

UNION BANKSHARES INC  
Form 10-Q  
August 09, 2016

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

OR

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

For the quarterly period ended: June 30, 2016

Commission file number: 001-15985

UNION BANKSHARES, INC.  
VERMONT 03-0283552

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

Registrant's telephone number: 802-888-6600

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

Securities registered pursuant to section 12(b) of the Act:  
Common Stock, \$2.00 par value Nasdaq Stock Market  
(Title of class) (Exchanges registered on)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

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

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

Large accelerated filer [ ]

Accelerated filer [ X ]

Non-accelerated filer [ ] (Do not check if a smaller reporting company) Smaller reporting company [ ]

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

Yes [ ] No [X]

Indicate the number of shares outstanding of each of the issuer’s classes of common stock as of July 29, 2016:

Common Stock, \$2 par value 4,459,535 shares

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## PART I FINANCIAL INFORMATION

## Item 1. Financial Statements

UNION BANKSHARES, INC. AND SUBSIDIARY  
CONSOLIDATED BALANCE SHEETS

	June 30, 2016	December 31, 2015
	(Unaudited)	
Assets	(Dollars in thousands)	
Cash and due from banks	\$4,220	\$ 4,217
Federal funds sold and overnight deposits	19,979	13,744
Cash and cash equivalents	24,199	17,961
Interest bearing deposits in banks	10,213	12,753
Investment securities available-for-sale	58,141	54,110
Investment securities held-to-maturity (fair value \$2.0 million and \$5.1 million at June 30, 2016 and December 31, 2015, respectively)	1,998	5,217
Loans held for sale	6,749	5,635
Loans	502,458	500,506
Allowance for loan losses	(5,226)	(5,201)
Net deferred loan costs	602	515
Net loans	497,834	495,820
Accrued interest receivable	2,003	1,832
Premises and equipment, net	13,090	13,055
Core deposit intangible	840	925
Goodwill	2,223	2,223
Investment in real estate limited partnerships	2,137	2,373
Company-owned life insurance	8,492	8,800
Other assets	8,550	8,175
Total assets	\$636,469	\$ 628,879
Liabilities and Stockholders' Equity		
Liabilities		
Deposits		
Noninterest bearing	\$ 103,918	\$ 99,826
Interest bearing	333,402	310,203
Time	110,644	150,379
Total deposits	547,964	560,408
Borrowed funds	27,808	9,564
Accrued interest and other liabilities	4,714	5,339
Total liabilities	580,486	575,311
Commitments and Contingencies		
Stockholders' Equity		
Common stock, \$2.00 par value; 7,500,000 shares authorized; 4,934,296 shares issued at June 30, 2016 and 4,931,796 shares issued at December 31, 2015	9,869	9,864
Additional paid-in capital	586	501
Retained earnings	50,970	49,524
Treasury stock at cost; 474,761 shares at June 30, 2016 and 474,619 shares at December 31, 2015	(4,024)	(4,019)
Accumulated other comprehensive loss	(1,418)	(2,302)
Total stockholders' equity	55,983	53,568
Total liabilities and stockholders' equity	\$636,469	\$ 628,879

See accompanying notes to unaudited interim consolidated financial statements.

Union Bankshares, Inc. Page 1

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
	(Dollars in thousands, except per share data)			
Interest and dividend income				
Interest and fees on loans	\$6,254	\$ 5,859	\$ 12,249	\$ 11,591
Interest on debt securities:				
Taxable	223	257	472	472
Tax exempt	146	106	283	213
Dividends	18	9	35	24
Interest on federal funds sold and overnight deposits	6	4	11	12
Interest on interest bearing deposits in banks	41	41	86	81
Total interest and dividend income	6,688	6,276	13,136	12,393
Interest expense				
Interest on deposits	412	434	837	910
Interest on borrowed funds	107	87	195	176
Total interest expense	519	521	1,032	1,086
Net interest income	6,169	5,755	12,104	11,307
Provision for loan losses	75	150	150	250
Net interest income after provision for loan losses	6,094	5,605	11,954	11,057
Noninterest income				
Trust income	180	190	352	367
Service fees	1,427	1,348	2,839	2,694
Net gains on sales of investment securities available-for-sale	18	—	18	—
Net gains on sales of loans held for sale	775	785	1,275	1,514
Other income	197	203	299	286
Total noninterest income	2,597	2,526	4,783	4,861
Noninterest expenses				
Salaries and wages	2,442	2,331	4,900	4,654
Pension and employee benefits	851	769	1,794	1,503
Occupancy expense, net	309	312	626	693
Equipment expense	541	460	1,050	867
Other expenses	1,783	1,684	3,377	3,229
Total noninterest expenses	5,926	5,556	11,747	10,946
Income before provision for income taxes	2,765	2,575	4,990	4,972
Provision for income taxes	626	558	1,092	1,071
Net income	\$2,139	\$ 2,017	\$ 3,898	\$ 3,901
Earnings per common share	\$0.48	\$ 0.46	\$ 0.87	\$ 0.88
Weighted average number of common shares outstanding	4,458,481	4,458,749	4,458,326	4,458,312
Dividends per common share	\$0.28	\$ 0.27	\$ 0.55	\$ 0.54

See accompanying notes to unaudited interim consolidated financial statements.



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

	Three Months Ended June 30, 2016		Six Months Ended June 30, 2015	
	2016	2015	2016	2015
	(Dollars in thousands)			
Net income	\$2,139	\$2,017	\$3,898	\$3,901
Other comprehensive income (loss), net of tax:				
Investment securities available-for-sale:				
Net unrealized holding gains (losses) arising during the period on investment securities available-for-sale	384	(492)	896	(218)
Reclassification adjustment for net gains on sales of investment securities available-for-sale realized in net income	(12)	—	(12)	—
Total other comprehensive income (loss)	372	(492)	884	(218)
Total comprehensive income	\$2,511	\$1,525	\$4,782	\$3,683

See accompanying notes to unaudited interim consolidated financial statements.



CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY  
Six Months Ended June 30, 2016 and 2015 (Unaudited)

	Common Stock			Retained earnings	Treasury stock	Accumulated other comprehensive loss	Total stockholders' equity
	Shares, net of treasury	Amount paid-in	Additional paid-in capital				
	(Dollars in thousands, except per share data)						
Balances, December 31, 2015	4,457,177	\$ 9,864	\$ 501	\$49,524	\$(4,019)	\$ (2,302)	) \$ 53,568
Net income	—	—	—	3,898	—	—	3,898
Other comprehensive income	—	—	—	—	—	884	884
Issuance of common stock	71	—	1	—	1	—	2
Cash dividends declared (\$0.55 per share)	—	—	—	(2,452)	—	—	(2,452)
Stock based compensation expense	—	—	33	—	—	—	33
Exercise of stock options	2,500	5	51	—	—	—	56
Purchase of treasury stock	(213)	—	—	—	(6)	—	(6)
Balances, June 30, 2016	4,459,535	\$ 9,869	\$ 586	\$50,970	\$(4,024)	\$ (1,418)	) \$ 55,983
Balances, December 31, 2014	4,458,430	\$ 9,859	\$ 418	\$46,462	\$(3,925)	\$ (1,380)	) \$ 51,434
Net income	—	—	—	3,901	—	—	3,901
Other comprehensive loss	—	—	—	—	—	(218)	(218)
Cash dividends declared (\$0.54 per share)	—	—	—	(2,408)	—	—	(2,408)
Stock based compensation expense	—	—	20	—	—	—	20
Exercise of stock options	2,500	5	48	—	—	—	53
Purchase of treasury stock	(1,077)	—	—	—	(26)	—	(26)
Balances, June 30, 2015	4,459,853	\$ 9,864	\$ 486	\$47,955	\$(3,951)	\$ (1,598)	) \$ 52,756

See accompanying notes to unaudited interim consolidated financial statements.

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

	Six Months Ended June 30, 2016 2015 (Dollars in thousands)	
<b>Cash Flows From Operating Activities</b>		
Net income	\$3,898	\$3,901
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	638	502
Provision for loan losses	150	250
Deferred income tax provision (credit)	311	(11 )
Net amortization of investment securities	188	97
Equity in losses of limited partnerships	236	248
Stock based compensation expense	33	20
Net increase in unamortized loan costs	(87 )	(96 )
Proceeds from sales of loans held for sale	59,619	69,356
Origination of loans held for sale	(59,458)	(62,603)
Net gains on sales of loans held for sale	(1,275 )	(1,514 )
Net loss on disposals of premises and equipment	—	6
Net gains on sales of investment securities available-for-sale	(18 )	—
Write-downs of impaired assets	—	29
Net gains on sales of other real estate owned	—	(3 )
(Increase) decrease in accrued interest receivable	(171 )	32
Amortization of core deposit intangible	86	86
Increase in other assets	(635 )	(800 )
Contribution to defined benefit pension plan	(750 )	—
Increase (decrease) in other liabilities	125	(802 )
Net cash provided by operating activities	2,890	8,698
<b>Cash Flows From Investing Activities</b>		
Interest bearing deposits in banks		
Proceeds from maturities and redemptions	3,286	2,138
Purchases	(747 )	(2,587 )
Investment securities held-to-maturity		
Proceeds from maturities, calls and paydowns	3,220	2,000
Investment securities available-for-sale		
Proceeds from sales	2,673	—
Proceeds from maturities, calls and paydowns	6,617	4,878
Purchases	(12,151)	(16,947)
Purchase of nonmarketable stock, net	(200 )	—
Net (increase) decrease in loans	(2,108 )	7,193
Recoveries of loans charged off	31	25
Purchases of premises and equipment	(673 )	(1,590 )
Purchase of company-owned life insurance	—	(5,000 )
Investments in limited partnerships	—	(15 )
Proceeds from sales of other real estate owned	—	100
Net cash used in investing activities	(52 )	(9,805 )



Cash Flows From Financing Activities		
Advances on long-term borrowings	5,070	—
Repayment of long-term debt	(152)	(146)
Net increase in short-term borrowings outstanding	13,326	15,629
Net increase in noninterest bearing deposits	4,092	4,045
Net increase in interest bearing deposits	23,199	312
Net decrease in time deposits	(39,735)	(43,442)
Issuance of common stock	58	53
Purchase of treasury stock	(6)	(26)
Dividends paid	(2,452)	(2,408)
Net cash provided by (used in) financing activities	3,400	(25,983)
Net increase (decrease) in cash and cash equivalents	6,238	(27,090)
Cash and cash equivalents		
Beginning of period	17,961	41,744
End of period	\$24,199	\$14,654
Supplemental Disclosures of Cash Flow Information		
Interest paid	\$1,210	\$1,306
Income taxes paid	\$800	\$1,010

See accompanying notes to unaudited interim consolidated financial statements.

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

Note 1. Basis of Presentation

The accompanying unaudited interim consolidated financial statements of Union Bankshares, Inc. and Subsidiary (together, the Company) as of June 30, 2016, and for the three and six months ended June 30, 2016 and 2015, have been prepared in conformity with GAAP for interim financial information, general practices within the banking industry, and the accounting policies described in the Company's Annual Report on Form 10-K for the year ended December 31, 2015. The Company's sole subsidiary is Union Bank. In the opinion of the Company's management, all adjustments, consisting only of normal recurring adjustments and disclosures necessary for a fair presentation of the information contained herein, have been made. This information should be read in conjunction with the Company's 2015 Annual Report on Form 10-K. The results of operations for the interim periods are not necessarily indicative of the results of operations to be expected for the full fiscal year ending December 31, 2016, or any interim period. Certain amounts in the 2015 consolidated financial statements have been reclassified to conform to the 2016 presentation.

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

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



#### Note 2. Legal Contingencies

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

#### Note 3. Per Share Information

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

#### Note 4. Recent Accounting Pronouncements

In January 2016, the FASB issued ASU No. 2016-01, Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Liabilities. The ASU was issued to enhance the reporting model for financial instruments to provide users of financial statements with more useful information for decisions. The ASU is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. Early adoption is permitted for only one of the six amendments, otherwise it is not permitted. The Company is evaluating the potential impact of the ASU on its consolidated financial statements.

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

In March 2016, the FASB issued ASU No. 2016-09, Compensation-Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting. The ASU simplifies several aspects of the accounting for share-based payment award transactions, including: (1) income tax consequences; (2) classification of awards as either equity or liabilities, and (3) classification on the statement of cash flows. The ASU is effective for annual periods beginning after December 15, 2016 and interim periods within those annual periods, early adoption is permitted. The Company is evaluating the potential impact of the ASU on its consolidated financial statements.

In June 2016, the FASB issued ASU No. 2016-13, Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments. Under the new guidance, which will replace the existing incurred loss model for recognizing credit losses, banks and other lending institutions will be required to recognize the full amount of expected credit losses. The new guidance, which is referred to as the current expected credit loss model ("CECL"), requires that expected credit losses for financial assets held at the reporting date that are accounted for at amortized cost be measured and recognized based on historical experience and current and reasonably supportable forecasted conditions to reflect the full amount of expected credit losses. A modified version of these requirements also applies to debt securities classified as available for sale. The ASU is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. Early adoption is permitted for fiscal years beginning after December 15, 2018, including interim periods within such years. The Company is evaluating the potential impact of the ASU on its consolidated financial statements.

#### Note 5. Goodwill and Other Intangible Assets

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

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

Amortization expense for the core deposit intangible was \$43 thousand for the three months ended June 30, 2016 and 2015 and was \$86 thousand for the six months ended June 30, 2016 and 2015. The amortization expense is included in other expenses on



the consolidated statement of income and is deductible for tax purposes. As of June 30, 2016, the remaining amortization expense related to the core deposit intangible, absent any future impairment, is expected to be as follows:

	(Dollars in thousands)
2016	\$ 86
2017	171
2018	171
2019	171
2020	171
Thereafter	70
Total	\$ 840

#### Note 6. Investment Securities

Investment securities as of the balance sheet dates consisted of the following:

June 30, 2016	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
(Dollars in thousands)				
Available-for-sale				
Debt securities:				
U.S. Government-sponsored enterprises	\$7,414	\$ 87	\$ (22)	) \$7,479
Agency mortgage-backed	14,150	279	(2)	) 14,427
State and political subdivisions	23,179	729	(8)	) 23,900
Corporate	11,759	395	(160)	) 11,994
Total debt securities	56,502	1,490	(192)	) 57,800
Mutual funds	341	—	—	341
Total	\$56,843	\$ 1,490	\$ (192)	) \$58,141
Held-to-maturity				
U.S. Government-sponsored enterprises	\$1,998	\$ 8	\$ —	) \$2,006
December 31, 2015				
December 31, 2015	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
(Dollars in thousands)				
Available-for-sale				
Debt securities:				
U.S. Government-sponsored enterprises	\$10,805	\$ 30	\$ (143)	) \$10,692
Agency mortgage-backed	11,083	39	(64)	) 11,058
State and political subdivisions	19,653	404	(25)	) 20,032
Corporate	12,266	76	(359)	) 11,983
Total debt securities	53,807	549	(591)	) 53,765
Mutual funds	345	—	—	345
Total	\$54,152	\$ 549	\$ (591)	) \$54,110
Held-to-maturity				
U.S. Government-sponsored enterprises	\$5,217	\$ —	\$ (101)	) \$5,116

Proceeds from the sale of AFS securities were \$2.7 million for the three and six months ended June 30, 2016. Gross realized gains from the sale of AFS securities were \$19 thousand, while gross realized losses were \$1 thousand for both the three and six months ended June 30, 2016. There were no sales of AFS securities for the three and six months ended June 30, 2015. The specific identification method is used to determine realized gains and losses on sales of securities AFS.

