment in FRB and FHLB Banks            | 43,552             | 509       | 4.65%       | 37,358             | 395       | 4.19%       |
| Loans (3)                                   | 6,092,371          | 63,601    | 4.15%       | 5,824,311          | 61,848    | 4.21%       |
| Total interest earning assets               | 7,908,937          | \$ 73,409 | 3.69%       | 7,409,227          | \$ 70,314 | 3.77%       |
| Other assets                                | 754,813            |           |             | 690,768            |           |             |
| Total assets                                | \$ 8,663,750       |           |             | \$ 8,099,995       |           |             |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b> |                    |           |             |                    |           |             |
| <b>EQUITY</b>                               |                    |           |             |                    |           |             |
| Money market deposit accounts               | \$ 1,636,815       | \$ 888    | 0.22%       | \$ 1,577,651       | \$ 859    | 0.22%       |
| NOW deposit accounts                        | 1,053,590          | 134       | 0.05%       | 963,744            | 126       | 0.05%       |
| Savings deposits                            | 1,146,013          | 169       | 0.06%       | 1,085,680          | 168       | 0.06%       |
| Time deposits                               | 902,185            | 2,416     | 1.07%       | 939,542            | 2,401     | 1.01%       |
| Total interest bearing deposits             | \$ 4,738,603       | \$ 3,607  | 0.30%       | \$ 4,546,617       | \$ 3,554  | 0.31%       |
| Short-term borrowings                       | 611,339            | 761       | 0.50%       | 456,663            | 296       | 0.26%       |
| Long-term debt                              | 110,703            | 819       | 2.94%       | 130,680            | 845       | 2.56%       |
| Junior subordinated debt                    | 101,196            | 660       | 2.59%       | 101,196            | 560       | 2.20%       |
| Total interest bearing liabilities          | \$ 5,561,841       | \$ 5,847  | 0.42%       | \$ 5,235,156       | \$ 5,255  | 0.40%       |
| Demand deposits                             | 2,079,266          |           |             | 1,894,555          |           |             |
| Other liabilities                           | 118,198            |           |             | 91,979             |           |             |
| Stockholders' equity                        | 904,445            |           |             | 878,305            |           |             |
| Total liabilities and stockholders' equity  | \$ 8,663,750       |           |             | \$ 8,099,995       |           |             |
| Net interest income (FTE)                   |                    | 67,562    |             |                    | 65,059    |             |
| Interest rate spread                        |                    |           | 3.27%       |                    |           | 3.37%       |
| Net interest margin                         |                    |           | 3.40%       |                    |           | 3.48%       |
| Taxable equivalent adjustment               |                    | 900       |             |                    | 814       |             |
| Net interest income                         |                    | \$ 66,662 |             |                    | \$ 64,245 |             |

(1) Securities are shown at average amortized cost

(2) Excluding unrealized gains or losses

(3) For purposes of these computations, nonaccrual loans are included in the average loan balances outstanding



**Nine months ended**

|   | September 30, 2016 |            |             | September 30, 2015 |            |             |
|---|--------------------|------------|-------------|--------------------|------------|-------------|
|   | Average Balance    | Interest   | Yield/Rates | Average Balance    | Interest   | Yield/Rates |
| (Dollars in thousands)                      |                    |            |             |                    |            |             |
| <b>ASSETS</b>                               |                    |            |             |                    |            |             |
| Short-term interest bearing accounts        | \$ 17,009          | \$ 72      | 0.57%       | \$ 9,033           | \$ 22      | 0.33%       |
| Securities available for sale (1)(2)        | 1,224,500          | 18,286     | 1.99%       | 1,055,456          | 15,579     | 1.97%       |
| Securities held to maturity (1)             | 486,299            | 9,111      | 2.50%       | 456,072            | 8,415      | 2.47%       |
| Investment in FRB and FHLB Banks            | 38,672             | 1,369      | 4.73%       | 33,308             | 1,254      | 5.03%       |
| Loans (3)                                   | 5,995,063          | 187,629    | 4.18%       | 5,700,673          | 181,619    | 4.26%       |
| Total interest earning assets               | 7,761,543          | \$ 216,467 | 3.73%       | 7,254,542          | \$ 206,889 | 3.81%       |
| Other assets                                | 733,771            |            |             | 690,774            |            |             |
| Total assets                                | \$ 8,495,314       |            |             | \$ 7,945,316       |            |             |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b> |                    |            |             |                    |            |             |
| <b>EQUITY</b>                               |                    |            |             |                    |            |             |
| Money market deposit accounts               | \$ 1,666,687       | \$ 2,720   | 0.22%       | \$ 1,567,060       | \$ 2,462   | 0.21%       |
| NOW deposit accounts                        | 1,059,787          | 400        | 0.05%       | 970,139            | 375        | 0.05%       |
| Savings deposits                            | 1,131,768          | 491        | 0.06%       | 1,069,056          | 492        | 0.06%       |
| Time deposits                               | 910,034            | 7,198      | 1.06%       | 974,110            | 7,315      | 1.00%       |
| Total interest bearing deposits             | \$ 4,768,276       | \$ 10,809  | 0.30%       | \$ 4,580,365       | \$ 10,644  | 0.31%       |
| Short-term borrowings                       | 488,906            | 1,668      | 0.46%       | 342,293            | 561        | 0.22%       |
| Long-term debt                              | 121,950            | 2,425      | 2.66%       | 130,767            | 2,507      | 2.56%       |
| Junior subordinated deb                     | 101,196            | 1,920      | 2.53%       | 101,196            | 1,645      | 2.17%       |
| Total interest bearing liabilities          | \$ 5,480,328       | \$ 16,822  | 0.41%       | \$ 5,154,621       | \$ 15,357  | 0.40%       |
| Demand deposits                             | 2,014,963          |            |             | 1,872,441          |            |             |
| Other liabilities                           | 108,373            |            |             | 87,380             |            |             |
| Stockholders' equity                        | 891,650            |            |             | 875,874            |            |             |
| Total liabilities and stockholders' equity  | \$ 8,495,314       |            |             | \$ 7,945,316       |            |             |
| Net interest income (FTE)                   |                    | 199,645    |             |                    | 191,532    |             |
| Interest rate spread                        |                    |            | 3.32%       |                    |            | 3.41%       |
| Net interest margin                         |                    |            | 3.44%       |                    |            | 3.53%       |
| Taxable equivalent adjustment               |                    | 2,629      |             |                    | 2,436      |             |
| Net interest income                         |                    | \$ 197,016 |             |                    | \$ 189,096 |             |

(1) Securities are shown at average amortized cost

(2) Excluding unrealized gains or losses

(3) For purposes of these computations, nonaccrual loans are included in the average loan balances outstanding

The following table presents changes in interest income and interest expense attributable to changes in volume (change in average balance multiplied by prior year rate), changes in rate (change in rate multiplied by prior year volume) and the net change in net interest income. The net change attributable to the combined impact of volume and rate has been allocated to each in proportion to the absolute dollar amounts of change.

**Three months ended September 30,**

| (In thousands)                           | Increase (Decrease)<br>2016 over 2015 |                   |                 |
|--|---------------------------------------|-------------------|-----------------|
|  | Volume                                | Rate              | Total           |
| Short-term interest bearing accounts     | \$ 15                                 | \$ 8              | \$ 23           |
| Securities available for sale            | 851                                   | 31                | 882             |
| Securities held to maturity              | 210                                   | 113               | 323             |
| Investment in FRB and FHLB Banks         | 70                                    | 44                | 114             |
| Loans                                    | 2,679                                 | (926)             | 1,753           |
| <b>Total interest income</b>             | <b>3,825</b>                          | <b>(730)</b>      | <b>3,095</b>    |
| Money market deposit accounts            | 41                                    | (12)              | 29              |
| NOW deposit accounts                     | 11                                    | (3)               | 8               |
| Savings deposits                         | 9                                     | (8)               | 1               |
| Time deposits                            | (101)                                 | 116               | 15              |
| Short-term borrowings                    | 125                                   | 340               | 465             |
| Junior subordinated debt                 | -                                     | 100               | 100             |
| Long-term debt                           | (139)                                 | 113               | (26)            |
| <b>Total interest expense</b>            | <b>(54)</b>                           | <b>646</b>        | <b>592</b>      |
| <b>Change in FTE net interest income</b> | <b>\$ 3,879</b>                       | <b>\$ (1,376)</b> | <b>\$ 2,503</b> |

**Nine months ended September 30,**

| (In thousands)                           | Increase (Decrease)<br>2016 over 2015 |                   |                 |
|--|---------------------------------------|-------------------|-----------------|
|  | Volume                                | Rate              | Total           |
| Short-term interest bearing accounts     | \$ 27                                 | \$ 23             | \$ 50           |
| Securities available for sale            | 2,534                                 | 173               | 2,707           |
| Securities held to maturity              | 570                                   | 126               | 696             |
| Investment in FRB and FHLB Banks         | 194                                   | (79)              | 115             |
| Loans                                    | 9,383                                 | (3,373)           | 6,010           |
| <b>Total interest income</b>             | <b>12,708</b>                         | <b>(3,130)</b>    | <b>9,578</b>    |
| Money market deposit accounts            | 162                                   | 96                | 258             |
| NOW deposit accounts                     | 34                                    | (9)               | 25              |
| Savings deposits                         | 28                                    | (29)              | (1)             |
| Time deposits                            | (494)                                 | 377               | (117)           |
| Short-term borrowings                    | 313                                   | 794               | 1,107           |
| Junior subordinated debt                 | -                                     | 275               | 275             |
| Long-term debt                           | (172)                                 | 90                | (82)            |
| <b>Total interest expense</b>            | <b>(129)</b>                          | <b>1,594</b>      | <b>1,465</b>    |
| <b>Change in FTE net interest income</b> | <b>\$ 12,837</b>                      | <b>\$ (4,724)</b> | <b>\$ 8,113</b> |



## Noninterest Income

Noninterest income is a significant source of revenue for the Company and an important factor in the Company's results of operations. The following table sets forth information by category of noninterest income for the periods indicated:

|  | Three months ended September 30, |           | Nine months ended September 30, |           |
|--|----------------------------------|-----------|---------------------------------|-----------|
|  | 2016                             | 2015      | 2016                            | 2015      |
| (In thousands)                                 |                                  |           |                                 |           |
| Insurance and other financial services revenue | \$ 6,114                         | \$ 5,862  | \$ 18,685                       | \$ 18,072 |
| Service charges on deposit accounts            | 4,354                            | 4,349     | 12,459                          | 12,706    |
| ATM and debit card fees                        | 5,063                            | 4,780     | 14,580                          | 13,707    |
| Retirement plan administration fees            | 4,129                            | 3,249     | 11,937                          | 10,011    |
| Trust  | 4,535                            | 4,611     | 13,848                          | 14,257    |
| Bank owned life insurance                      | 1,336                            | 931       | 3,898                           | 3,418     |
| Net securities gains                           | -                                | 3         | 30                              | 43        |
| Gain on sale of equity investment              | -                                | 4,179     | -                               | 4,179     |
| Other  | 4,113                            | 3,297     | 12,188                          | 9,617     |
| Total noninterest income                       | \$ 29,644                        | \$ 31,261 | \$ 87,625                       | \$ 86,010 |

Noninterest income for the three months ended September 30, 2016 was \$29.6 million, unchanged from the prior quarter and down \$1.6 million, or 5.2%, from the third quarter of 2015. The decrease from the third quarter of 2015 was driven primarily by a decrease in other noninterest income due to the contingent gain of \$4.2 million recognized in the third quarter of 2015 from the 2014 sale of Springstone LLC ("Springstone"). This decrease was offset by increases in retirement plan administration fees, other noninterest income, ATM and debit card fees and insurance revenue. Retirement plan administration fees were up \$0.9 million, or 27.1%, for the third quarter of 2016 as compared to the third quarter of 2015 due primarily to the 2015 fourth quarter acquisition of Third Party Administrators, Inc. ("TPA") and the 2016 third quarter asset acquisition of Actuarial Designs & Solutions, Inc. Other noninterest income was up \$0.8 million, or 24.7%, primarily due to higher swap fee income in 2016 than in 2015.