The amortized cost and estimated fair value of debt securities by contractual scheduled maturity as of June 30, 2016 were as follows:

	Amortized Cost	Fair Value
	(Dollars in thousands)	
Available-for-sale		
Due from one to five years	\$4,488	\$4,603
Due from five to ten years	23,109	23,740
Due after ten years	14,755	15,030
	42,352	43,373
Agency mortgage-backed	14,150	14,427
Total debt securities available-for-sale	\$56,502	\$57,800
Held-to-maturity		
Due from one to five years	\$999	\$1,003
Due after ten years	999	1,003
Total debt securities held-to-maturity	\$1,998	\$2,006

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

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

June 30, 2016	Less Than 12 Months	12 Months and over	Total
	Number of Securities	Number of Securities	Number of Securities
	Fair Value	Fair Value	Fair Value
	Gross Unrealized Losses	Gross Unrealized Losses	Gross Unrealized Losses
	(Dollars in thousands)		
Debt securities:			
U.S. Government-sponsored enterprises	4 \$1,847 \$ (9 )	1 \$426 \$ (13 )	5 \$2,273 \$ (22 )
Agency mortgage-backed	— —	1426 (2 )	1 426 (2 )
State and political subdivisions	1469 (8 )	— —	1 469 (8 )
Corporate	3 1,451 (48 )	52,098 (112 )	8 3,549 (160 )
Total	8 \$3,767 \$ (65 )	7 \$2,950 \$ (127 )	15 \$6,717 \$ (192 )

December 31, 2015	Less Than 12 Months		12 Months and over		Total	
	Number of Fair Value Securities	Gross Unrealized Losses	Number of Fair Value Securities	Gross Unrealized Losses	Number of Fair Value Securities	Gross Unrealized Losses
	(Dollars in thousands)					
Debt securities:						
U.S. Government-sponsored enterprises	12	\$9,081 \$ (157 )	5	\$3,607 \$ (87 )	17	\$12,688 \$ (244 )
Agency mortgage-backed	127	459 (58 )	1	259 (6 )	137	718 (64 )
State and political subdivisions	4	1,512 (14 )	2	785 (11 )	6	2,297 (25 )
Corporate	125	750 (277 )	4	1,632 (82 )	167	382 (359 )
Total	40	\$23,802 \$ (506 )	12	\$6,283 \$ (186 )	52	\$30,085 \$ (692 )

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

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

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

- The length of time, and extent to which, the fair value has been less than the amortized cost;
- Adverse conditions specifically related to the security, industry, or geographic area;
  - The historical and implied volatility of the fair value of the security;
- The payment structure of the debt security and the likelihood of the issuer being able to make payments that may increase in the future;
- Failure of the issuer of the security to make scheduled interest or principal payments;
- Any changes to the rating of the security by a rating agency;
- Recoveries or additional declines in fair value subsequent to the balance sheet date; and
- The nature of the issuer, including whether it is a private company, public entity or government-sponsored enterprise, and the existence or likelihood of any government or third party guaranty.

The Company has the ability to hold the investment securities that had unrealized losses at June 30, 2016 for the foreseeable future and no declines were deemed by management to be OTT.

Investment securities with a carrying amount of \$20.5 million and \$25.7 million at June 30, 2016 and December 31, 2015, respectively, were pledged as collateral for public deposits and for other purposes as required or permitted by law.

#### Note 7. Loans

Loans receivable that management has the intent and ability to hold for the foreseeable future or until maturity or payoff are reported at their unpaid principal balances, adjusted for any charge-offs, the ALL, and any deferred fees or

costs on originated loans and unamortized premiums or discounts on purchased loans.

Loan interest income is accrued daily on outstanding balances. The following accounting policies, related to accrual and nonaccrual loans, apply to all portfolio segments and loan classes, which the Company considers to be the same. The accrual of interest is normally discontinued when a loan is specifically determined to be impaired and/or management believes, after considering collection efforts and other factors, that the borrower's financial condition is such that collection of interest is doubtful. Generally, any unpaid interest previously accrued on those loans is reversed against current period interest income. A loan may be restored to accrual status when its financial status has significantly improved and there is no principal or interest past due. A loan may also be restored to accrual status if the borrower makes six consecutive monthly payments or the lump sum equivalent. Income on

nonaccrual loans is generally not recognized unless a loan is returned to accrual status or after all principal has been collected. Interest income generally is not recognized on impaired loans unless the likelihood of further loss is remote. Interest payments received on such loans are generally applied as a reduction of the loan principal balance.

Delinquency status is determined based on contractual terms for all portfolio segments and loan classes. Loans past due 30 days or more are considered delinquent. Loans are considered in process of foreclosure when a judgment of foreclosure has been issued by the court.

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

The loans purchased in the 2011 Branch Acquisition were initially recorded at \$32.9 million, the estimated fair value at the time of purchase. The estimated fair value contains both accretable and nonaccretable components. The accretable component is amortized as an adjustment to the related loan yield over the average life of the loan. The nonaccretable component represents probable loss due to credit risk and is reviewed by management periodically and adjusted as deemed necessary. At the acquisition date, the fair value of the loans acquired resulted in an accretable loan premium component of \$545 thousand, less a nonaccretable credit risk component of \$318 thousand. As of June 30, 2016 and December 31, 2015, there was no remaining accretable loan premium component balance and no remaining nonaccretable credit risk component balance due to the transfer of the remaining acquired portfolios to the Company's existing loan portfolios during the fourth quarter of 2015. There were no acquired loans at June 30, 2016 and December 31, 2015.

The following table summarizes activity in the accretable loan premium component for the acquired loan portfolio during the three and six month comparison periods:

	For The Three Months Ended June 30, 2015	For The Six Months Ended June 30, 2015
Balance at beginning of period	\$274	\$292
Loan premium amortization	—(18 )	—(36 )
Balance at end of period	\$256	\$256

Changes in the accretable and nonaccretable components have been charged to Interest and fees on loans on the Company's consolidated statements of income for the periods reported.

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

	June 30, 2016	December 31, 2015
	(Dollars in thousands)	
Residential real estate	\$167,658	\$ 165,396
Construction real estate	33,163	42,889
Commercial real estate	247,799	230,442
Commercial	31,413	21,397
Consumer	3,845	3,963
Municipal	18,580	36,419
Gross loans	502,458	500,506
Allowance for loan losses	(5,226 )	(5,201 )
Net deferred loan costs	602	515
Net loans	\$497,834	\$ 495,820

Residential real estate loans aggregating \$17.2 million at December 31, 2015 were pledged as collateral on deposits of municipalities. There were no loans pledged as collateral on deposits of municipalities at June 30, 2016. Qualifying residential first mortgage loans held by Union may be pledged as collateral for borrowings from the FHLB under a blanket lien.

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

June 30, 2016	Current	90 Days			Nonaccrual	Total
		30-59 Days	60-89 Days	and Over and Accruing		
(Dollars in thousands)						
Residential real estate	\$164,734	\$90	\$692	\$ 256	\$ 1,886	\$167,658
Construction real estate	32,998	139	—	—	26	33,163
Commercial real estate	245,833	—	731	539	696	247,799
Commercial	31,378	16	—	—	19	31,413
Consumer	3,825	14	6	—	—	3,845
Municipal	18,580	—	—	—	—	18,580
Total	\$497,348	\$259	\$1,429	\$ 795	\$ 2,627	\$502,458

December 31, 2015	Current	90 Days			Nonaccrual	Total
		30-59 Days	60-89 Days	and Over and Accruing		
(Dollars in thousands)						
Residential real estate	\$159,895	\$2,034	\$1,195	\$ 368	\$ 1,904	\$165,396
Construction real estate	42,616	7	204	34	28	42,889
Commercial real estate	228,513	667	641	111	510	230,442
Commercial	20,977	—	20	321	79	21,397
Consumer	3,950	10	1	2	—	3,963
Municipal	36,419	—	—	—	—	36,419
Total	\$492,370	\$2,718	\$2,061	\$ 836	\$ 2,521	\$500,506

There were no residential real estate loans in process of foreclosure at June 30, 2016. Aggregate interest on nonaccrual loans not recognized was \$1.3 million and \$1.1 million as of June 30, 2016 and 2015, respectively, and \$1.2 million as of December 31, 2015.

Note 8. Allowance for Loan Losses and Credit Quality

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

The ALL is maintained at a level believed by management to be appropriate to absorb probable credit losses inherent in the loan portfolio as of the balance sheet date. The amount of the ALL is based on management's periodic evaluation of the collectability of the loan portfolio, including the nature, volume and risk characteristics of the portfolio, credit concentrations, trends in historical loss experience, estimated value of any underlying collateral, specific impaired loans and economic conditions. There has been no change to the methodology used to estimate the ALL during the second quarter of 2016. While management uses available information to recognize losses on loans, future additions to the ALL may be necessary based on changes in economic conditions or other relevant factors.

In addition, various regulatory agencies, as an integral part of their examination process, regularly review the Company's ALL. Such agencies may require the Company to recognize additions to the ALL, with a corresponding charge to earnings, based on their judgments about information available to them at the time of their examination, which may not be currently available to management.

The ALL consists of specific, general and unallocated components. The specific component relates to the loans that are classified as impaired. Loans are evaluated for impairment and may be classified as impaired when management believes it is probable that the Company will not collect all the contractual interest and principal payments as scheduled in the loan agreement. Impaired loans may also include troubled loans that are restructured. A TDR occurs when the Company, for economic or legal reasons related to the borrower's financial difficulties, grants a concession to the borrower that would otherwise not be granted. A TDR classification may result from the transfer of assets to the Company in partial satisfaction of a troubled loan, a modification of a



loan's terms (such as reduction of stated interest rates below market rates, extension of maturity that does not conform to the Company's policies, reduction of the face amount of the loan, reduction of accrued interest, or reduction or deferment of loan payments), or a combination. A specific reserve amount is allocated to the ALL for individual loans that have been classified as impaired based on management's estimate of the fair value of the collateral for collateral dependent loans, an observable market price, or the present value of anticipated future cash flows. The Company accounts for the change in present value attributable to the passage of time in the loan loss reserve. Large groups of smaller balance homogeneous loans are collectively evaluated for impairment. Accordingly, the Company does not separately identify individual consumer, real estate or small balance commercial loans for impairment evaluation, unless such loans are subject to a restructuring agreement or have been identified as impaired as part of a larger customer relationship. Management has established the threshold for individual impairment evaluation for commercial loans with balances greater than \$500 thousand, based on an evaluation of the Company's historical loss experience on substandard commercial loans.

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

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

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

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

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

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

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

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

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

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Changes in the ALL, by class of loans, for the three and six months ended June 30, 2016 and 2015 were as follows:

For The Three Months Ended June 30, 2016	Residential Real Estate	Construction Real Estate	Commercial Real Estate	Commercial Commercial	Consumer	Municipal	Unallocated	Total
	(Dollars in thousands)							
Balance, March 31, 2016	\$ 1,386	\$ 466	\$ 2,729	\$ 218	\$ 25	\$ 47	\$ 254	\$ 5,125
Provision (credit) for loan losses	(19 )	(96 )	108	16	—	(21 )	87	75
Recoveries of amounts charged off	15	3	—	6	2	—	—	26
Amounts charged off	1,382	373	2,837	240	27	26	341	5,226
Balance, June 30, 2016	\$ 1,382	\$ 373	\$ 2,837	\$ 240	\$ 27	\$ 26	\$ 341	\$ 5,226
For The Three Months Ended June 30, 2015	Residential Real Estate	Construction Real Estate	Commercial Real Estate	Commercial Commercial	Consumer	Municipal	Unallocated	Total
	(Dollars in thousands)							
Balance, March 31, 2015	\$ 1,339	\$ 379	\$ 2,668	\$ 183	\$ 26	\$ 54	\$ 124	\$ 4,773
Provision (credit) for loan losses	6	(1 )	151	9	—	(29 )	14	150
Recoveries of amounts charged off	—	19	—	—	2	—	—	21
Amounts charged off	1,345	397	2,819	192	28	25	138	4,944
Balance, June 30, 2015	\$ 1,322	\$ 397	\$ 2,819	\$ 192	\$ 26	\$ 25	\$ 138	\$ 4,919
For The Six Months Ended June 30, 2016	Residential Real Estate	Construction Real Estate	Commercial Real Estate	Commercial Commercial	Consumer	Municipal	Unallocated	Total
	(Dollars in thousands)							
Balance, December 31, 2015	\$ 1,419	\$ 514	\$ 2,792	\$ 209	\$ 28	\$ 38	\$ 201	\$ 5,201
Provision (credit) for loan losses	68	(147 )	45	57	(1 )	(12 )	140	150
Recoveries of amounts charged off	15	6	—	7	3	—	—	31
Amounts charged off	1,502	373	2,837	273	30	26	341	5,382
Balance, June 30, 2016	\$ 1,382	\$ 373	\$ 2,837	\$ 240	\$ 27	\$ 26	\$ 341	\$ 5,226
For The Six Months Ended June 30, 2015	Residential Real Estate	Construction Real Estate	Commercial Real Estate	Commercial Commercial	Consumer	Municipal	Unallocated	Total
	(Dollars in thousands)							
Balance, December 31, 2014	\$ 1,330	\$ 439	\$ 2,417	\$ 176	\$ 27	\$ 42	\$ 263	\$ 4,694
Provision (credit) for loan losses	15	(64 )	402	29	10	(17 )	(125 )	250
Recoveries of amounts charged off	—	22	—	—	3	—	—	25
Amounts charged off	1,345	397	2,819	205	40	25	138	4,969
Balance, June 30, 2015	\$ 1,322	\$ 397	\$ 2,819	\$ 192	\$ 26	\$ 25	\$ 138	\$ 4,919



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

June 30, 2016	Residential Real Estate	Construction Real Estate	Commercial Real Estate	Commercial	Consumer	Municipal	Unallocated	Total
	(Dollars in thousands)							
Individually evaluated for impairment	\$58	\$ —	\$ 84	\$ —	\$ —	\$ —	\$ —	\$142
Collectively evaluated for impairment	1,324	373	2,753	240	27	26	341	5,084
Total allocated	\$1,382	\$ 373	\$ 2,837	\$ 240	\$ 27	\$ 26	\$ 341	\$5,226
December 31, 2015	Residential Real Estate	Construction Real Estate	Commercial Real Estate	Commercial	Consumer	Municipal	Unallocated	Total
	(Dollars in thousands)							
Individually evaluated for impairment	\$109	\$ —	\$ 227	\$ 21	\$ —	\$ —	\$ —	\$357
Collectively evaluated for impairment	1,310	514	2,565	188	28	38	201	4,844
Total allocated	\$1,419	\$ 514	\$ 2,792	\$ 209	\$ 28	\$ 38	\$ 201	\$5,201

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

June 30, 2016	Residential Real Estate	Construction Real Estate	Commercial Real Estate	Commercial	Consumer	Municipal	Total
	(Dollars in thousands)						
Individually evaluated for impairment	\$1,304	\$ 90	\$ 3,153	\$ 460	\$ —	\$ —	\$5,007
Collectively evaluated for impairment	166,354	33,073	244,646	30,953	3,845	18,580	497,451
Total	\$167,658	\$ 33,163	\$ 247,799	\$ 31,413	\$ 3,845	\$ 18,580	\$502,458
December 31, 2015	Residential Real Estate	Construction Real Estate	Commercial Real Estate	Commercial	Consumer	Municipal	Total
	(Dollars in thousands)						
Individually evaluated for impairment	\$1,197	\$ 92	\$ 3,094	\$ 493	\$ —	\$ —	\$4,876
Collectively evaluated for impairment	164,199	42,797	227,348	20,904	3,963	36,419	495,630
Total	\$165,396	\$ 42,889	\$ 230,442	\$ 21,397	\$ 3,963	\$ 36,419	\$500,506

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

1-3 Rating - Pass

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

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

4/M Rating - Satisfactory/Monitor

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

5-7 Rating - Substandard

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

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

June 30, 2016	Residential Real Estate	Construction Real Estate	Commercial Real Estate	Commercial	Consumer	Municipal	Total
	(Dollars in thousands)						
Pass	\$ 153,346	\$ 29,489	\$ 179,088	\$ 28,075	\$ 3,821	\$ 18,580	\$ 412,399
Satisfactory/Monitor	10,684	3,558	63,451	2,183	24	—	79,900
Substandard	3,628	116	5,260	1,155	—	—	10,159
Total	\$ 167,658	\$ 33,163	\$ 247,799	\$ 31,413	\$ 3,845	\$ 18,580	\$ 502,458

December 31, 2015	Residential Real Estate	Construction Real Estate	Commercial Real Estate	Commercial	Consumer	Municipal	Total
	(Dollars in thousands)						
Pass	\$ 150,535	\$ 37,750	\$ 175,438	\$ 18,347	\$ 3,902	\$ 36,419	\$ 422,391
Satisfactory/Monitor	11,329	4,968	49,745	2,384	61	—	68,487
Substandard	3,532	171	5,259	666	—	—	9,628
Total	\$ 165,396	\$ 42,889	\$ 230,442	\$ 21,397	\$ 3,963	\$ 36,419	\$ 500,506

The following table provides information with respect to impaired loans by class of loan as of and for the three and six months ended June 30, 2016:

	As of June 30, 2016			For The Three Months Ended June 30, 2016		For The Six Months Ended June 30, 2016	
	Recorded Investment (1)	Principal Balance (1)	Related Allowance	Average Recorded Investment Rate	Interest Recognized	Average Recorded Investment Rate	Interest Recognized
	(Dollars in thousands)						
Residential real estate	\$ 259	\$ 268	\$ 58	\$ 1,240	\$ 8	\$ 1,226	\$ 16
Commercial real estate	507	533	84	90	1	91	2
With an allowance recorded	766	801	142	3,130	17	3,118	31
Residential real estate	1,045	1,395	—	468	—	476	—
Construction real estate	90	90	—	\$ 4,928	\$ 26	\$ 4,911	\$ 49
Commercial real estate	2,646	2,714	—				
Commercial	460	461	—				
With no allowance recorded	4,241	4,660	—				
Residential real estate	1,304	1,663	58				
Construction real estate	90	90	—				
Commercial real estate	3,153	3,247	84				
Commercial	460	461	—				
Total	\$ 5,007	\$ 5,461	\$ 142				

(1) Does not reflect government guaranties on impaired loans as of June 30, 2016 totaling \$578 thousand.



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The following table provides information with respect to impaired loans by class of loan as of and for the three and six months ended June 30, 2015:

	As of June 30, 2015			For The Three Months Ended June 30, 2015		For The Six Months Ended June 30, 2015	
	Recorded Investment (1)	Principal Balance (1)	Related Allowance	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
	(Dollars in thousands)						
Residential real estate	\$685	\$805	\$36	\$689	\$2	\$776	\$14
Construction real estate	95	95	—	174	14	208	17
Commercial real estate	4,079	4,150	331	3,687	71	3,568	105
Commercial	—	—	—	—	—	41	—
Total	\$4,859	\$5,050	\$367	\$4,550	\$87	\$4,593	\$136

(1) Does not reflect government guaranties on impaired loans as of June 30, 2015 totaling \$240 thousand.

The following table provides information with respect to impaired loans as of December 31, 2015:

	December 31, 2015		
	Recorded Investment (1)	Principal Balance (1)	Related Allowance
	(Dollars in thousands)		
Residential real estate	\$659	\$668	\$109
Commercial real estate	2,142	2,161	227
Commercial	493	493	21
With an allowance recorded	3,294	3,322	357
Residential real estate	538	697	—
Construction real estate	92	92	—
Commercial real estate	952	1,015	—
With no allowance recorded	1,582	1,804	—
Residential real estate	1,197	1,365	109
Construction real estate	92	92	—
Commercial real estate	3,094	3,176	227
Commercial	493	493	21
Total	\$4,876	\$5,126	\$357

(1) Does not reflect government guaranties on impaired loans as of December 31, 2015 totaling \$606 thousand.

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

	June 30, 2016	December 31, 2015
	Number of Loans	Number of Loans
	Principal Balance	Principal Balance
	(Dollars in thousands)	
Residential real estate	14 \$1,304	11 \$1,197

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Construction real estate	1	90	1	92
Commercial real estate	7	1,111	5	950
Commercial	2	461	2	493
Total	24	\$ 2,966	19	\$ 2,732

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The TDR loans above represent loan modifications in which a concession was provided to the borrower, including due date extensions, maturity date extensions, interest rate reductions or the forgiveness of accrued interest. Troubled loans, that are restructured and meet established thresholds, are classified as impaired and a specific reserve amount is allocated to the ALL on the basis of the fair value of the collateral for collateral dependent loans, an observable market price, or the present value of anticipated future cash flows.

The following table provides new TDR activity for the three and six months ended June 30, 2016:

	New TDRs During the Three Months Ended June 30, 2016		New TDRs During the Six Months Ended June 30, 2016	
	Pre-Modification Number Outstanding of Recorded Loans Investment	Post-Modification Outstanding Recorded Investment	Pre-Modification Number Outstanding of Recorded Loans Investment	Post-Modification Outstanding Recorded Investment
	(Dollars in thousands)			
Residential real estate	2\$ 132	\$ 139	3\$ 189	\$ 196
Commercial real estate	2 160	160	2 160	160

The following table provides new TDR activity for the three and six months ended June 30, 2015.

	New TDRs During the Three Months Ended June 30, 2015		New TDRs During the Six Months Ended June 30, 2015	
	Pre-Modification Number Outstanding of Recorded Loans Investment	Post-Modification Outstanding Recorded Investment	Pre-Modification Number Outstanding of Recorded Loans Investment	Post-Modification Outstanding Recorded Investment
	(Dollars in thousands)			
Commercial real estate	2\$ 281	\$ 281	2\$ 281	\$ 281

There were no TDR loans modified within the previous twelve months that had subsequently defaulted during the three and six month periods ended June 30, 2016 or June 30, 2015. TDR loans are considered defaulted at 90 days past due.

At June 30, 2016 and December 31, 2015, the Company was not committed to lend any additional funds to borrowers whose loans were nonperforming, impaired or restructured.

#### Note 9. Defined Benefit Pension Plan

Union sponsors a noncontributory defined benefit pension plan covering all eligible employees employed prior to October 5, 2012. On October 5, 2012, the Company closed the Plan to new participants and froze the accrual of retirement benefits for current participants. It is Union's current intent to continue to maintain the frozen Plan and related Trust account and to distribute benefits to participants at such time and in such manner as provided under the terms of the Plan. The Company will continue to recognize the pension benefit and cash funding obligations for the remaining life of the associated liability for the frozen benefits under the Plan. The Plan provides defined benefits based on years of service and final average salary prior to October 5, 2012.

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

	Three Months Ended June 30, 2016		Six Months Ended June 30, 2015	
	(Dollars in thousands)			
Interest cost on projected benefit obligation	\$ 175	\$ 170	\$ 350	\$ 340

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Expected return on plan assets	(259 )	(286 )	(518 )	(572 )
Amortization of net loss	41	14	82	28
Net periodic benefit	\$(43 )	\$(102)	\$(86 )	\$(204)

Note 10. Stock Based Compensation

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

During the six months ended June 30, 2016 the following awards and contingent awards were made to eligible officers under the 2014 Equity Plan:

A total of 5,444 RSUs were granted at a fair value of \$27.91 per share, based on the closing market price of the Company's common stock on the December 31, 2015 earned date of the award. 50% of the RSUs awarded were in the form of Time-Based RSUs, which will vest over three years, approximately one-third per year on the anniversary of the earned date; and 50% of the RSUs awarded were in the form of Performance-Based RSUs, which are subject to both performance and time based vesting conditions. The Performance-Based conditions were satisfied during 2015 and vesting of the Performance-Based RSUs will occur over two years, with approximately one-half vesting on each of the next two anniversaries of the earned date. Prior to vesting, the RSUs do not earn dividends or dividend equivalents, nor do they bear any voting rights. The general terms of the awards were described in a 2015 Award Summary, with the final awards and related 2015 performance results and December 31, 2015 stock price, certified by the Board of Directors during the first quarter of 2016. Unrecognized compensation expense related to the unvested RSUs as of June 30, 2016 was \$121 thousand.

A total of 4,456 contingent RSUs were provisionally granted at a fair value of \$29.10 per share, based on the closing market price of the Company's stock on the March 16, 2016 grant date. The estimated number of contingent RSUs provisionally granted was based on target payout amounts as detailed in the 2016 Award Plan Summary adopted by the Board of Directors. As with the 2015 grants, one half is in the form of Time-Based RSUs and one-half is in the form of Performance-Based RSUs. The actual number of RSUs granted (if any) will be determined as of the earned date of December 31, 2016. The contingent RSUs were granted on substantially the same terms and conditions as the RSUs granted under the 2015 Award Plan Summary. As of June 30, 2016 the estimated unrecognized compensation expense related to the contingent unvested RSUs, based on the closing market price of the Company's stock on the grant date of March 16, 2016 was \$130 thousand.

As of June 30, 2016, 4,500 options granted in December 2014 under the 2014 Equity Plan remained outstanding and exercisable and will expire in December 2021. There was no unrecognized compensation cost related to these options as of June 30, 2016 and all exercisable options were "in the money".

As of June 30, 2016, 36,436 shares remained available for future equity awards under the 2014 Equity Plan.

As of June 30, 2016, 4,000 options granted under the 2008 ISO Plan remained outstanding and exercisable, with the last of such options expiring in December 2020. There was no unrecognized compensation cost related to these options as of June 30, 2016 and all exercisable options were "in the money".

Note 11. Other Comprehensive Income (Loss)

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

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

	June 30,	December 31,
	2016	2015
	(Dollars in thousands)	
Net unrealized gain (loss) on investment securities available-for-sale	\$857	\$ (27 )
Defined benefit pension plan net unrealized actuarial loss	(2,275 )	(2,275 )
Total	\$(1,418)	\$( 2,302 )

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

	Three Months Ended		June 30, 2015	
	June 30, 2016	June 30, 2015	June 30, 2015	June 30, 2015
	Before-Tax Amount	Tax (Expense) Benefit	Net-of-Tax Amount	Net-of-Tax Benefit Amount
(Dollars in thousands)				
Investment securities available-for-sale:				
Net unrealized holding gains (losses) arising during the period on investment securities available-for-sale	\$582	\$(198)	\$384	\$(746)
Reclassification adjustment for net gains on investment securities available-for-sale realized in net income	(18)	6	(12)	—
Total other comprehensive income (loss)	\$564	\$(192)	\$372	\$(746)

	Six Months Ended		June 30, 2015	
	June 30, 2016	June 30, 2015	June 30, 2015	June 30, 2015
	Before-Tax Amount	Tax (Expense) Benefit	Net-of-Tax Amount	Net-of-Tax Benefit Amount
(Dollars in thousands)				
Investment securities available-for-sale:				
Net unrealized holding gains (losses) arising during the period on investment securities available-for-sale	\$1,358	\$(462)	\$896	\$(331)
Reclassification adjustment for net gains on investment securities available-for-sale realized in net income	(18)	6	(12)	—
Total other comprehensive income (loss)	\$1,340	\$(456)	\$884	\$(331)

The following table discloses information concerning the reclassification adjustments from OCI for the three and six months ended June 30:

Reclassification Adjustment Description	Three Months Ended		Six Months Ended		Affected Line Item in Consolidated Statement of Income
	June 30, 2016	June 30, 2015	June 30, 2016	June 30, 2015	
(Dollars in thousands)					
Investment securities available-for-sale:					
Net gains on investment securities available-for-sale	\$(18)	—	\$(18)	—	Net gains on sales of investment securities available-for-sale
Tax benefit	6	—	6	—	Provision for income taxes
Total reclassifications	\$(12)	—	\$(12)	—	Net income

Note 12. Fair Value Measurement

The Company utilizes FASB ASC Topic 820, Fair Value Measurement, as guidance for accounting for assets and liabilities carried at fair value. This standard defines fair value as the price that would be received, without adjustment for transaction costs, to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value is a market based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. The guidance in FASB ASC Topic 820 establishes a

three-level fair value hierarchy, which prioritizes the inputs used in measuring fair value. A financial instrument's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement.



The three levels of the fair value hierarchy are:

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

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

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

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

AFS securities: Marketable equity securities and mutual funds have been valued using unadjusted quoted prices from active markets and therefore have been classified as Level 1. However, the majority of the Company's AFS securities have been valued utilizing Level 2 inputs. For these securities, the Company obtains fair value measurements from an independent pricing service. The fair value measurements consider observable data that may include market maker bids, quotes and pricing models. Inputs to the pricing models include recent trades, benchmark interest rates, spreads and actual and projected cash flows.

Assets measured at fair value on a recurring basis at June 30, 2016 and December 31, 2015, segregated by fair value hierarchy level, are summarized below:

	Fair Value Measurements			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Fair Value				
June 30, 2016:	(Dollars in thousands)			
Investment securities available-for-sale (market approach)				
Debt securities:				
U.S. Government-sponsored enterprises	\$7,479	\$ —	\$ 7,479	\$ —
Agency mortgage-backed	14,427	—	14,427	—
State and political subdivisions	23,900	—	23,900	—
Corporate	11,994	—	11,994	—
Total debt securities	57,800	—	57,800	—
Mutual funds	341	341	—	—
Total	\$58,141	\$ 341	\$ 57,800	\$ —
December 31, 2015:				
Investment securities available-for-sale (market approach)				
Debt securities:				
U.S. Government-sponsored enterprises	\$10,692	\$ —	\$ 10,692	\$ —
Agency mortgage-backed	11,058	—	11,058	—
State and political subdivisions	20,032	—	20,032	—
Corporate	11,983	—	11,983	—

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Total debt securities	53,765	—	53,765	—
Mutual funds	345	345	—	—
Total	\$54,110	\$ 345	\$ 53,765	\$ —

There were no significant transfers in or out of Levels 1 and 2 for the three and six months ended June 30, 2016. Certain other assets and liabilities are measured at fair value on a nonrecurring basis, that is, the instruments are not measured at fair value on an ongoing basis but are subject to fair value adjustments in certain circumstances (for example, when there is evidence of impairment). Assets and liabilities measured at fair value on a nonrecurring basis in periods after initial recognition, such as

impaired loans, HTM securities, MSRs and OREO, were not considered material at June 30, 2016 or December 31, 2015. The Company has not elected to apply the fair value method to any financial assets or liabilities other than those situations where other accounting pronouncements require fair value measurements.

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

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

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

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

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

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

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

**Loans:** The fair values of loans are estimated for portfolios of loans with similar financial characteristics and segregated by loan class or segment. For variable-rate loan categories that reprice frequently and with no significant change in credit risk, fair values are based on carrying amounts adjusted for credit risk. The fair values for other loans (for example, fixed-rate residential, commercial real estate, and rental property mortgage loans as well as commercial and industrial loans) are estimated using discounted cash flow analysis, based on interest rates currently being offered for loans with similar terms to borrowers of similar credit quality. Loan fair value estimates include judgments regarding future cash flows, future expected loss experience and risk characteristics. Fair values for impaired loans are estimated using discounted cash flow analysis or underlying collateral values, where applicable. The fair value methods and assumptions that utilize unobservable inputs as defined by current accounting standards are classified as Level 3.