Noninterest income for the nine months ended September 30, 2016 was \$87.6 million, up \$1.6 million, or 1.9%, from the same period last year. The increase from the prior year was driven primarily by increases in other noninterest income, retirement plan administration fees, ATM and debit card fees and insurance revenue. Other noninterest income was up \$2.6 million, or 26.7%, for the first nine months of 2016 as compared to the first nine months of 2015 due primarily to an increase in fee income from customer interest rate swaps, an increase in mortgage banking income and a \$0.8 million gain on the sale of equity investments for compliance with the Dodd-Frank Wall Street Reform and Consumer Protection Act. Retirement plan administration fees were up \$1.9 million, or 19.2%, for the first nine months of 2016 as compared to the same period in 2015 due primarily to the 2015 fourth quarter acquisition of TPA. ATM and debit card fees were up \$0.9 million, or 6.4%, for the first nine months of 2016 as compared to the same period last year due primarily to increases in debit card activity and the number of accounts. The increases were offset by the above mentioned \$4.2 million Springstone gain in 2015.

## Noninterest Expense

Noninterest expenses are also an important factor in the Company's results of operations. The following table sets forth the major components of noninterest expense for the periods indicated:

|   | Three months ended<br>September 30, |           | Nine months ended<br>September 30, |            |
|---|-------------------------------------|-----------|------------------------------------|------------|
|   | 2016                                | 2015      | 2016                               | 2015       |
| (In thousands)                              |                                     |           |                                    |            |
| Salaries and employee benefits              | \$ 32,783                           | \$ 30,227 | \$ 98,155                          | \$ 91,240  |
| Occupancy                                   | 5,035                               | 5,326     | 15,780                             | 16,804     |
| Data processing and communications          | 4,183                               | 4,207     | 12,354                             | 12,598     |
| Professional fees and outside services      | 3,343                               | 3,137     | 9,905                              | 10,029     |
| Equipment                                   | 3,656                               | 3,352     | 10,663                             | 9,917      |
| Office supplies and postage                 | 1,438                               | 1,576     | 4,661                              | 4,822      |
| FDIC expenses                               | 1,287                               | 1,355     | 3,838                              | 3,833      |
| Advertising                                 | 634                                 | 421       | 1,733                              | 1,874      |
| Amortization of intangible assets           | 952                                 | 1,165     | 2,976                              | 3,636      |
| Loan collection and other real estate owned | 985                                 | 699       | 2,535                              | 1,593      |
| Other                                       | 5,318                               | 8,426     | 15,683                             | 19,211     |
| Total noninterest expense                   | \$ 59,614                           | \$ 59,891 | \$ 178,283                         | \$ 175,557 |

Noninterest expense for the three months ended September 30, 2016 was \$59.6 million, down \$0.8 million or 1.4%, from the prior quarter and down \$0.3 million, or 0.5%, from the third quarter of 2015. The decrease from the prior quarter was due primarily to a decrease of \$0.6 million, or 10.2%, in other operating expenses. Salaries and employee benefits increased \$2.6 million, or 8.5%, from the third quarter of 2015 to the third quarter of 2016 due primarily to the above mentioned TPA acquisition and higher incentive compensation in 2016 as compared to 2015. The increase was offset by a \$3.1 million, or 36.9%, decrease in other operating expenses in the third quarter of 2016 as compared to the third quarter of 2015 primarily due to reorganization expenses incurred during the third quarter of 2015.

Noninterest expense for the nine months ended September 30, 2016 was \$178.3 million, up \$2.7 million, or 1.6%, from the same period in 2015, primarily due to an increase of \$6.9 million, or 7.6% in salaries and benefits expense. This rise in salaries and medical insurance costs offset by lower pension credit and contract termination costs drove the increase in noninterest expense. Other noninterest expense decreased by \$3.5 million, or 18.4%, primarily due to reorganization expenses incurred during the third quarter of 2015.

## Income Taxes

Income tax expense for the three month period ended September 30, 2016 was \$10.3 million, consistent with the prior quarter and down \$0.5 million, or 4.6%, from the third quarter of 2015. The effective tax rate of 34.0% for the third quarter of 2016 was consistent with the prior quarter and down from 35.2% for the third quarter of 2015.

Income tax expense for the nine month period ended September 30, 2016 was \$30.3 million, up \$0.5 million, or 1.8%, from the nine month period ended September 30, 2015. The effective tax rate was 34.0% for the first nine months of 2016, down from 34.2% for the first nine months of 2015.

**ANALYSIS OF FINANCIAL CONDITION****Securities**

Total securities increased \$129.7 million, or 7.8%, from December 31, 2015 to September 30, 2016. The securities portfolio represents 20.3% of total assets as of September 30, 2016 as compared to 20.0% as of December 31, 2015.