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

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

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

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

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

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

	June 30, 2016				
	Fair Value Measurements				
Carrying Amount	Estimated Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
(Dollars in thousands)					
Financial assets					
Cash and cash equivalents	\$24,199	\$24,199	\$24,199	\$ —	—
Interest bearing deposits in banks	10,213	10,337	—	10,337	—
Investment securities	60,139	60,147	341	59,806	—
Loans held for sale	6,749	6,903	—	6,903	—
Loans, net					
Residential real estate	166,477	170,663	—	—	170,663
Construction real estate	32,830	33,316	—	—	33,316
Commercial real estate	244,917	246,826	—	—	246,826
Commercial	31,211	31,721	—	—	31,721
Consumer	3,823	3,932	—	—	3,932
Municipal	18,576	18,891	—	—	18,891
Accrued interest receivable	2,003	2,003	—	396	1,607
Nonmarketable equity securities	2,053	N/A	N/A	N/A	N/A
Financial liabilities					
Deposits					
Noninterest bearing	\$103,918	\$103,918	\$103,918	\$ —	—
Interest bearing	333,402	333,402	333,402	—	—
Time	110,644	110,736	—	110,736	—
Borrowed funds					
Short-term	16,948	16,948	16,948	—	—
Long-term	10,860	10,735	—	10,735	—
Accrued interest payable	91	91	—	91	—

December 31, 2015

## Fair Value Measurements

	Carrying Amount	Estimated Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
(Dollars in thousands)					
Financial assets					
Cash and cash equivalents	\$17,961	\$17,961	\$17,961	\$—	—
Interest bearing deposits in banks	12,753	12,610	—	12,610	—
Investment securities	59,327	59,226	345	58,881	—
Loans held for sale	5,635	5,745	—	5,745	—
Loans, net					
Residential real estate	164,147	164,462	—	—	164,462
Construction real estate	42,419	41,956	—	—	41,956
Commercial real estate	227,686	230,282	—	—	230,282
Commercial	21,210	20,849	—	—	20,849
Consumer	3,939	4,032	—	—	4,032
Municipal	36,419	38,131	—	—	38,131
Accrued interest receivable	1,832	1,832	—	389	1,443
Nonmarketable equity securities	1,932	N/A	N/A	N/A	N/A
Financial liabilities					
Deposits					
Noninterest bearing	\$99,826	\$99,826	\$99,826	\$—	—
Interest bearing	310,203	310,200	—	310,200	—
Time	150,379	150,665	—	150,665	—
Borrowed funds					
Short-term	3,622	3,621	3,621	—	—
Long-term	5,942	6,296	—	6,296	—
Accrued interest payable	269	269	—	269	—

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

## Note 13. Subsequent Events

Subsequent events represent events or transactions occurring after the balance sheet date but before the financial statements are issued. Financial statements are considered “issued” when they are widely distributed to shareholders and others for general use and reliance in a form and format that complies with GAAP. Events occurring subsequent to June 30, 2016 have been evaluated as to their potential impact to the consolidated financial statements.

On July 20, 2016, the Company declared a regular quarterly cash dividend of \$0.28 per share, payable August 9, 2016, to stockholders of record on July 30, 2016.



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

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

The following discussion and analysis focuses on those factors that, in management's view, had a material effect on the financial position of the Company as of June 30, 2016 and December 31, 2015, and its results of operations for the three and six months ended June 30, 2016 and 2015. This discussion is being presented to provide a narrative explanation of the consolidated financial statements and should be read in conjunction with the consolidated financial statements and related notes and with other financial data appearing elsewhere in this filing and with the Company's Annual Report on Form 10-K for the year ended December 31, 2015. In the opinion of the Company's management, the interim unaudited data reflects all adjustments, consisting only of normal recurring adjustments and disclosures necessary to fairly present the Company's consolidated financial position and results of operations for the interim periods presented. Management is not aware of the occurrence of any events after June 30, 2016 which would materially affect the information presented.

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

CAUTIONARY ADVICE ABOUT FORWARD LOOKING STATEMENTS

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

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

Factors that may cause results or performance to differ materially from those expressed in forward-looking statements include, but are not limited to: (1) continuing general economic conditions and financial instability, either nationally, internationally, regionally or locally resulting from elevated unemployment rates, changes in monetary and fiscal policies, and adverse changes in the credit rating of U.S. government debt; (2) increased competitive pressures including those from tax-advantaged credit unions and other financial service providers in the Company's northern Vermont and New Hampshire market area or in the financial services industry generally, from increasing consolidation and integration of financial service providers, and from changes in technology and delivery systems; (3) the effect of and changes in the United States monetary and fiscal policies, including interest rates changes in ways that continues to put pressure on the Company's interest spread or margins, or result in lower fee income and lower gain on sale of real estate loans; (4) changes in laws or government rules, or the way in which courts or government agencies interpret or implement those laws or rules, that increase our costs of doing business or otherwise adversely affect the Company's business; (5) changes in federal or state tax policy; (6) the effect of federal and state health care



reform efforts; (7) changes in the level of nonperforming assets and charge-offs; (8) changes in estimates of future reserve requirements based upon relevant regulatory and accounting requirements; (9) changes in information technology that require increased capital spending; (10) changes in consumer and business spending, borrowing and savings habits; (11) further changes to the regulations governing the calculation of the Company's regulatory capital ratios; (12) increased cyber security threats; and (13) the effects of national and state election results.

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

## Non-GAAP Financial Measures

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

## CRITICAL ACCOUNTING POLICIES

The Company has established various accounting policies which govern the application of GAAP in the preparation of the Company's consolidated financial statements. Certain accounting policies involve significant judgments and assumptions by management which have a material impact on the reported amount of assets, liabilities, capital, revenues and expenses and related disclosures of contingent assets and liabilities in the consolidated financial statements and accompanying notes. The SEC has defined a company's critical accounting policies as the ones that are most important to the portrayal of the company's financial condition and results of operations, and which require management to make its most difficult and subjective judgments, often as a result of the need to make estimates on matters that are inherently uncertain. Based on this definition, management has identified the accounting policies and judgments most critical to the Company. The judgments and assumptions used by management are based on historical experience and other factors, which are believed to be reasonable under the circumstances. Because of the nature of the judgments and assumptions made by management, actual results could differ from estimates and have a material impact on the carrying value of assets, liabilities, or capital, and/or the results of operations of the Company.

Please refer to the Company's Annual Report on Form 10-K for the year ended December 31, 2015 for a more in-depth discussion of the Company's critical accounting policies. There have been no changes to the Company's critical accounting policies since the filing of that report.

## OVERVIEW

June 2016 was an active month from a macro economic perspective. The markets had a strong reaction to the dismal jobs data released for May with the dollar weakening against the Euro, stocks selling off, U. S. Treasury yields dropping, and Federal Funds Futures index indicating only one rate increase in December. Then on June 24, 2016 the results of the Brexit vote were announced. The British vote to leave the EU had an additional impact on the world economies with the British pound and Euro dropping in value while the U.S. dollar and Yen strengthened, the stock market fell 3%, U. S. Treasury yields dropped 15 bp, and Fed Funds Futures index are indicating no rate hikes for 2016 or 2017.

Based on results of the Company's asset liability management reports, the Company is considered asset sensitive and is positioned to benefit from an increase in interest rates. Recent national and international activity indicate that an increase in interest rates is not likely for the remainder of 2016. In preparing the budget for 2016, these recent events were not known and it seemed as though an increase in rates was likely to occur during 2016. Management utilized a conservative approach in determining interest rate movements in 2016 and did not incorporate any increase in rates

during the first six months of 2016. However, a 25 bp increase in the Federal Funds target rate was incorporated for the latter half of 2016, that now appears unlikely to occur. Based on management's analysis, the lack of an increase in rates alone is not expected to have a significant impact on the Company's results of operations.

Also, on June 24, 2016 Union Bankshares, Inc. became part of the Russell 2000 index, a subset of the Russell 3000 index which is comprised of the 3000 U.S. publicly traded companies with the largest market capitalization. The Russell 2000 index is a widely used proxy for small capitalization U.S. publicly traded companies. Inclusion in the Russell 2000 Index will not change the manner in which the company operates, though it may impact investing and trading in the stock of the company.

For the quarter ended June 30, 2016, the Company's net income was \$2.1 million compared to \$2.0 million for the quarter ended June 30, 2015, an increase of \$122 thousand, or 6.0%. These results reflected an increase in the Company's net interest income of \$414 thousand, or 7.2%, a decrease in the provision for loan losses of \$75 thousand, or 50.0%, and an increase in noninterest

income of \$71 thousand, or 2.8%. These positive changes were partially offset by an increase in noninterest expenses of \$370 thousand, or 6.7% and an increase in the provision for income taxes of \$68 thousand, or 12.2%.

Year to date earnings for 2016 were \$3.898 million, or \$0.8749 per share, compared to \$3.901 million, or \$0.8750 per share, for the same period in 2015, a decrease of 0.1% year over year. Net interest income improved \$797 thousand, or 7.0%, and the provision for loan losses decreased \$100 thousand, or 40.0%, between periods. These positive changes were offset by a decrease in noninterest income of \$78 thousand, or 1.6%, an increase in noninterest expense of \$801 thousand, or 7.3%, and an increase in the provision for income taxes of \$21 thousand, or 2.0%.

At June 30, 2016, the Company had total consolidated assets of \$636.5 million, including gross loans and loans held for sale (total loans) of \$509.2 million, deposits of \$548.0 million and stockholders' equity of \$56.0 million. The Company's total assets at June 30, 2016 increased \$7.6 million, or 1.2%, from \$628.9 million at December 31, 2015, and increased \$35.5 million, or 5.9%, compared to June 30, 2015.

The Company's total capital increased from \$53.6 million at December 31, 2015 to \$56.0 million at June 30, 2016. This increase primarily reflects net income of \$3.9 million for the first six months of 2016 and an increase of \$884 thousand in accumulated OCI, less regular cash dividends paid of \$2.5 million. (See Capital Resources on page 43.) The following unaudited per share information and key ratios depict several measurements of performance or financial condition at or for the three and six months ended June 30, 2016 and 2015, respectively:

	Three Months Ended or At June 30,		Six Months Ended or At June 30,		
	2016	2015	2016	2015	
Return on average assets (ROA) (1)	1.32	% 1.29	% 1.22	% 1.26	%
Return on average equity (1)	15.50	% 15.27	% 14.20	% 14.84	%
Net interest margin (1)(2)	4.20	% 4.09	% 4.17	% 4.04	%
Efficiency ratio (3)	66.22	% 66.46	% 68.05	% 66.01	%
Net interest spread (4)	4.12	% 4.00	% 4.08	% 3.96	%
Loan to deposit ratio	92.93	% 93.23	% 92.93	% 93.23	%
Net loan charge-offs to average loans not held for sale (1)	(0.02)	)%—	% 0.05	% 0.01	%
Allowance for loan losses to loans not held for sale (5)	1.04	% 1.04	% 1.04	% 1.04	%
Nonperforming assets to total assets (6)	0.54	% 0.52	% 0.54	% 0.52	%
Equity to assets	8.80	% 8.78	% 8.80	% 8.78	%
Total capital to risk weighted assets	13.41	% 13.60	% 13.41	% 13.60	%
Book value per share	\$12.55	\$11.83	\$12.55	\$11.83	
Earnings per share	\$0.48	\$0.46	\$0.87	\$0.88	
Dividends paid per share	\$0.28	\$0.27	\$0.55	\$0.54	
Dividend payout ratio (7)	58.33	% 58.70	% 63.22	% 61.36	%

(1) Annualized.

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

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

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

(5) Calculation includes the net carrying amount of loans recorded at fair value from the 2011 Branch Acquisition as of June 30, 2015 (\$8.2 million). Excluding such loans, the allowance for loan losses to loans not purchased and not held for sale was 1.06% at June 30, 2015. The acquired loan portfolios were

transferred to the Company's existing loan portfolios during the fourth quarter of 2015.

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

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

## RESULTS OF OPERATIONS

**Net Interest Income.** The largest component of the Company's operating income is net interest income, which is the difference between interest and dividend income received from interest earning assets and interest expense paid on interest bearing liabilities. Net interest income is affected by various factors including, but not limited to changes in interest rates, loan and deposit pricing strategies, the volume and mix of interest earning assets and interest bearing liabilities, and the level of nonperforming assets. Net interest margin is calculated as the net interest income on a fully tax equivalent basis as a percentage of average earning assets.

The Company's net interest income increased \$414 thousand, or 7.2%, to \$6.2 million for the three months ended June 30, 2016 from \$5.8 million for the three months ended June 30, 2015. The net interest spread increased 12 bps to 4.12% for the second quarter of 2016, from 4.00% for the same period last year, reflecting a 10 bps increase in the average yield earned on interest earning assets from 4.44% for the three months ended June 30, 2015 to 4.54% for the three months ended June 30, 2016, primarily due to an increase in the average yield on loans of 5 bps. Also contributing to the increase in the net interest spread was a decline of 2 bps in the average rate paid on interest bearing liabilities, from 0.44% for the second quarter of 2015 to 0.42% for the second quarter of 2016. The net interest margin for the second quarter of 2016 increased 11 bps to 4.20% from 4.09% for the second quarter of 2015. Although the cost of borrowed funds decreased 7 bps from June 30, 2015 to June 30, 2016, the utilization of non core deposits to fund earning assets will continue to put pressure on the Company's net interest spread and margin.

Net interest income was \$12.1 million on a fully tax equivalent basis for the six months ended June 30, 2016, compared to \$11.3 million for the six months ended June 30, 2015, an increase of \$797 thousand, or 7.05%. The increase in net interest income year over year reflects a 9 bp increase in the average yield on earning assets between periods. The 25 bp increase in rates initiated by the FRB in December 2015 contributed to the increase in yield on loans as a significant portion of our commercial real estate loans are variable rate. Additionally, the average yield on investment securities has improved as funds were invested in higher yielding municipal securities as lower yielding U.S. government sponsored agency securities were called.

The average cost of funds decreased 3 bps for the six months ended June 30, 2016 compared to the same period last year and that combined with the 9 bp increase in average yield on earning assets, resulted in an increase of 13 bps in the Company's net interest margin to 4.17% from 4.04% for the same period last year and an increase of 12 bps in the net interest spread between periods from 3.96% to 4.08%. The average cost of deposits, which continues to be our primary funding source, was 0.30% for the six months ended June 30, 2016 compared to 0.34% for the six months ended June 30, 2015. Rates paid on nontime deposits have remained flat period over period and rates paid on time deposits decreased 10 bps period over period.

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

	Three Months Ended June 30,					
	2016			2015		
	Average Balance	Interest Earned/ Paid	Average Yield/ Rate	Average Balance	Interest Earned/ Paid	Average Yield/ Rate
(Dollars in thousands)						
<b>Average Assets:</b>						
Federal funds sold and overnight deposits	\$ 11,890	\$ 6	0.22 %	\$ 10,722	\$ 4	0.12 %
Interest bearing deposits in banks	11,116	41	1.47 %	12,799	41	1.29 %
Investment securities (1), (2)	61,659	371	2.83 %	62,436	363	2.63 %
Loans, net (1), (3)	521,681	6,254	4.91 %	497,134	5,859	4.86 %
Nonmarketable equity securities	2,274	16	2.90 %	2,053	9	1.71 %
Total interest earning assets (1)	608,620	6,688	4.54 %	585,144	6,276	4.44 %
Cash and due from banks	4,515			4,536		
Premises and equipment	12,996			12,699		
Other assets	22,676			21,833		
Total assets	\$ 648,807			\$ 624,212		
<b>Average Liabilities and Stockholders' Equity:</b>						
Interest bearing checking accounts	\$ 126,465	\$ 26	0.08 %	\$ 119,514	\$ 24	0.08 %
Savings/money market accounts	191,560	93	0.19 %	187,274	80	0.17 %
Time deposits	141,872	293	0.83 %	143,919	330	0.92 %
Borrowed funds	28,264	107	1.49 %	22,108	87	1.56 %
Total interest bearing liabilities	488,161	519	0.42 %	472,815	521	0.44 %
Noninterest bearing deposits	101,221			94,725		
Other liabilities	4,249			3,845		
Total liabilities	593,631			571,385		
Stockholders' equity	55,176			52,827		
Total liabilities and stockholders' equity	\$ 648,807			\$ 624,212		
Net interest income		\$ 6,169			\$ 5,755	
Net interest spread (1)			4.12 %			4.00 %
Net interest margin (1)			4.20 %			4.09 %

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	Six Months Ended June 30,					
	2016			2015		
	Average Balance	Interest Earned/ Paid	Average Yield/ Rate	Average Balance	Interest Earned/ Paid	Average Yield/ Rate
(Dollars in thousands)						
<b>Average Assets:</b>						
Federal funds sold and overnight deposits	\$ 10,528	\$ 11	0.21 %	\$ 14,160	\$ 12	0.16 %
Interest bearing deposits in banks	11,895	86	1.44 %	12,631	81	1.29 %
Investment securities (1), (2)	62,261	758	2.85 %	59,306	692	2.66 %
Loans, net (1), (3)	514,147	12,249	4.88 %	496,327	11,591	4.84 %
Nonmarketable equity securities	2,071	32	3.13 %	2,053	17	1.72 %
Total interest earning assets (1)	600,902	13,136	4.51 %	584,477	12,393	4.42 %
Cash and due from banks	4,560			4,600		
Premises and equipment	13,026			12,369		
Other assets	22,473			20,229		
Total assets	\$ 640,961			\$ 621,675		
<b>Average Liabilities and Stockholders' Equity:</b>						
Interest bearing checking accounts	\$ 122,553	\$ 49	0.08 %	\$ 116,107	\$ 45	0.08 %
Savings/money market accounts	188,143	172	0.18 %	186,965	160	0.17 %
Time deposits	145,878	616	0.85 %	149,362	705	0.95 %
Borrowed funds	23,266	195	1.66 %	19,235	176	1.83 %
Total interest bearing liabilities	479,840	1,032	0.43 %	471,669	1,086	0.46 %
Noninterest bearing deposits	101,692			93,603		
Other liabilities	4,519			3,834		
Total liabilities	586,051			569,106		
Stockholders' equity	54,910			52,569		
Total liabilities and stockholders' equity	\$ 640,961			\$ 621,675		
Net interest income		\$ 12,104			\$ 11,307	
Net interest spread (1)			4.08 %			3.96 %
Net interest margin (1)			4.17 %			4.04 %

(1) Average yields reported on a tax equivalent basis using a marginal tax rate of 34%.