The following table details the composition of securities available for sale, securities held to maturity and regulatory investments for the periods indicated:

| (In thousands)                        | <b>September 30,<br/>2016</b> | December 31,<br>2015 |
|---------------------------------------|-------------------------------|----------------------|
| Mortgage-backed securities:           |                               |                      |
| With maturities 15 years or less      | <b>21%</b>                    | 25%                  |
| With maturities greater than 15 years | <b>3%</b>                     | 1%                   |
| Collateral mortgage obligations       | <b>48%</b>                    | 41%                  |
| Municipal securities                  | <b>13%</b>                    | 13%                  |
| US agency notes                       | <b>14%</b>                    | 19%                  |
| Other                                 | <b>1%</b>                     | 1%                   |
| <b>Total</b>                          | <b>100%</b>                   | <b>100%</b>          |

The Company's mortgage backed securities, U.S. agency notes and collateralized mortgage obligations are all "prime/conforming" and are guaranteed by Fannie Mae, Freddie Mac, Federal Home Loan Bank, Federal Farm Credit Banks, or Ginnie Mae ("GNMA"). GNMA securities are considered equivalent to U.S. Treasury securities, as they are backed by the full faith and credit of the U.S. government. Currently, there are no subprime mortgages in our investment portfolio. Refer to Note 3 to the Company's unaudited interim consolidated financial statements included in this Form 10-Q for information related to other-than-temporary impairment considerations.

**Loans**

A summary of loans, net of deferred fees and origination costs, by category for the periods indicated follows:

| (In thousands)                    | <b>September 30,<br/>2016</b> | December 31,<br>2015 |
|-----------------------------------|-------------------------------|----------------------|
| Residential real estate mortgages | <b>\$ 1,240,337</b>           | \$ 1,196,780         |
| Commercial                        | <b>1,252,644</b>              | 1,159,089            |
| Commercial real estate mortgages  | <b>1,528,499</b>              | 1,430,618            |
| Consumer                          | <b>1,625,293</b>              | 1,568,204            |
| Home equity                       | <b>513,412</b>                | 528,442              |
| <b>Total loans</b>                | <b>\$ 6,160,185</b>           | <b>\$ 5,883,133</b>  |

Total loans increased by \$277.1 million, or 4.7%, at September 30, 2016 from December 31, 2015, or 6.2% annualized during the nine months ended September 30, 2016. Loan growth in the first nine months of 2016 resulted from growth in the commercial, residential and consumer portfolios. Consumer loan growth was supplemented with approximately \$51.6 million in loans purchased from LendingClub Corporation as part of the Company's ongoing relationship which began with the sale of Springstone LLC in the second quarter of 2014. Total loans represent approximately 70.2% of assets as of September 30, 2016, as compared to 71.2% as of December 31, 2015.

## **Allowance for Loan Losses, Provision for Loan Losses and Nonperforming Assets**

The allowance for loan losses is maintained at a level estimated by management to provide adequately for risk of probable losses inherent in the current loan portfolio. The adequacy of the allowance for loan losses is continuously monitored using a methodology designed to ensure that the level of the allowance reasonably reflects the loan portfolio's risk profile. It is evaluated to ensure that it is sufficient to absorb all reasonably estimable incurred credit losses inherent in the current loan portfolio.

Management considers the accounting policy relating to the allowance for loan losses to be a critical accounting policy given the degree of judgment exercised in evaluating the level of the allowance required to cover credit losses in the portfolio and the material effect that such judgments can have on the consolidated results of operations.

For purposes of evaluating the adequacy of the allowance, the Company considers a number of significant factors that affect the collectability of the portfolio. For individually analyzed loans, these factors include estimates of loss exposure, which reflect the facts and circumstances that affect the likelihood of repayment of such loans as of the evaluation date. For homogeneous pools of loans, estimates of the Company's exposure to credit loss reflect a thorough current assessment of a number of factors, which affect collectability. These factors include: past loss experience; the size, trend, composition and nature of the loans; changes in lending policies and procedures, including underwriting standards and collection, charge-off and recovery practices; trends experienced in nonperforming and delinquent loans; current economic conditions in the Company's market; portfolio concentrations that may affect loss experienced across one or more components of the portfolio; the effect of external factors such as competition, legal and regulatory requirements; and the experience, ability and depth of lending management and staff. In addition, various regulatory agencies, as an integral component of their examination process, periodically review the Company's allowance for loan losses. Such agencies may require the Company to recognize additions to the allowance based on their judgment about information available to them at the time of their examination, which may not be currently available to management.

After a thorough consideration and validation of the factors discussed above, required additions or reductions to the allowance for loan losses are made periodically by charges or credits to the provision for loan losses. These are necessary to maintain the allowance at a level which management believes is reasonably reflective of the overall inherent risk of probable loss in the portfolio. While management uses available information to recognize losses on loans, additions or reductions to the allowance may fluctuate from one reporting period to another. These fluctuations are reflective of changes in risk associated with portfolio content and/or changes in management's assessment of any or all of the determining factors discussed above. Management considers the allowance for loan losses to be adequate based on evaluation and analysis of the loan portfolio.

The following table reflects changes to the allowance for loan losses for the periods presented. The allowance is increased by provisions for losses charged to operations and is reduced by net charge-offs. Charge-offs are made when the ability to collect loan principal within a reasonable time becomes unlikely. Any recoveries of previously charged-off loans are credited directly to the allowance for loan losses.

**Allowance For Loan Losses**

| (Dollars in thousands)                      | Three months ended |         |                    |                 |
|---|--------------------|---------|--------------------|-----------------|
|   | September 30, 2016 |         | September 30, 2015 |                 |
| Balance, beginning of period                | \$                 | 64,568  | \$                 | 64,959          |
| Recoveries                                  |                    | 1,537   |                    | 1,308           |
| Charge-offs                                 |                    | (6,825) |                    | (6,374)         |
| Net charge-offs                             |                    | (5,288) |                    | (5,066)         |
| Provision for loan losses                   |                    | 6,388   |                    | 4,966           |
| Balance, end of period                      | \$                 | 65,668  | \$                 | 64,859          |
| <b>Composition of Net Charge-offs</b>       |                    |         |                    |                 |
| Commercial and agricultural                 | \$                 | (125)   | 2%                 | \$ (1,075) 21%  |
| Real estate mortgage                        |                    | (15)    | 1%                 | (350) 7%        |
| Consumer                                    |                    | (5,148) | 97%                | (3,641) 72%     |
| Net charge-offs                             | \$                 | (5,288) | 100%               | \$ (5,066) 100% |
| Annualized net charge-offs to average loans |                    | 0.35%   |                    | 0.35%           |