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

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

Tax exempt interest income amounted to \$446 thousand and \$457 thousand for the three months ended June 30, 2016 and 2015, respectively, and \$874 thousand and \$918 thousand for the 2016 and 2015 six month comparison periods, respectively. The following table presents the effect of tax exempt income on the calculation of net interest income, using a marginal tax rate of 34% for the 2016 and 2015 three and six month comparison periods:

	For The Three Months Ended June 30, 2016		For The Six Months Ended June 30, 2015	
	2016	2015	2016	2015
(Dollars in thousands)				
Net interest income as presented	\$ 6,169	\$ 5,755	\$ 12,104	\$ 11,307
Effect of tax-exempt interest				



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Investment securities	66	48	128	96
Loans	135	158	266	317
Net interest income, tax equivalent	\$6,370	\$5,961	\$12,498	\$11,720

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

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

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

	Three Months			Six Months Ended		
	Ended June 30, 2016			June 30, 2016		
	Compared to			Compared to		
	Three Months Ended June 30, 2015			Six Months Ended June 30, 2015		
	Increase/(Decrease) Due to Change In			Increase/(Decrease) Due to Change In		
	Volume	Rate	Net	Volume	Rate	Net
	(Dollars in thousands)					
Interest earning assets:						
Federal funds sold and overnight deposits	\$—	\$2	\$2	\$(3)	\$2	\$(1)
Interest bearing deposits in banks	(5)	5	—	(4)	9	5
Investment securities	(5)	13	8	24	42	66
Loans, net	311	84	395	492	166	658
Nonmarketable equity securities	1	6	7	—	15	15
Total interest earning assets	\$302	\$110	\$412	\$509	\$234	\$743
Interest bearing liabilities:						
Interest bearing checking accounts	\$1	\$1	\$2	\$2	\$2	\$4
Savings/money market accounts	3	10	13	1	11	12
Time deposits	(5)	(32)	(37)	(15)	(74)	(89)
Borrowed funds	24	(4)	20	36	(17)	19
Total interest bearing liabilities	\$23	\$(25)	\$(2)	\$24	\$(78)	\$(54)
Net change in net interest income	\$279	\$135	\$414	\$485	\$312	\$797

Provision for Loan Losses. There was a \$75 thousand and \$150 thousand loan loss provision for the three and six months ended June 30, 2016, respectively compared to a \$150 thousand and \$250 thousand loan loss provision for the three and six months ended June 30, 2015. The provision for the three and six months of 2016 was deemed appropriate by management based on the size and mix of the loan portfolio, the level of nonperforming loans, the results of the qualitative factor review and the outlook for future economic conditions. For further details, see FINANCIAL CONDITION- Allowance for Loan Losses and Asset Quality below.

Noninterest Income. Noninterest income was \$2.6 million, or 28.0% of total income for the three months ended June 30, 2016, compared to \$2.5 million, or 28.7% of total income for the three months ended June 30, 2015 and \$4.8 million, or 26.7% of total income for the six months ended June 30, 2016 compared to \$4.9 million, or 28.2% of total income for the six months ended June 30, 2015. The following table sets forth the components of noninterest income and changes from 2015 to 2016:

	For The Three Months Ended June 30,				For The Six Months Ended June 30,			
	2016	2015	\$ Variance	% Variance	2016	2015	\$ Variance	% Variance
	(Dollars in thousands)							
Trust income	\$180	\$190	\$ (10 )	(5.3 )	\$352	\$367	\$ (15 )	(4.1 )
Service fees	1,427	1,348	79	5.9	2,839	2,694	145	5.4
Net gains on sales of loans held for sale	775	785	(10 )	(1.3 )	1,275	1,514	(239 )	(15.8 )
Income from Company-owned life insurance	141	98	43	43.9	214	135	79	58.5
Other income	56	105	(49 )	(46.7 )	85	151	(66 )	(43.7 )
Net gains on sales of investment securities AFS	18	—	18		18	—	18	
Total noninterest income	\$2,597	\$2,526	\$ 71	2.8	\$4,783	\$4,861	\$ (78 )	(1.6 )

The significant changes in noninterest income for the three and six months ended June 30, 2016 compared to the same periods of 2015 are described below:

Net gains on sales of loans held for sale. Continuing the Company's strategy to mitigate long-term interest rate risk, residential loans totaling \$35.5 million were sold to the secondary market during the second quarter of 2016, versus residential loan sales of \$36.5 million during the second quarter of 2015, with sales of \$58.3 million the first six months of 2016, versus sales of \$67.8 million the first six months of 2015. Loan sales during the first six months of 2015 included sales of \$10.7 million of loans held for sale as of December 31, 2014 versus \$5.6 million as of December 31, 2015.

Income from Company-owned life insurance. During the second quarter of 2016 the administration of the Company's life insurance policies have been moved to one service provider. As a result, the earnings on the older policies is calculated evenly throughout a calendar year as opposed to the anniversary date of the policy which was June 30th in prior years. Additionally, during the second quarter of 2016 the Company received proceeds from the death benefit on an insurance policy on the life of a former director, resulting in \$73 thousand of additional income. This increase was partially offset by the administrative change mentioned previously. Lastly, the Company purchased \$5.0 million of company-owned life insurance covering certain officers of Union during March of 2015. Six months of income was recognized on these policies in 2016 versus four months in 2015.

Other income. Mortgage servicing rights income decreased \$48 thousand for the three months ended June 30, 2016 and \$78 thousand for the six months ended June 30, 2016 compared to the same periods in 2015. The decrease was partially offset by an increase in gas and oil royalty income of \$14 thousand during the first three months of 2016.

Noninterest Expense. Noninterest expense increased \$370 thousand, or 6.7%, for the three months ended June 30, 2016 and increased \$801 thousand, or 7.3%, for the six months ended June 30, 2016 compared to the same periods in 2015. The following table sets forth the components of noninterest expense and changes between the three and six month comparison periods of 2016 and 2015:

	For The Three Months Ended June 30,				For The Six Months Ended June 30,			
	2016	2015	\$ Variance	% Variance	2016	2015	\$ Variance	% Variance
	(Dollars in thousands)							
Salaries and wages	\$2,442	\$2,331	\$ 111	4.8	\$4,900	\$4,654	\$ 246	5.3
Pension and employee benefits	851	769	82	10.7	1,794	1,503	291	19.4
Occupancy expense, net	309	312	(3	(1.0	) 626	693	(67	(9.7
Equipment expense	541	460	81	17.6	1,050	867	183	21.1
Vermont franchise tax	138	134	4	3.0	275	266	9	3.4
FDIC insurance assessment	82	91	(9	(9.9	) 165	187	(22	(11.8
Equity in losses of affordable housing investments	118	125	(7	(5.6	) 236	247	(11	(4.5
Other expenses	1,445	1,334	111	8.3	2,701	2,529	172	6.8
Total noninterest expense	\$5,926	\$5,556	\$ 370	6.7	\$11,747	\$10,946	\$ 801	7.3

The significant changes in noninterest expense for the second quarter and six months ended June 30, 2016 compared to the same periods of 2015 are described below:

Salaries and wages. The increase reflects a \$38 thousand and \$87 thousand increase in accruals for short and long term incentive plan benefits for the three and six month comparison periods, respectively, as well as normal annual salary increases.

Pension and employee benefits. The cost of the Company's medical plan increased \$23 thousand and \$80 thousand for the three and six month comparison periods, respectively, as premium rates increased between years. The Company began accruing for a profit sharing contribution to the 401k plan at the beginning of the year rather than half way through the year. As a result an accrual of \$152 thousand was recorded for the first six months of 2016 compared to \$85 thousand in the first six months of 2015, or an increase of \$67 thousand between periods. Lastly, the benefit received from the pension plan was reduced by \$59 thousand and \$119 thousand for the three and six month comparison periods, respectively, as a result of the most recent actuarial valuation report prepared as of December 31, 2015 for the 2016 fiscal year .

Occupancy expense. The Company experienced cost savings of \$54 thousand in utilities between the six month periods ended June 30, 2016 and 2015 as a result of the mild winter experienced in Vermont and New Hampshire.

Equipment expense. During the second quarter of 2015, Union completed a rollout of new computers for all employees as well as teller capture technology at branch locations. As a result, equipment depreciation increased \$39 thousand and \$122 thousand for the three and six month comparison periods, respectively. Additionally, increases in maintenance contracts of \$45 thousand and \$62 thousand for the three and six month comparison periods, respectively occurred as a result of the installation of the new equipment.

Provision for Income Taxes. The Company has provided for current and deferred federal income taxes for the quarters and six months ended June 30, 2016 and 2015. The Company's net provision for income taxes was \$626 thousand and \$1.1 million for the quarter and six months ended June 30, 2016, respectively, compared to \$558 thousand and \$1.1 million for the same periods in 2015. The Company's effective tax rate was 22.6% and 21.9% for the quarter and six months ended June 30, 2016, compared to an effective tax rate of 21.7% and 21.5% for the same periods in 2015.

## FINANCIAL CONDITION

At June 30, 2016, the Company had total consolidated assets of \$636.5 million, including gross loans and loans held for sale (total loans) of \$509.2 million, deposits of \$548.0 million and stockholders' equity of \$56.0 million. The Company's total assets at June 30, 2016 increased \$7.6 million, or 1.2%, from \$628.9 million at December 31, 2015, and increased \$35.5 million, or 5.9%, compared to June 30, 2015.

Net loans and loans held for sale increased a total of \$3.1 million, or 0.6%, to \$504.6 million, or 79.3% of total assets at June 30, 2016, compared to \$501.5 million, or 79.7% of total assets at December 31, 2015. (See Loans Held for Sale and Loan Portfolio below.)

Total deposits decreased \$12.4 million, or 2.2%, to \$548.0 million at June 30, 2016, from \$560.4 million at December 31, 2015. The majority of this decrease reflects an expected seasonal decline due to the municipal funding requirements in Vermont as municipalities and school districts utilize their deposits to pay down their annual line of credit prior to their June 30 fiscal year end. Noninterest bearing deposits increased \$4.1 million, or 4.1%, from \$99.8 million at December 31, 2015 to \$103.9 million at June 30, 2016 and interest bearing deposits increased \$23.2 million, or 7.5%, from \$310.2 million at December 31, 2015 to \$333.4 million at June 30, 2016. These increases were more than offset by a decrease of \$39.7 million, or 26.4%, in time deposits from \$150.4 million at December 31, 2015 to \$110.6 million at June 30, 2016. (See average balances and rates in the Yields Earned and Rates Paid table on pages 31 and 32.)

Total borrowed funds increased \$18.2 million, or 190.8%, from \$9.6 million at December 31, 2015 to \$27.8 million at June 30, 2016. There was an increase in FHLB advances of \$18.4 million, while customer overnight collateralized repurchase sweeps decreased \$174 thousand between December 31, 2015 and June 30, 2016. (See Borrowings on page 41.)

Total stockholders' equity increased \$2.4 million to \$56.0 million at June 30, 2016 from \$53.6 million at December 31, 2015. (See Capital Resources on page 43.)

Loans Held for Sale and Loan Portfolio. Total loans (including loans held for sale) increased \$3.1 million, or 0.6%, to \$509.2 million, representing 80.0% of assets at June 30, 2016, from \$506.1 million, representing 80.5% of assets at December 31, 2015. The total loan portfolio at June 30, 2016 also increased compared to the June 30, 2015 level of \$478.2 million, representing 79.6% of assets. The Company's loans consist primarily of adjustable-rate and fixed-rate mortgage loans secured by one-to-four family, multi-family residential or commercial real estate. Real estate secured loans represented \$455.4 million, or 89.4% of total loans at June 30, 2016 and \$444.4 million, or 87.8% of total loans at December 31, 2015. Although competition for good loans is strong, especially in the commercial sector, the Company has been able to originate loans to both current and new customers while maintaining credit quality. Other than the decrease in the municipal portfolio reflecting the one day seasonal fluctuation from municipalities and school districts paying down their annual lines of credit as of their June 30 fiscal year end, the composition of the Company's loan portfolio remained relatively unchanged from December 31, 2015. There was no material change in the Company's lending programs or terms during the six months ended June 30, 2016.

The composition of the Company's loan portfolio as of June 30, 2016 and December 31, 2015 was as follows:

Loan Class	June 30, 2016		December 31, 2015	
	Amount	Percent	Amount	Percent
	(Dollars in thousands)			
Residential real estate	\$167,658	32.9	\$165,396	32.7
Construction real estate	33,163	6.5	42,889	8.5
Commercial real estate	247,799	48.7	230,442	45.5
Commercial	31,413	6.2	21,397	4.2
Consumer	3,845	0.8	3,963	0.8
Municipal	18,580	3.6	36,419	7.2
Loans held for sale	6,749	1.3	5,635	1.1
Total loans	509,207	100.0	506,141	100.0
Allowance for loan losses	(5,226 )		(5,201 )	

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Unamortized net loan costs	602	515
Net loans and loans held for sale	\$504,583	\$501,455

The Company originates and sells qualified residential mortgage loans in various secondary market avenues, with a majority of sales made to the FHLMC/Freddie Mac. At June 30, 2016, the Company serviced a \$588.2 million residential real estate mortgage portfolio, of which \$6.7 million was held for sale and approximately \$413.8 million was serviced for unaffiliated third parties.