**Allowance For Loan Losses**

|   | Nine months ended  |          |                    |                  |
|---|--------------------|----------|--------------------|------------------|
|   | September 30, 2016 |          | September 30, 2015 |                  |
| Balance, beginning of period                | \$                 | 63,018   | \$                 | 66,359           |
| Recoveries                                  |                    | 4,635    |                    | 3,416            |
| Charge-offs                                 |                    | (19,251) |                    | (17,422)         |
| Net charge-offs                             |                    | (14,616) |                    | (14,006)         |
| Provision for loan losses                   |                    | 17,266   |                    | 12,506           |
| Balance, end of period                      | \$                 | 65,668   | \$                 | 64,859           |
| <b>Composition of Net Charge-offs</b>       |                    |          |                    |                  |
| Commercial and agricultural                 | \$                 | (107)    | 1%                 | \$ (1,943) 14%   |
| Real estate mortgage                        |                    | (879)    | 6%                 | (1,214) 9%       |
| Consumer                                    |                    | (13,630) | 93%                | (10,849) 77%     |
| Net charge-offs                             | \$                 | (14,616) | 100%               | \$ (14,006) 100% |
| Annualized net charge-offs to average loans |                    | 0.33%    |                    | 0.33%            |

Net charge-offs were \$5.3 million for the three months ended September 30, 2016, up from \$4.5 million for the prior quarter and up slightly from \$5.1 million for the third quarter of 2015. Provision expense was \$6.4 million for the three months ended September 30, 2016, as compared with \$4.8 million for the prior quarter and \$5.0 million for the third quarter of 2015; the increases in provision expense were primarily due to loan growth. Annualized net charge-offs to average loans for the third quarter of 2016 was 0.35%, compared with 0.30% for the second quarter of 2016 and 0.35% for the third quarter of 2015. Annualized net charge-offs to average loans for the first nine months of 2016 was 0.33%, consistent with the same period of 2015 and down from 0.38% for the year ended December 31, 2015.

Nonperforming loans to total loans was 0.73% at September 30, 2016, up 9 bps from December 31, 2015 and down 6 bps from September 30, 2015. Past due loans as a percentage of total loans were 0.57% at September 30, 2016, as compared to 0.62% at December 31, 2015 and 0.63% as of September 30, 2015.

The allowance for loan losses totaled \$65.7 million at September 30, 2016, compared to \$63.0 million at December 31, 2015 and \$64.9 million at September 30, 2015. The allowance for loan losses as a percentage of loans was 1.07% (1.15% excluding acquired loans with no related allowance recorded) at September 30, 2016, compared to 1.07% (1.18% excluding acquired loans with no related allowance recorded) at December 31, 2015 and 1.10% (1.21% excluding acquired loans with no related allowance recorded) at September 30, 2015. The decrease in the allowance for loan losses as a percentage of loans from the prior year was due primarily to continued positive trends in asset quality metrics of the originated loan portfolio.

Nonperforming assets consist of nonaccrual loans, loans 90 days or more past due and still accruing, restructured loans, other real estate owned ("OREO") and nonperforming securities. Loans are generally placed on nonaccrual when principal or interest payments become 90 days past due, unless the loan is well secured and in the process of collection. Loans may also be placed on nonaccrual when circumstances indicate that the borrower may be unable to meet the contractual principal or interest payments. In the third quarter of 2016 the threshold for evaluating classified and nonperforming loans specifically evaluated for impairment was increased for \$0.5 million to \$0.8 million. OREO represents property acquired through foreclosure and is valued at the lower of the carrying amount or fair value, less any estimated disposal costs. Nonperforming securities, which include securities which management believes are other-than-temporarily impaired, are carried at their estimated fair value and are not accruing interest.

(Dollars in thousands)

|  | September 30, 2016 |             | December 31, 2015 |             |
|--|--------------------|-------------|-------------------|-------------|
|  | Amount             | %           | Amount            | %           |
| <b>Nonaccrual loans</b>  |                    |             |                   |             |
| Commercial and agricultural loans and real estate              | \$ 24,300          | 60%         | \$ 14,655         | 43%         |
| Real estate mortgages  | 4,543              | 11%         | 8,625             | 26%         |
| Consumer   | 8,163              | 20%         | 6,009             | 18%         |
| Troubled debt restructured loans                               | 3,710              | 9%          | 4,455             | 13%         |
| <b>Total nonaccrual loans</b>                                  | <b>40,716</b>      | <b>100%</b> | <b>33,744</b>     | <b>100%</b> |
| <b>Loans 90 days or more past due and still accruing</b>       |                    |             |                   |             |
| Commercial and agricultural loans and real estate              | 834                | 19%         | -                 | 0%          |
| Real estate mortgages  | 737                | 17%         | 1,022             | 28%         |
| Consumer   | 2,873              | 65%         | 2,640             | 72%         |
| <b>Total loans 90 days or more past due and still accruing</b> | <b>4,444</b>       | <b>100%</b> | <b>3,662</b>      | <b>100%</b> |
| <b>Total nonperforming loans</b>                               | <b>45,160</b>      |             | <b>37,406</b>     |             |
| <b>OREO</b>  | <b>2,501</b>       |             | <b>4,666</b>      |             |
| <b>Total nonperforming assets</b>                              | <b>\$ 47,661</b>   |             | <b>\$ 42,072</b>  |             |
| <b>Total nonperforming loans to total loans</b>                | <b>0.73%</b>       |             | <b>0.64%</b>      |             |
| <b>Total nonperforming assets to total assets</b>              | <b>0.54%</b>       |             | <b>0.51%</b>      |             |
| <b>Allowance for loan losses to total nonperforming loans</b>  | <b>145.41%</b>     |             | <b>168.47%</b>    |             |

Past due loans as a percentage of total loans was 0.57% at September 30, 2016, down from 0.62% at December 31, 2015. For acquired loans that are not deemed to be impaired at acquisition, credit discounts representing the principal losses expected over the life of the loan are a component of the initial fair value and amortized over the life of the asset.

As a result of the application of this accounting methodology, certain credit-related ratios may not necessarily be directly comparable with periods prior to the acquisition, or comparable with other institutions. The credit metrics most impacted by our acquisitions were the allowance for loan losses to total loans and total allowance for loan losses to nonperforming loans. As of September 30, 2016, the allowance for loan losses to total originated loans and the total allowance for loan losses to originated nonperforming loans were 1.15% and 1.18%, respectively. As of December 31, 2015, the allowance for loan losses to total originated loans and the total allowance for loan losses to originated nonperforming loans were 168.52% and 193.00%, respectively.

Loans acquired that were not deemed to be impaired at acquisition and were classified as nonaccrual and greater than 90 days past due and still accruing prior to acquisition, continued to be classified as nonaccrual and 90 days past due and still accruing immediately after the acquisition. Loans acquired that were classified as troubled debt restructurings prior to acquisition are no longer classified as such immediately following the acquisition. Acquired credit impaired loans from acquisitions were not classified nonaccrual, even though they may be contractually past due, because we expect to fully collect the recorded investment of such loans.

In addition to nonperforming loans, the Company has also identified approximately \$83.0 million in potential problem loans at September 30, 2016 as compared to \$73.8 million at December 31, 2015. At September 30, 2016, potential problem loans primarily consisted of commercial real estate, commercial and agricultural loans. Potential problem loans are loans that are currently performing, but known information about possible credit problems of the borrowers causes management to have doubts as to the ability of such borrowers to comply with the present loan repayment terms, which may result in classification of such loans as nonperforming at some time in the future. Potential problem loans are typically defined as loans that are performing but are classified by the Company's loan rating system as "substandard." Management cannot predict the extent to which economic conditions may worsen or other factors which may impact borrowers and the potential problem loans. Accordingly, there can be no assurance that other loans will not become 90 days or more past due, be placed on nonaccrual, become restructured or require increased allowance coverage and provision for loan losses.

## Deposits

Total deposits were \$6.9 billion at September 30, 2016, up \$344.4 million, or 5.2%, from December 31, 2015. Total average deposits increased \$375.4 million, or 5.9%, for the nine months ended September 30, 2016 as compared to the same period last year driven primarily by growth in non-interest bearing demand deposits of \$187.5 million, or 10.3%, combined with a \$187.9 million, or 4.1%, increase in interest bearing deposits due to growth in money market deposit accounts, NOW accounts and savings accounts.

## Borrowed Funds

The Company's borrowed funds consist of short-term borrowings and long-term debt. Short-term borrowings totaled \$585.0 million at September 30, 2016 compared to \$442.5 million at December 31, 2015. Long-term debt was \$114.1 million at September 30, 2016 compared to \$130.4 million at December 31, 2015.

For more information about the Company's borrowing capacity and liquidity position, see "Liquidity Risk" below.

## Capital Resources

Stockholders' equity of \$909.3 million represented 10.37% of total assets at September 30, 2016 compared with \$882.0 million, or 10.67% as of December 31, 2015. The increase in stockholders' equity resulted primarily from net income of \$58.8 million for the nine months ending September 30, 2016, partially offset by dividends paid of \$28.9 million and the stock buyback totaling \$17.2 million during the period.

The Company purchased 675,535 shares of its common stock during the nine months ended 2016 at an average price of \$25.45 per share under a previously announced plan. As of September 30, 2016, there were 277,313 shares available for repurchase under this plan announced on July 27, 2015 and set to expire on December 31, 2016. On March 28, 2016, the Company's Board of Directors authorized a new program for the Company to repurchase up to an additional 1,000,000 shares of its outstanding common stock. This plan expires on December 31, 2017.

The Board of Directors considers the Company's earnings position and earnings potential when making dividend decisions. The Company's Board of Directors approved a 2016 fourth-quarter cash dividend of \$0.23 per share at a meeting held on October 24, 2016. The dividend will be paid on December 15, 2016 to stockholders of record as of December 1, 2016. The Company does not have a target dividend pay-out ratio.

As the capital ratios in the following table indicate, the Company remained "well capitalized" at September 30, 2016 under applicable bank regulatory requirements. Capital measurements are well in excess of regulatory minimum guidelines and meet the requirements to be considered well capitalized for all periods presented. To be considered well capitalized, tier 1 leverage, common equity tier 1 capital, tier 1 capital and total risk-based capital ratios must be 5%, 6.5%, 8% and 10%, respectively.

| <b>Capital Measurements</b>                  | <b>September 30,<br/>2016</b> | <b>December 31,<br/>2015</b> |
|--|-------------------------------|------------------------------|
| Tier 1 leverage ratio                        | <b>9.05%</b>                  | 9.44%                        |
| Common equity tier 1 capital ratio           | <b>9.84%</b>                  | 10.20%                       |
| Tier 1 capital ratio                         | <b>11.28%</b>                 | 11.73%                       |
| Total risk-based capital ratio               | <b>12.27%</b>                 | 12.74%                       |
| Cash dividends as a percentage of net income | <b>49.15%</b>                 | 49.92%                       |
| Per common share:                            |                               |                              |
| Book value                                   | <b>\$ 21.08</b>               | \$ 20.31                     |
| Tangible book value (1)                      | <b>\$ 14.57</b>               | \$ 13.79                     |

(1) Stockholders' equity less goodwill and intangible assets divided by common shares outstanding.