The Company sold \$58.3 million of qualified residential real estate loans primarily originated during the first six months of 2016 to the secondary market to mitigate long-term interest rate risk and to generate fee income, compared to sales of \$67.8 million during the first six months of 2015. The volume of saleable mortgage loan originations for the six months ended June 30, 2016

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was \$59.2 million, compared to originations of \$62.8 million for the same period in 2015. A decrease of \$3.6 million in originations along with a reduction of \$5.1 million in loans held for sale at December 31, 2015 compared to December 31, 2014 are the primary contributing factors in the decline in volume of loans sold. The Company generally retains the servicing rights on sold residential mortgage loans. The Company originates and sells FHA, VA, and RD residential mortgage loans, and also has an Unconditional Direct Endorsement Approval from HUD which allows the Company to approve FHA loans originated in any of its Vermont or New Hampshire locations without needing prior HUD approval. The Company sells VA and FHA loans as originated with servicing released. Some of the government backed loans qualify for zero down payments without geographic or income restrictions. These loan products increase the Company's ability to serve the borrowing needs of residents in the communities we serve, including low and moderate income borrowers, while the government guaranty mitigates our exposure to credit risk. The Company also originates commercial real estate and commercial loans under various SBA, USDA and State sponsored programs which provide a government agency guaranty for a portion of the loan amount. There was \$5.6 million guaranteed under these various programs at June 30, 2016 on an aggregate balance of \$7.0 million in subject loans. The Company occasionally sells the guaranteed portion of the loan to other financial concerns and retains servicing rights, which generates fee income. There were \$47 thousand of commercial real estate loans sold in the first six months of 2016 and no commercial real estate loans sold in the first six months of 2015. The Company recognizes gains and losses on the sale of the principal portion of these loans as they occur.

The Company serviced \$17.5 million of commercial and commercial real estate loans for unaffiliated third parties as of June 30, 2016. This includes \$14.1 million of commercial or commercial real estate loans the Company has participated out to other financial institutions, in the ordinary course of business on a nonrecourse basis, for liquidity or credit concentration management purposes.

The Company capitalizes servicing rights for all loans sold with servicing retained and recognizes gains and losses on the sale of the principal portion of these loans as they occur. The unamortized balance of servicing rights on loans sold with servicing retained was \$1.6 million at June 30, 2016, with an estimated market value in excess of the carrying value as of such date. Management periodically evaluates and measures the servicing assets for impairment.

There were no residential real estate loans pledged to secure municipal deposits above the FDIC insurance coverage level as of June 30, 2016. Qualified residential first mortgage loans held by Union are eligible to be pledged as collateral for borrowings from the FHLB under a blanket lien.

**Asset Quality.** The Company, like all financial institutions, is exposed to certain credit risks, including those related to the value of the collateral that secures its loans and the ability of borrowers to repay their loans. Consistent application of the Company's conservative loan policies has helped to mitigate this risk and has been prudent for both the Company and its customers. Renewed market volatility, high unemployment rates or weakness in the general economic condition of the country or our market area, may have a negative effect on our customers' ability to make their loan payments on a timely basis and/or on underlying collateral values. Management closely monitors the Company's loan and investment portfolios, OREO and OAO for potential problems and reports to the Company's and Union's Board at regularly scheduled meetings. Repossessed assets and loans or investments that are 90 days or more past due are considered to be nonperforming assets. Board approved policies set forth portfolio diversification levels to mitigate concentration risk and the Company participates large credits out to other financial institutions to further mitigate that risk.



The following table shows the composition of nonperforming assets at the dates indicated and trends of certain ratios monitored by the Company's management in reviewing asset quality:

	As of or for the six months ended June 30, 2016	As of or for the year ended December 31, 2015	As of or for the six months ended June 30, 2015	
	(Dollars in thousands)			
Nonaccrual loans	\$2,627	\$ 2,521	\$2,153	
Accruing loans 90+ days delinquent	795	836	821	
Total nonperforming loans (1)	3,422	3,357	2,974	
OREO	—	—	171	
Total nonperforming assets	\$3,422	\$ 3,357	\$3,145	
Allowance for loan losses to loans not held for sale (2)	1.04	% 1.04	% 1.04	%
Allowance for loan losses to nonperforming loans	152.72	% 154.93	% 165.40	%
Nonperforming loans to total loans	0.67	% 0.66	% 0.62	%
Nonperforming assets to total assets	0.54	% 0.53	% 0.52	%
Delinquent loans (30 days to nonaccruing) to total loans	1.00	% 1.61	% 1.09	%
Net charge-offs (annualized) to average loans not held for sale	0.05	% 0.01	% 0.01	%
Loan loss provision to net charge-offs, year-to-date	59.81	% 1,280.17	% 971.21	%

The Company had guarantees of U.S. or state government agencies on the above nonperforming loans totaling \$444 thousand at June 30, 2016, \$291 thousand at December 31, 2015, and \$261 thousand at June 30, 2015. The (1) acquired loan portfolios from the 2011 Branch Acquisition were transferred to the Company's existing loan portfolios during the fourth quarter of 2015.

Calculation includes the net carrying amount of loans recorded at fair value from the 2011 Branch Acquisition as (2) of June 30, 2015 (\$8.2 million). Excluding such loans, the ALL to loans not purchased and not held for sale was 1.06% at June 30, 2015.

The level of nonaccrual loans increased \$106 thousand, or 4.2%, since December 31, 2015, and accruing loans delinquent 90 days or more decreased \$41 thousand, or 4.9%, during the same time period. The percentage of nonperforming loans to total loans increased from 0.66% to 0.67%. There were no residential real estate loans in process of foreclosure at June 30, 2016. The aggregate interest income not recognized on nonaccrual loans amounted to approximately \$1.3 million and \$1.1 million as of June 30, 2016 and 2015, respectively and \$1.2 million as of December 31, 2015.

At June 30, 2016 and December 31, 2015, the Company had loans rated substandard that were on a performing status totaling \$2.4 million. In management's view, substandard loans represent a higher degree of risk of becoming nonperforming loans in the future. The Company's management is focused on the impact that the economy may have on its borrowers and closely monitors industry and geographic concentrations for evidence of financial problems. This winter season saw a lack of snow which put some strain on the local tourism industry. The Company has managed through difficult tourism seasons in the past and management is closely monitoring the results and impact of this season on our borrowers. Outside of the poor winter weather and its effect on the tourism industry, improvement in local economic indicators has been identified over the past year. The unemployment rate has stabilized in Vermont and was at a 3.2% level for June 2016 compared to 3.6% for June 2015. The New Hampshire unemployment rate was 2.8% for June 2016 compared to 3.8% for June 2015. These rates compare favorably with the nationwide unemployment rate at 4.9% and 5.3% for the comparable periods. Management will continue to monitor the national, regional and local economic environment and its impact on unemployment, business failures and real estate values in

the Company's market area.

On occasion, the Company acquires residential or commercial real estate properties through or in lieu of loan foreclosure. These properties are held for sale and are initially recorded as OREO at fair value less estimated selling costs at the date of the Company's acquisition of the property, with fair value based on an appraisal for more significant properties and on a broker's price opinion for less significant properties. Holding costs and declines in the fair value of properties acquired are expensed as incurred. Declines in the fair value after acquisition of the property result in charges against income before tax. There were no such declines for the three and six months ended June 30, 2016 and a \$29 thousand decline for the three and six months ended June 30, 2015. The Company evaluates each OREO property at least quarterly for changes in the fair value. The Company had no properties classified as OREO at June 30, 2016 and December 31, 2015.

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Allowance for Loan Losses. Some of the Company's loan customers ultimately do not make all of their contractually scheduled payments, requiring the Company to charge off a portion or all of the remaining principal balance due. The Company maintains an ALL to absorb such losses. The ALL is maintained at a level believed by management to be appropriate to absorb probable credit losses inherent in the loan portfolio as of the evaluation date; however, actual loan losses may vary from current estimates. The Company's policy and methodologies for establishing the ALL, described in the Company's Annual Report on Form 10-K for the year ended December 31, 2015, did not change during the first six months of 2016.

Impaired loans, including \$3.0 million of TDR loans, were \$5.0 million at June 30, 2016, with government guaranties of \$578 thousand and a specific reserve amount allocated of \$142 thousand. Impaired loans, including \$2.7 million of TDR loans, at December 31, 2015 were \$4.9 million, with government guaranties of \$606 thousand and a specific reserve amount allocated of \$357 thousand. Based on management's evaluation of the Company's historical loss experience on substandard commercial loans, commercial loans with balances greater than \$500 thousand was established as the threshold for individual impairment evaluation with a specific reserve allocated when warranted. Commercial loans with balances under this threshold are collectively evaluated for impairment as a homogeneous pool of loans, unless such loans are subject to a restructuring agreement or have been identified as impaired as part of a larger customer relationship. The specific reserve amount allocated to individually identified impaired loans decreased \$215 thousand as a result of the June 30, 2016 impairment evaluation.

The following table reflects activity in the ALL for the three and six months ended June 30, 2016 and 2015:

	For The Three Months Ended June 30, 2016		For The Six Months Ended June 30, 2015	
	2016	2015	2016	2015
	(Dollars in thousands)			
Balance at beginning of period	\$5,125	\$4,773	\$5,201	\$4,694
Charge-offs	—	(25)	(156)	(50)
Recoveries	26	21	31	25
Net charge-offs	26	(4)	(125)	(25)
Provision for loan losses	75	150	150	250
Balance at end of period	\$5,226	\$4,919	\$5,226	\$4,919

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

	June 30, 2016		December 31, 2015	
	Amount	Percent	Amount	Percent
	(Dollars in thousands)			
Residential real estate	\$1,382	33.4	\$1,419	33.0
Construction real estate	373	6.6	514	8.6
Commercial real estate	2,837	49.3	2,792	46.0
Commercial	240	6.2	209	4.3
Consumer	27	0.8	28	0.8
Municipal	26	3.7	38	7.3
Unallocated	341	—	201	—
Total	\$5,226	100.0	\$5,201	100.0

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

There were no changes to the reserve factors assigned to any of the loan portfolios based on the qualitative factor reviews performed during the first six months of 2016. Management of the Company believes, in its best estimate, that the ALL at June 30, 2016 is appropriate to cover probable credit losses inherent in the Company's loan portfolio as of such date. However, there can be no assurance that the Company will not sustain losses in future periods which could be greater than the size of the ALL at June 30, 2016. In addition, our banking regulators, as an integral part of their examination process, periodically review our ALL. Such agencies may require us to recognize adjustments to the ALL based on their judgments about information available to them at the time of their examination. A large adjustment to the ALL for losses in future periods may require increased provisions to replenish the ALL, which could negatively affect earnings. While the Company recognizes that economic slowdowns or financial and credit

market turmoil may adversely impact its borrowers' financial performance and ultimately their ability to repay their loans, management continues to be cautiously optimistic about the collectability of the Company's loan portfolio.

Investment Activities. At June 30, 2016, investment securities classified as AFS totaled \$58.1 million and securities classified as HTM totaled \$2.0 million, or \$60.1 million combined, comprising 9.4% of assets. Total investment securities increased \$812 thousand, or 1.4%, from \$59.3 million, or 9.4% of total assets at December 31, 2015. Net unrealized gains for the Company's AFS investment securities portfolio were \$1.3 million as of June 30, 2016, compared to net unrealized losses of \$42 thousand as of December 31, 2015. Net unrealized gains of \$857 thousand, net of income tax effect, were reflected in the Company's accumulated OCI component of stockholders' equity at June 30, 2016. Net unrealized gains in the Company's HTM investment securities portfolio were \$8 thousand at June 30, 2016 compared to net unrealized losses of \$101 thousand at December 31, 2015. No declines in value were deemed by management to be OTT at June 30, 2016. Deterioration in credit quality and/or imbalances in liquidity that may exist in the financial marketplace might adversely affect the fair values of the Company's investment portfolio and the amount of gains or losses ultimately realized on the sale of such securities, and may also increase the potential that certain resulting unrealized losses will be designated as OTT in future periods, resulting in write-downs and charges to earnings. There was \$20.5 million of investment securities pledged to secure various public deposits or customer repurchase agreements as of June 30, 2016, compared to \$25.7 million at December 31, 2015.

Deposits. The following table shows information concerning the Company's average deposits by account type and weighted average nominal rates at which interest was paid on such deposits for the six months ended June 30, 2016 and year ended December 31, 2015:

	Six Months Ended June 30, 2016		Year Ended December 31, 2015			
	Average Amount	Percent of Total Deposits	Average Rate	Average Amount	Percent of Total Deposits	Average Rate
(Dollars in thousands)						
Nontime deposits:						
Noninterest bearing deposits	\$101,692	18.2	—	\$96,994	17.8	—
Interest bearing checking accounts	122,553	22.0	0.08 %	118,344	21.7	0.08 %
Money market accounts	96,536	17.3	0.22 %	100,128	18.4	0.19 %
Savings accounts	91,607	16.4	0.15 %	87,551	16.1	0.15 %
Total nontime deposits	412,388	73.9	0.11 %	403,017	74.0	0.10 %
Time deposits:						
Less than \$100,000	63,657	11.4	0.65 %	64,254	11.8	0.67 %
\$100,000 and over	82,221	14.7	1.00 %	77,327	14.2	1.08 %
Total time deposits	145,878	26.1	0.85 %	141,581	26.0	0.89 %
Total deposits	\$558,266	100.0	0.30 %	\$544,598	100.0	0.31 %

The Company participates in CDARS, which permits the Company to offer full deposit insurance coverage to its customers by exchanging deposit balances with other CDARS participants. CDARS also provides the Company with an additional source of funding and liquidity through the purchase of deposits. There were \$11.1 million of time deposits of \$250,000 or less on the balance sheet at June 30, 2016 and \$11.2 million at December 31, 2015, which were exchanged with other CDARS participants and are therefore considered for certain regulatory purposes to be "brokered" deposits. There were no purchased CDARS deposits at June 30, 2016 or December 31, 2015.

The Company also participates in the ICS program, a service through which Union can offer its customers a savings product with access to unlimited FDIC insurance, while receiving reciprocal deposits from other banks. Like the exchange of certificate of deposit accounts through CDARS, exchange of savings deposits through ICS provides full deposit insurance coverage for the customer, thereby helping Union retain the full amount of the deposit on its balance

sheet. As with the CDARS program, in addition to reciprocal deposits, participating banks may also purchase one-way ICS deposits. At June 30, 2016, \$3.0 million of the Company's ICS deposits represented purchased deposits. There were no purchased ICS deposits at December 31, 2015. There were \$5.7 million and \$2.1 million in exchanged ICS money market deposits on the balance sheet June 30, 2016 and December 31, 2015, respectively.

At June 30, 2016, there was \$3.0 million in retail brokered deposits issued under master certificates of deposit to a deposit broker. There were no such deposits at December 31, 2015.

The following table provides a maturity distribution of the Company's time deposits in amounts of \$100,000 and over at June 30, 2016 and December 31, 2015:

	June 30, December 31,	
	2016	2015
	(Dollars in thousands)	
Within 3 months	\$ 11,200	\$ 7,456
3 to 6 months	7,548	54,776
6 to 12 months	14,803	12,964
Over 12 months	12,893	13,444
	\$46,444	\$ 88,640

In total, the Company's time deposits in amounts of \$100 thousand and over decreased \$42.2 million, or 47.6%, between December 31, 2015 and June 30, 2016, and the average total balance increased from \$77.3 million to \$82.2 million. There was a change in each of the maturity time frames, especially the within 3 months and 3 to 6 months categories. In Vermont, the fiscal year ends on June 30 for the majority of municipalities and school districts, with most of their time deposits maturing on that date, causing the majority of the swing between time periods.

During the first six months of 2016, average total deposits grew \$13.7 million, or 2.5%, compared to the year ended December 31, 2015, with growth in all categories except time deposits less than \$100 thousand and money market accounts. Time deposits have trended towards short duration or migrated to nontime deposits because of the low interest rate environment and the perceived customer desire to be in a position to redeploy funds should there be a rise in interest rates. Time deposits at June 30, 2016 decreased \$39.7 million, or 26.4%, from December 31, 2015, with the majority of the decrease due to Vermont municipalities using their deposits to pay down their annual credit lines prior to their June 30 fiscal year end in order to comply with applicable legal requirements for short-term municipal borrowing.

A provision of the Dodd-Frank Act permanently raised FDIC deposit insurance coverage to \$250 thousand per depositor per insured depository institution for each account ownership category. At June 30, 2016, the Company had deposit accounts with less than \$250 thousand totaling \$407.5 million, or 74.4% of its deposits, with FDIC insurance protection. An additional \$18.6 million of municipal deposits were over the FDIC insurance coverage limit at June 30, 2016 and were collateralized by Union under applicable state regulations by investment securities.

Borrowings. Total borrowed funds at June 30, 2016 were \$27.8 million compared to \$9.6 million at December 31, 2015, a net increase of \$18.2 million, or 190.8%. The FHLB option advance borrowings were \$26.4 million at June 30, 2016, at a weighted average rate of 1.50%, and \$7.9 million at December 31, 2015, at a weighted average rate of 3.46%. The increase in borrowed funds was utilized to fund loan demand and purchase investment securities. The increase in option advance borrowings reflects a \$6 million three month bullet advance at 0.55% and a \$5 million one month bullet advance at 0.46% taken during the second quarter of 2016, as well as a \$2.5 million six month bullet advance at 0.78% and a \$5.0 million seven year option advance (callable after two years) at 0.99% taken during the first quarter of 2016. These advances were partially offset by scheduled monthly payments of \$152 thousand on long-term FHLB amortizing advances. In addition, the Company had overnight secured customer repurchase agreement sweeps at June 30, 2016 of \$1.4 million, at a weighted average rate of 0.24%, compared to \$1.6 million, at a weighted average rate of 0.25% at December 31, 2015, a decrease of \$174 thousand, or 10.7%. The volume of the overnight secured customer repurchase agreement sweeps is volatile and is a function of the customer's cash flow needs.

Commitments, Contingent Liabilities, and Off-Balance-Sheet Arrangements. The Company is a party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its customers, to reduce its own exposure to fluctuations in interest rates and to implement its strategic objectives. These financial

instruments include commitments to extend credit, standby letters of credit, interest rate caps and floors written on adjustable-rate loans, commitments to participate in or sell loans, commitments to buy or sell securities, certificates of deposit or other investment instruments and risk-sharing commitments or guarantees on certain sold loans. Such instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized on the balance sheet. The contractual or notional amounts of these instruments reflect the extent of involvement the Company has in a particular class of financial instruments.

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



credit approvals, limits, and monitoring procedures. The Company generally requires collateral or other security to support financial instruments with credit risk.

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

	June 30, 2016	December 31, 2015
	(Dollars in thousands)	
Commitments to originate loans	\$52,839	\$ 24,176
Unused lines of credit	74,325	77,542
Standby and commercial letters of credit	1,624	1,614
Credit card arrangements	1,339	1,369
FHLB Mortgage Partnership Finance credit enhancement obligation, net	576	572
Commitment to purchase investment in a real estate limited partnership	2,018	980
Commitment to purchase investment securities	—	1,336
Total	\$132,721	\$ 107,589

Commitments to originate loans are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have a fixed expiration date or other termination clause and may require payment of a fee. Since many of the loan commitments are expected to expire without being drawn upon and not all credit lines will be utilized, the total commitment amounts do not necessarily represent future cash requirements. Lines of credit incur seasonal volume fluctuations due to the nature of some customers' businesses, such as tourism and maple syrup products production. The large increase in commitments to originate loans at June 30, 2016 from December 31, 2015 is primarily the result of the municipalities' and school districts' fiscal cycle, with \$25.0 million committed to them on June 30, 2016 for their fiscal year beginning July 1, 2016.

The Company did not hold derivative or hedging instruments at June 30, 2016 or December 31, 2015.

The Company's subsidiary bank is required (as are all banks) to maintain vault cash or a noninterest bearing reserve balance as established by FRB regulations. The Bank's average total required reserve for the 14 day maintenance period including June 30, 2016 was \$806 thousand and for December 31, 2015 was \$726 thousand, both of which were satisfied by vault cash.

**Contractual Obligations.** The Company and Union have various financial obligations, including contractual obligations that may require future cash payments. The following table presents, as of June 30, 2016, significant fixed and determinable contractual obligations to third parties:

	June 30, 2016 (Dollars in thousands)
Operating lease commitments	\$ 249
Contractual payments on borrowed funds (1)	27,808
Deposits without stated maturity (1) (2)	437,320
Certificates of deposit (1) (2)	110,644
Deferred compensation payouts	893
Total	\$ 576,914

(1) The amounts exclude interest payable.

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

Liquidity. Liquidity is a measurement of the Company's ability to meet potential cash requirements, including ongoing commitments to fund deposit withdrawals, repay borrowings, fund investment and lending activities, and for other general business purposes. The primary objective of liquidity management is to maintain a balance between sources and uses of funds to meet our cash flow needs in the most economical and expedient manner. The Company's principal sources of funds are deposits; amortization, prepayment and maturity of loans, investment securities, interest bearing deposits and other short-term investments; sales of securities and loans AFS; earnings; and funds provided from operations. Contractual principal repayments on loans are a relatively predictable source of funds, however, deposit flows and loan and investment prepayments can be significantly influenced by

market interest rates, economic conditions, and rates offered by our competitors. Managing liquidity risk is essential to maintaining both depositor confidence and earnings stability.

As of June 30, 2016, Union, as a member of FHLB, had access to unused lines of credit up to \$2.2 million over and above the \$26.4 million in outstanding term advances. With the purchase of required FHLB Class B common stock and evaluation by the FHLB of the underlying collateral available, line availability could have risen to approximately \$24.7 million at June 30, 2016. This line of credit can be used for either short-term or long-term liquidity or other needs.

Union also maintains an IDEAL Way Line of Credit with the FHLB. The total line available was \$551 thousand at June 30, 2016. There were no borrowings against this line of credit as of such date. Interest on this line is chargeable at a rate determined by the FHLB and payable monthly. Should Union utilize this line of credit, qualified portions of the loan and investment portfolios would collateralize these borrowings.

In addition to its borrowing arrangements with the FHLB, Union maintains two pre-approved federal funds lines of credit totaling \$12.0 million with two upstream correspondent banks and one-way buy options with CDARS and ICS as well as access to the FRB discount window, which would require pledging of qualified assets. Core deposits are the lowest cost of funds the Company has access to but these deposits may not be sufficient to cover the on balance sheet liquidity needs which makes using these other sources necessary. In an attempt to control the cost of these other sources, an agreement was entered into with Promontory Interfinancial Network that locks in the cost of funds on purchased ICS deposits at 10 basis points over the federal funds rate for a period of one year. At June 30, 2016 there was \$3.0 million of purchased ICS deposits under this agreement at a rate of .60%. As of that date, there were no purchased CDARS deposits and no outstanding advances on the federal funds lines or at the discount window.

Union's investment and residential loan portfolios provide a significant amount of contingent liquidity that could be accessed in a reasonable time period through sales of those portfolios. We also have additional contingent liquidity sources with access to the brokered deposit market and the FRB discount window. These sources are considered as liquidity alternatives in our contingent liquidity plan. Management believes the Company has sufficient liquidity to meet all reasonable borrower, depositor, and creditor needs in the present economic environment. However, any projections of future cash needs and flows are subject to substantial uncertainty, including factors outside the Company's control.

**Capital Resources.** Capital management is designed to maintain an optimum level of capital in a cost-effective structure that meets target regulatory ratios, supports management's internal assessment of economic capital, funds the Company's business strategies and builds long-term stockholder value. Dividends are generally in line with long-term trends in earnings per share and conservative earnings projections, while sufficient profits are retained to support anticipated business growth, fund strategic investments, maintain required regulatory capital levels and provide continued support for deposits. The Company continues to evaluate growth opportunities both through internal growth or potential acquisitions.

Stockholders' equity increased from \$53.6 million at December 31, 2015 to \$56.0 million at June 30, 2016, reflecting net income of \$3.9 million for the first six months of 2016, an increase of \$884 thousand in accumulated OCI, \$33 thousand of stock based compensation and a \$56 thousand increase due to the issuance of 2,500 shares of common stock resulting from the exercise of 2,500 incentive stock options. These increases were partially offset by cash dividends paid of \$2.5 million and stock repurchases of \$6 thousand during the six months ended June 30, 2016.

The Company has 7,500,000 shares of \$2.00 par value common stock authorized. As of June 30, 2016, the Company had 4,934,296 shares issued, of which 4,459,535 were outstanding and 474,761 were held in treasury.

In January 2016, the Company's Board reauthorized the limited stock repurchase plan that was initially established in May of 2010 and has been reauthorized annually since that time. The limited stock repurchase plan allows the repurchase of up to a fixed number of shares of the Company's common stock each calendar quarter (currently 3,000 shares) in open market purchases or privately negotiated transactions, as management deems advisable and as market conditions may warrant. The repurchase authorization for a calendar quarter expires at the end of that quarter to the extent it has not been exercised, and is not carried forward into future quarters. The quarterly repurchase authorization expires on December 31, 2016, unless reauthorized. The Company repurchased 213 shares during the first six months of 2016 under this program at a total cost of \$6 thousand.

During the first quarter of 2016 the Company adopted a Dividend Reinvestment and Stock Purchase Plan whereby registered shareholders may elect to reinvest cash dividends and optional cash contributions to purchase additional shares of the Company's common stock. The Company has reserved 200,000 shares of its common stock for issuance and sale under the DRIP. As of June 30, 2016, 71 shares of stock had been issued from treasury stock under the DRIP.

Under rules effective January 1, 2015, a bank holding company, such as the Company, is considered “well capitalized” if the bank holding company (i) has a total risk based capital ratio of at least 10%, (ii) has a Tier I risk-based capital ratio of at least 8%, and (iii) is not subject to any written agreement order, capital directive or prompt corrective action directive to meet and maintain a specific capital level for any capital measure. In addition, the FDIC has amended its prompt corrective action rules to reflect the revisions made by the new capital rules implementing Basel III. Under the FDIC’s revised rules, which became effective January 1, 2015, an FDIC supervised institution is considered “well capitalized” if it (i) has a total risk-based capital ratio of 10.0% or greater; (ii) a Tier I risk-based capital ratio of 8.0% or greater; (iii) a common Tier I equity ratio of at least 6.5% or greater, (iv) a leverage capital ratio of 5.0% or greater; and (iv) is not subject to any written agreement, order, capital directive, or prompt corrective action directive to meet and maintain a specific capital level for any capital measure. The final rule also requires unrealized gains and losses on certain “available-for-sale” securities holdings to be included for purposes of calculating regulatory capital requirements unless a one-time opt-out is exercised. The Bank elected to opt-out of this regulatory capital provision. By opting out of the provision, the bank retains what is known as the accumulated other comprehensive income filter. The rule limits a banking organization’s capital distributions and certain discretionary bonus payments if the banking organization does not hold a “capital conservation buffer” consisting of 2.5% of common equity Tier 1 capital to risk-weighted assets in addition to the amount necessary to meet its minimum risk-based capital requirements.

As of June 30, 2016, both the Company and Union met all capital adequacy requirements to which they are subject. There were no conditions or events between June 30, 2016 and the date of this report that management believes have changed either Company’s regulatory capital category.

	Actual		For Capital Adequacy Purposes		To Be Well Capitalized Under Prompt Corrective Action Provisions		
	Amount	Ratio	Amount	Ratio	Amount	Ratio	Ratio
As of June 30, 2016	(Dollars in thousands)						
Company:							
Total capital to risk weighted assets	\$ 59,900	13.41	% \$ 35,735	8.00%	N/A	N/A	N/A
Tier I capital to risk weighted assets	54,674	12.24	% 26,801	6.00%	N/A	N/A	N/A
Common Equity Tier 1 to risk weighted assets	54,674	12.24	% 20,101	4.50%	N/A	N/A	N/A
Tier I capital to average assets	54,674	8.48	% 25,790	4.00%	Contributions		
					(2) Earnings	Distributions	Balance
Steven E. Trager	—	—	—	—	—	—	—
A. Scott Trager	—	—	—	—	—	—	—
William R. Nelson	8,500	8,500	(1,680)	—	15,320		
John T. Rippy	16,286	16,286	(3,220)	—	29,352		
Kevin D. Sipes	16,286	16,286	(3,220)	—	29,352		

(1) The amounts listed in this column are also included in the “Summary Compensation Table” in columns (c) and (j).  
 (2) The amounts listed in this column are also included in columns (i) and (j) of the “Summary Compensation Table.”



## POST-EMPLOYMENT COMPENSATION

Republic entered into Officer Compensation Continuation Agreements with Steven E. Trager and A. Scott Trager, that became effective January 12, 1995 and were amended and restated in 2008. Republic entered into an Officer Compensation Continuation Agreement with Kevin D. Sipes, that became effective June 15, 2001 and that was also amended and restated in 2008 (all collectively, "Agreements"). These Agreements provide for the payment of the NEO's Base Salary for up to a period of two (2) years in the event of disability or if, following the announcement of a potential change in control, or after an actual change in control, the NEO terminates his employment for "Good Reason" or his employment is terminated other than pursuant to death or for "Cause," as defined in the Agreements. "Good Reason" is defined to include a material diminution in duties or demotion, material change in benefit plans or fringe benefits, or a reduction in Base Salary. In addition, benefits provided by the Bank are to continue for the salary continuation period, to the extent possible, or alternative benefits are to be secured. For purposes of these Agreements, a change in control includes the acquisition by a person of beneficial ownership of securities representing greater voting power than held by the "Trager Family Members" as a group or a reduction to less than 25% of the combined voting power of the stock held by the "Trager Family Members."

Payments under an Agreement to an executive who is a "key employee" may not commence earlier than six (6) months following the executive's separation from service from Republic and the Bank. The initial payment to an executive will include any make up payments that would have been made to the executive but for the delay due to the executive's status as a "key employee." The Agreement with Kevin D. Sipes called for a lump sum payment at its present value six (6) months following his separation from service, rather than continuation of periodic compensation payments. All of the Agreements limit the total value of the consideration paid to three times the five-year average of the NEOs' prior taxable compensation, so as to avoid lost tax deductions or excise taxes under Internal Revenue Code Section 280G.

The Agreements are automatically extended for one (1) additional year at each December 31, to maintain a three (3) year coverage period, unless Republic gives notice to the NEO(s) that it elects not to extend the Agreement(s). Therefore, the Agreements were renewed effective as of December 31, 2018 for a term to cover any change in control that occurs within three (3) years after that date.

Detail of executive agreements that trigger post-employment payments, trigger events and estimated payment amount/values follow, including, in the case of NEOs who do not have change in control agreements, the potential spread in value that would be realized on as-yet unvested equity awards or deferred compensation plan matching if a change in control had occurred on December 31, 2018:

Executive Name	Agreement Which Triggers Payments	Trigger Event	Estimated Payment Amount/Value (2)
Steven E. Trager	Officer Compensation Continuation Agreement (1)	Termination of Employment after potential or actual Change in Control	\$ 866,006
A. Scott Trager	Officer Compensation Continuation Agreement (1) and equity grant agreements with accelerated vesting on Change in Control	Termination of Employment after potential or actual Change in Control + Equity award vesting occurs at Change in Control	\$ 990,227

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William R. Nelson	Equity grant agreements and deferred compensation match accelerated vesting on Change in Control	Change in Control	\$ 668,515
John T. Rippy	Equity grant agreements and deferred compensation match accelerated vesting on Change in Control	Change in Control	\$ 289,871
Kevin D. Sipes	Officer Compensation Continuation Agreement (1), equity grant agreements and deferred compensation match accelerated vesting on Change in Control	Termination of Employment after potential or actual Change in Control + Equity award and deferred compensation match vesting occurs at Change in Control	\$ 958,627

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(1) Each of these agreements is described in more detail in the section above.



- (2) The estimated values are determined based on the Agreements' terms, and assuming a trigger event for payment occurred on December 31, 2018. In the case of the Officer Compensation Continuation Agreements, (i) the value of benefits continuing for up to 24 months was assumed to be equal to two times the Bank's cost of health, dental, life, long-term disability, 401(k), Non-Employee Director and Key Employee Deferred Compensation Plan benefits for the NEO for the fiscal year ending 2018 and (ii) because vesting accelerates on stock options, restricted and performance stock upon change in control, an amount equal to the closing price for the Company's stock as of the last trading date in 2018, less any exercise price due to be paid, times each NEO's total outstanding unvested awards. While each such Agreement includes a cap on the total amounts owed based on the parachute limits of Internal Revenue Code Section 280G, that cap is not expected to reduce the amounts payable for any of these NEOs.