## Liquidity and Interest Rate Sensitivity Management

### Market Risk

Interest rate risk is the primary market risk affecting the Company. Other types of market risk, such as foreign currency exchange rate risk and commodity price risk, do not arise in the normal course of the Company's business activities. Interest rate risk is defined as an exposure to a movement in interest rates that could have an adverse effect on the Company's net interest income. Net interest income is susceptible to interest rate risk to the degree that interest bearing liabilities mature or reprice on a different basis than earning assets. When interest bearing liabilities mature or reprice more quickly than earning assets in a given period, a significant increase in market rates of interest could adversely affect net interest income. Similarly, when earning assets mature or reprice more quickly than interest bearing liabilities, falling interest rates could result in a decrease in net interest income.

In an attempt to manage the Company's exposure to changes in interest rates, management monitors the Company's interest rate risk. Management's Asset Liability Committee ("ALCO") meets monthly to review the Company's interest rate risk position and profitability and to recommend strategies for consideration by the Board of Directors. Management also reviews loan and deposit pricing and the Company's securities portfolio, formulates investment and funding strategies and oversees the timing and implementation of transactions to assure attainment of the Board's objectives in the most effective manner. Notwithstanding the Company's interest rate risk management activities, the potential effect of changing interest rates is an uncertainty that can have an adverse effect on net income.

In adjusting the Company's asset/liability position, the Board and management attempt to manage the Company's interest rate risk while minimizing net interest margin compression. At times, depending on the level of general interest rates, the relationship between long- and short-term interest rates, market conditions and competitive factors, the Board and management may determine to increase the Company's interest rate risk position somewhat in order to increase its net interest margin. The Company's results of operations and net portfolio values remain vulnerable to changes in interest rates and fluctuations in the difference between long- and short-term interest rates. Assuming interest rates remain at or near current historical lows, net interest margin will continue to experience compression. Additional rate reductions on deposits are becoming more difficult as deposit rates are at or near their floors and with asset yields continuing to reprice at lower rates, this could result in additional margin pressure as well as a decrease in net interest income.

The primary tool utilized by ALCO to manage interest rate risk is a balance sheet/income statement simulation model (interest rate sensitivity analysis). Information, such as principal balance, interest rate, maturity date, cash flows, next repricing date (if needed) and current rates is uploaded into the model to create an ending balance sheet. In addition, ALCO makes certain assumptions regarding prepayment speeds for loans and mortgage related investment securities along with any optionality within the deposits and borrowings.

The model is first run under an assumption of a flat rate scenario (i.e. no change in current interest rates) with a static balance sheet over a 12 month period. Two additional models are run with static balance sheets: (1) a gradual increase of 200 bp and (2) a gradual decrease of 100 bp taking place over a 12 month period. Under these scenarios, assets subject to prepayments are adjusted to account for faster or slower prepayment assumptions. Any investment securities or borrowings that have callable options embedded into them are handled accordingly based on the interest rate scenario. The resulting changes in net interest income are then measured against the flat rate scenario.

In the declining rate scenario, net interest income is projected to decrease when compared to the forecasted net interest income in the flat rate scenario through the simulation period. The decrease in net interest income is a result of earning assets repricing downward at a faster rate than interest bearing liabilities. The inability to effectively lower deposit rates will likely reduce or eliminate the benefit of lower interest rates. In the rising rate scenarios, net interest income is projected to experience a decline from the flat rate scenario. Net interest income is projected to remain at lower levels than in a flat rate scenario through the simulation period primarily due to a lag in assets repricing while funding costs increase. The potential impact on earnings is dependent on the ability to lag deposit repricing. If short-term rates continue to increase, the Company expects competitive pressures will likely lead to core deposit pricing increases, which will likely continue compression of the net interest margin.



Net interest income for the next 12 months in the + 200/- 100 bp scenarios, as described above, is within the internal policy risk limits of not more than a 7.5% change in net interest income. The following table summarizes the percentage change in net interest income in the rising and declining rate scenarios over a 12-month period from the forecasted net interest income in the flat rate scenario using the September 30, 2016 balance sheet position:

### Interest Rate Sensitivity Analysis

| Change in interest rates<br>(in bp points) | Percent change in<br>net interest income |
|--|--|
| +200                                       | (2.26%)                                  |
| -100                                       | (2.39%)                                  |

### Liquidity Risk

Liquidity involves the ability to meet the cash flow requirements of customers who may be depositors wanting to withdraw funds or borrowers needing assurance that sufficient funds will be available to meet their credit needs. ALCO is responsible for liquidity management and has developed guidelines which cover all assets and liabilities, as well as off-balance sheet items that are potential sources or uses of liquidity. Liquidity policies must also provide the flexibility to implement appropriate strategies and tactical actions. Requirements change as loans grow, deposits and securities mature and payments on borrowings are made. Liquidity management includes a focus on interest rate sensitivity management with a goal of avoiding widely fluctuating net interest margins through periods of changing economic conditions.

The primary liquidity measurement the Company utilizes is called the Basic Surplus, which captures the adequacy of its access to reliable sources of cash relative to the stability of its funding mix of average liabilities. Basic Surplus is calculated by subtracting short-term liabilities from liquid assets. This approach recognizes the importance of balancing levels of cash flow liquidity from short- and long-term securities with the availability of dependable borrowing sources, which can be accessed when necessary. At September 30, 2016, the Company's Basic Surplus measurement was 13.0% of total assets or approximately \$1.1 billion as compared to the December 31, 2015 Basic Surplus of 18.6% or \$1.5 billion and was above the Company's minimum of 5% or \$0.4 billion set forth in its liquidity policies.

This Basic Surplus approach enables the Company to adequately manage liquidity from both operational and contingency perspectives. By tempering the need for cash flow liquidity with reliable borrowing facilities, the Company is able to operate with a more fully invested and, therefore, higher interest income generating securities portfolio. The makeup and term structure of the securities portfolio is, in part, impacted by the overall interest rate sensitivity of the balance sheet. Investment decisions and deposit pricing strategies are impacted by the liquidity position.

The Company's primary source of funds is the Bank. Certain restrictions exist regarding the ability of the Bank to transfer funds to the Company in the form of cash dividends. The approval of the Office of Comptroller of the Currency (OCC) is required to pay dividends when a bank fails to meet certain minimum regulatory capital standards or when such dividends are in excess of a subsidiary bank's earnings retained in the current year plus retained net profits for the preceding two years (as defined in the regulations). At September 30, 2016, approximately \$83.4 million of the total stockholders' equity of the Bank was available for payment of dividends to the Company without approval by the OCC. The Bank's ability to pay dividends is also subject to the Bank being in compliance with regulatory capital requirements. The Bank is currently in compliance with these requirements. Under the General Corporation Law of the State of Delaware, the Company may declare and pay dividends either out of its surplus or, in case there is no surplus, out of its net profits for the fiscal year in which the dividend is declared and/or the preceding fiscal year.

At September 30, 2016 and December 31, 2015, FHLB advances outstanding totaled approximately \$494 million and \$432 million, respectively. The Bank is a member of the FHLB system and had additional borrowing capacity from the FHLB of approximately \$1.0 billion at September 30, 2016 and \$1.1 billion at December 31, 2015. In addition, unpledged securities could have been used to increase borrowing capacity at the FHLB by an additional \$501 million at September 30, 2016, or used to collateralize other borrowings, such as repurchase agreements. At September 30, 2016 the Bank also had additional borrowing capacity from unused collateral at the Federal Reserve of \$0.8 billion.

**Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Information called for by Item 3 is contained in the Liquidity and Interest Rate Sensitivity Management section of the Management's Discussion and Analysis of Financial Condition and Results of Operations.

**Item 4. CONTROLS AND PROCEDURES**

The Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended). Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, as of September 30, 2016, the Company's disclosure controls and procedures were effective.

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

**PART II. OTHER INFORMATION**

**Item 1 – LEGAL PROCEEDINGS**

There are no material legal proceedings, other than ordinary routine litigation incidental to the business, to which the Company or any of its subsidiaries is a party or of which any of their property is subject, except as described in the Company's 2015 Annual Report on Form 10-K.

**Item 1A – RISK FACTORS**

There are no material changes to the risk factors as previously discussed in Part I, Item 1A of our 2015 Annual Report on Form 10-K.

**Item 2 – UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

- (a) Not applicable
- (b) Not applicable
- (c) None

**Item 3 – DEFAULTS UPON SENIOR SECURITIES**

None

**Item 4 – MINE SAFETY DISCLOSURES**

None

**Item 5 – OTHER INFORMATION**

None

**Item 6 – EXHIBITS**

- 3.1 Certificate of Incorporation of NBT Bancorp Inc. as amended through July 1, 2015 (filed as Exhibit 3.1 to the Registrant's Form 10-Q for the quarter ended June 30, 2015, filed on August 10, 2015 and incorporated herein by reference).
- 3.2 Amended and Restated By-laws of NBT Bancorp Inc., effective July 1, 2015 (filed as Exhibit 3.1 to the Registrant's Form 8-K, filed on July 1, 2015 and incorporated herein by reference).
- 3.3 Certificate of Designation of the Series A Junior Participating Preferred Stock (filed as Exhibit A to Exhibit 4.1 of the Registrant's Form 8-K, filed on November 18, 2004 and incorporated herein by reference).
- 4.1 Specimen common stock certificate for NBT's common stock (filed as exhibit 4.3 to the Registrant's Amendment No. 1 to Registration Statement on Form S-4 filed on December 27, 2005 and incorporated herein by reference).
- 31.1 Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Written Statement of the Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
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- 101.INS XBRL Instance Document.
- 101.SCH XBRL Taxonomy Extension Schema Document.
- 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document.
- 101.DEF XBRL Taxonomy Extension Definition Linkbase Document.
- 101.LAB XBRL Taxonomy Extension Label Linkbase Document.
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document



## EXHIBIT INDEX

|                      |   |
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CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Martin A. Dietrich, certify that:

1. I have reviewed this quarterly report on Form 10-Q of NBT Bancorp Inc.
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 9, 2016

By: /s/ Martin A. Dietrich  
Martin A. Dietrich  
Chief Executive Officer

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CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Michael J. Chewens, certify that:

1. I have reviewed this quarterly report on Form 10-Q of NBT Bancorp Inc.
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 9, 2016

By: /s/ Michael J. Chewens  
Michael J. Chewens  
Senior Executive Vice President and  
Chief Financial Officer

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Written Statement of the Chief Executive Officer Pursuant to Section 906 of the SARBANES-OXLEY ACT OF 2002

The undersigned, the Chief Executive Officer of NBT Bancorp Inc. (the "Company"), hereby certifies that to his knowledge on the date hereof:

- (a) the Form 10-Q of the Company for the Quarterly Period Ended September 30, 2016, filed on the date hereof with the Securities and Exchange Commission (the "Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (b) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Martin A. Dietrich

Martin A. Dietrich  
Chief Executive Officer  
November 9, 2016

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to NBT Bancorp Inc. and will be retained by NBT Bancorp Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

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Written Statement of the Chief Financial Officer Pursuant to Section 906 of the SARBANES-OXLEY ACT OF 2002

The undersigned, the Chief Financial Officer of NBT Bancorp Inc. (the "Company"), hereby certifies that to his knowledge on the date hereof:

- (a) the Form 10-Q of the Company for the Quarterly Period Ended September 30, 2016, filed on the date hereof with the Securities and Exchange Commission (the "Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (b) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Michael J. Chewens

Michael J. Chewens  
Senior Executive Vice President and  
Chief Financial Officer  
November 9, 2016

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to NBT Bancorp Inc. and will be retained by NBT Bancorp Inc. and furnished to the Securities and Exchange Commission or its staff upon request.