## AUDIT COMMITTEE REPORT

The Audit Committee has furnished the following report:

It is the responsibility of management to prepare the consolidated financial statements and the responsibility of Crowe LLP, Republic's independent registered public accounting firm, to audit the consolidated financial statements for conformity with accounting principles generally accepted in the United States of America. The Audit Committee has adopted a written charter describing the functions and responsibilities of the Audit Committee. The Audit Committee charter is available on the Company's website at [www.republicbank.com](http://www.republicbank.com).

In connection with its review of Republic's consolidated financial statements for 2018, the Audit Committee has:

- Reviewed and discussed the audited consolidated financial statements with management;
- Discussed those matters required to be discussed under Public Company Accounting Oversight Board standards, including those required by Auditing Standard No. 1301;
- Received the written disclosures and the letter from the independent registered public accounting firm required by the independence requirements established by the Securities and Exchange Commission and the Public Company Accounting Oversight Board Rule 3520, and has discussed with the independent registered public accounting firm, the independent registered public accounting firm's independence; and,
- Approved the audit and non-audit services of the independent registered public accounting firm for 2018.

The Audit Committee has also discussed with management and the independent registered public accounting firm, the quality and adequacy of Republic's internal controls and the internal audit function's organization, responsibilities, budget, and staffing. The Audit Committee reviewed with the independent registered public accounting firm their audit plans, audit scope and identification of audit risks. The Audit Committee has procedures in place to receive and address complaints regarding accounting, internal control, or auditing and other Company issues.

Based on the review and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited consolidated financial statements be included as presented in Republic's Annual Report on Form 10-K for the year ended December 31, 2018.

Members of the Audit Committee:

R. Wayne Stratton, CPA, Chair

Craig A. Greenberg

Michael T. Rust

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

With respect to transactions involving the Company and its Directors, Officers, and 5% shareholders, the Audit Committee's charter provides that it will conduct an appropriate review of all related party transactions for potential conflict of interest situations on an ongoing basis, and the approval by the Audit Committee is required for all such transactions (other than transactions governed by Regulation O of the Board of Governors of the Federal Reserve

System, which have received the approval of the Board of Directors of the Company's bank subsidiary). In reviewing a related party transaction, the Audit Committee considers the material terms of the transaction, including whether the terms are generally available to an unaffiliated third party under similar circumstances. In addition, the Board of Directors is informed of such related party transactions.

**Leasing Arrangements.** Within the Louisville, Kentucky, metropolitan area, the Bank leases space in buildings owned by a limited liability company whose managing member is Steven E. Trager, and limited liability companies whose sole managing member is Jaytee, a partnership in which Steven E. Trager is a general partner and is co-trustee with Jean S. Trager of a trust which is also a general partner. See notes to the table under "Share Ownership." The buildings include Republic Corporate Center, which serves as both the Company's main office and administrative headquarters in Louisville, Kentucky, and is owned and leased by MAKBE, LLC, a limited liability company beneficially owned by the grandchildren of Bernard M. Trager and managed by Steven E. Trager. During 2018, additional leasing relations included the Bank's Hurstbourne Parkway banking center which is owned and leased to the Bank by Jaytee – Hurstbourne, LLC, the Bardstown Road banking center which is owned and leased to the Bank by Jaytee – Bardstown, LLC and the Springhurst banking center that is owned and leased to the Bank by Jaytee – Springhurst, LLC. In addition, space at the Republic Plaza location is owned and leased to the Bank by Jaytee Properties II SPE, LLC, of which Steven E. Trager is manager. Under certain of these lease arrangements, the Bank was responsible for the fit-up and certain build out costs associated with the leased premises at those facilities. Altogether, these affiliates currently lease 218,262 square feet to the Bank and the Bank pays \$384,786 per month in rent, with lease terms expiring between 2019 and 2028. The aggregate annual amount paid under these affiliate leasing arrangements in 2018 was \$4,487,141. In accordance with the Audit Committee charter, each of the above leasing transactions was approved by the Board of Directors and the Audit Committee and all were determined by the Board of Directors and the Audit Committee to be on terms comparable to those that could have been obtained from unaffiliated parties.

**Right of First Offer Agreement.** On September 19, 2007, Republic entered into a Right of First Offer Agreement (the "Agreement") with Teebank Family Limited Partnership ("Teebank"), and Bernard M. Trager and Jean S. Trager (collectively, the "Tragers").

The Agreement does not restrict Teebank's sale of shares of Republic common stock up until the trigger date (the "Trigger Date") of the second to die of the Tragers. If Teebank desires to sell to a third party up to 1,000,000 shares of Class A Common Stock in the nine (9) months following the Trigger Date, Teebank must first offer the shares to Republic. Republic then has twenty (20) business days after the notice of a proposed sale to exercise the option, subject to satisfaction of any required regulatory notice requirements and receipt of all required regulatory approvals within sixty (60) days of the option exercise. The option exercise price is the Fair Market Value, as defined in the Agreement, of the shares on the closing date. Teebank is not required to consummate the transaction if the Fair Market Value on the closing date is less than 95% of the Fair Market Value on the date Teebank first gave notice of the proposed sale. Republic can exercise the option only if a majority of Republic's independent directors determine at the time of exercise that the exercise is in Republic's best interests.

The Agreement terminates on the first to occur of the following: (i) a Change in Control, as defined in the Agreement, of Republic, (ii) Republic's duty to file reports required under Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 is suspended, or (iii) fourteen (14) months following the Trigger Date. In addition, Teebank may terminate the Agreement following a material change in the anticipated impact of the estate tax laws and regulations upon the Tragers or their estates.

**Relationships with Directors.** There are no additional relationships with Republic Directors not described in this section or the subsection of this proxy statement titled "Committees of the Company's Board."

**Indebtedness of Directors, Director Nominees, Executive Officers and Principal Shareholders.** There is no absolute prohibition on personal loans to Directors, Director Nominees, or Executive Officers of insured depository institutions. However, Federal banking laws require that all loans or extensions of credit by the Bank to the Company's

or the Bank's Executive Officers, Directors, and Director Nominees be made on substantially the same terms, including interest rate and collateral requirements, as those prevailing at the time for comparable transactions with the general public and must not involve more than the normal risk of repayment or present other unfavorable features. These loans must be of a type generally made available to the Company's employees or the public at large. In addition, loans made to Executive Officers, Company Directors and Nominees, and Bank Directors must be approved in advance by a majority of the disinterested members of the Board of Directors.

During 2018, Directors, Director Nominees, and Executive Officers of Republic and the Bank and other persons or entities with which they are affiliated or with whom they are members of the same immediate family were customers of and had in the ordinary course of business banking transactions with the Bank. All loans included in such transactions were made in the ordinary course of business, were generally available to the public, were made on substantially the same terms, including interest rate and collateral, as those prevailing at the time for comparable loan transactions with other persons not related to the lender, which loans did not involve more than the normal risk of collectability or present other unfavorable features as per Regulation S-K Item 404(a) Instruction 4(c). As of December 31, 2018, Directors, Director Nominees, Executive Officers and principal shareholders of Republic and the Bank had loans outstanding of \$31.5 million.

Split Dollar Insurance Agreement. By an agreement dated December 14, 1989, as amended August 8, 1994, the Bank entered into a split-dollar insurance agreement with a trust established by the Company's deceased former Chairman, Bernard M. Trager, which agreement the trust assigned to MAKBE, LLC in 2016. Pursuant to the agreement, from 1989 through 2002 the Bank paid \$690,000 in total annual premiums on insurance policies held in the trust. The policies are joint-life policies payable upon the death of Ms. Jean S. Trager, as the survivor of her husband Bernard M. Trager. The cash surrender value of the policies was approximately \$1.76 million as of December 31, 2018.

Pursuant to the terms of the trust, the Bank paid the premiums for the policies held in the trust. In connection with the assignment of, among other assets of the trust, the indebtedness of the trust to MAKBE, LLC, the beneficiaries of the trust will each receive the proceeds of the policies after the repayment of the \$690,000 of indebtedness to the Bank. The aggregate amount of such unreimbursed premiums constitutes indebtedness from MAKBE, LLC to the Bank and is secured by a collateral assignment of the policies. As of December 31, 2018, the net death benefit under the policies was approximately \$4.5 million. Upon the termination of the agreement, whether by the death of Ms. Trager or earlier cancellation, the Bank is entitled to be repaid by MAKBE, LLC the amount of indebtedness outstanding at that time. In July 2018, MAKBE, LLC began making quarterly payments in the amount of \$25,000 to the Bank towards the liability. As of December 31, 2018, the amount owed by MAKBE, LLC to the Bank is \$640,000.

#### SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 requires Republic's Officers, Directors and greater than 10% beneficial owners to file reports of ownership and changes in ownership with the Securities and Exchange Commission. Officers and directors are required to furnish Republic with copies of all Section 16(a) forms filed. Based solely upon review of copies of such forms received, or written representations that there were no unreported holdings or transactions, Republic believes that, for the most recent fiscal year, all Section 16(a) filing requirements applicable to its Officers, Directors and 10% beneficial owners were complied with on a timely basis, except (i) Anthony T. Powell failed to report on his initial Form 3 in 2015 3,073 shares of Class A Common Stock indirectly owned in a retirement account and (ii) each of Robert J. Arnold, Steven E. DeWeese, Juan M. Montano, William R. Nelson, Anthony T. Powell, John T. Rippey and Kevin D. Sipes failed to report timely on Form 4 their initial deferral of shares in June 2018 under the Company's Non-Employee Director and Key Employee Deferred Compensation Plan.

#### SOLICITATION OF PROXIES

The cost of solicitation of proxies hereby will be borne by Republic. Some of Republic's Directors and Officers who will receive no additional compensation may solicit proxies in person and by telephone, electronic media, facsimile, and mail from brokerage houses and other institutions, nominees, fiduciaries, and custodians who will be requested to forward the proxy materials to beneficial owners of the Class A Common Stock and Class B Common Stock.

Republic will, upon request, reimburse such intermediaries for their reasonable expenses in forwarding proxy materials but will not pay fees, commissions, or other compensation.

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## PROPOSAL TWO: ADVISORY VOTE ON EXECUTIVE COMPENSATION

The Company's compensation policies and decisions are designed to promote the Company's business strategies and the interest of its shareholders by providing incentive needed to attract, motivate, and retain key executives who are critical to the Company's long-term success as a financial institution.

Shareholders are urged to read the "Compensation Discussion and Analysis" section of this proxy statement, which discusses how the Company's compensation design and practices reflect the Company's compensation philosophy. The Compensation Committee and the Board of Directors believe that the Company's compensation design and practices are effective in implementing the Company's strategic goals and business strategies.

The Company is required to submit a proposal to shareholders for a (non-binding) advisory vote to approve the compensation of the Company's NEOs pursuant to Section 14A of the 1934 Act. This proposal, commonly known as a "say-on-pay" proposal, gives the Company's shareholders the opportunity to express their views on the compensation of the NEOs. This vote is not intended to address any specific item of compensation, but rather the overall compensation of the Company's NEOs and the compensation practices described in this proxy statement. Accordingly, the following resolution is submitted for shareholder vote at the 2019 Annual Meeting:

"RESOLVED, that the shareholders of Republic Bancorp, Inc. approve, on an advisory basis, the compensation of its Named Executive Officers as disclosed in the proxy statement for the 2019 Annual Meeting, including the Summary Compensation Table and the Compensation Discussion and Analysis set forth in such proxy statement and other related tables and disclosures."

As this is an advisory vote, the result will not be binding on the Company, the Board of Directors, or the Compensation Committee, although the Compensation Committee will consider the outcome of the vote when evaluating the compensation program. Proxies submitted without direction pursuant to this solicitation will be voted "FOR" the approval of the compensation of the Company's NEOs, as disclosed in this proxy statement.

The Board of Directors recommends that shareholders vote "FOR" the approval, on an advisory basis, of the compensation of its Named Executive Officers as disclosed in this proxy statement.

## PROPOSAL THREE: RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

As previously approved by the Audit Committee, Crowe LLP was selected to serve as Republic's independent registered public accounting firm and auditors for the fiscal year ending December 31, 2019. On behalf of Republic's Board of Directors, the Audit Committee of the Board retained Crowe LLP to audit the Company's consolidated financial statements and the effectiveness of the Company's internal control over financial reporting for 2019. Crowe LLP was chosen based on its performance in prior years, its responsiveness, technical expertise, and the appropriateness of fees charged.

Crowe LLP has served as Republic's independent registered public accounting firm since the 1996 fiscal year. The Company's independent registered public accounting firm leases space from Jaytee-Springhurst, LLC, a limited liability company whose sole managing member is Jaytee, a Kentucky limited partnership of which the CHAIR/CEO and PRES of Republic are partners. The Company and Crowe LLP have determined that such leases constitute arm's length transactions and comply with all applicable independence standards. Crowe LLP representatives are expected to attend the 2019 Annual Meeting and will be available to respond to appropriate shareholder questions and will have the opportunity to make a statement if they desire to do so.

We are asking our shareholders to ratify the selection of Crowe LLP as our independent registered public accounting firm for 2019. Although ratification is not required by the Company's Bylaws or otherwise, the Board is submitting the selection of Crowe LLP to our shareholders as a matter of good corporate practice. If the selection is not ratified,

the Audit Committee will consider whether it is appropriate to select another independent registered public accounting firm. Even if the selection is ratified, the Audit Committee, in its discretion, may select a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interest of Republic and its shareholders.



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The Board of Directors recommends a vote “FOR” the proposal to ratify the selection of Crowe LLP as the Company’s independent registered public accounting firm for 2019.

### AUDIT FEE TABLE

Year	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
2018	\$ 360,500	\$ 27,500	\$ —	\$ 40,685
2017	\$ 350,000	\$ —	\$ —	\$ 47,000

The Audit Committee has approved all services provided by Crowe LLP during 2018. Additional details describing the services provided in the categories in the above table are as follows:

#### Audit Fees

Crowe LLP charged \$360,500 in fiscal year 2018 and \$350,000 in fiscal year 2017 for audit fees. These include professional services in connection with the audit of the Company’s annual financial statements and its internal control over financial reporting. They also include reviews of the Company’s financial statements included in the Company’s Quarterly and Annual Reports on Form 10-Q and Form 10-K and for services that are normally provided by the accounting firm in connection with statutory and regulatory filings or engagements for the fiscal years shown.

#### Audit Related Fees

Fees for audit-related services provided by Crowe LLP, as disclosed in the above “Audit Fee Table,” primarily include assistance with the review of various accounting standards and issuance of consents on previously filed financial statements.

#### All Other Fees

Fees for all other services provided by Crowe LLP, as disclosed in the above “Audit Fee Table,” relate to a 401(k) benefit plan audit, a mandated U.S. Department of Housing and Urban Development (HUD) Federal Housing Administration (FHA) compliance audit fees associated with the Company’s participation in an insurance captive, in 2018 and in 2017, and industry training performed for bank management in 2017.

The Audit Committee of the Board of Directors has determined that the provision of the services covered under the caption “Audit Related Fees” above is compatible with maintaining the independent registered public accounting firm’s independence.

#### Pre-Approval Policies and Procedures

The Audit Committee’s charter provides that the committee will pre-approve all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by its independent registered public accounting firm, subject to the de minimis exceptions for non-audit services described in Section 10A(i)(1)(B) of the Securities Exchange Act of 1934 which are approved by the Audit Committee before the completion of the audit. The Audit Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant pre-approvals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant pre-approvals are presented to the full Audit Committee at its next scheduled meeting.



## SHAREHOLDERS' COMMUNICATIONS WITH THE BOARD OF DIRECTORS

Shareholders who want to communicate in writing with the Board of Directors, or specified Directors individually, may send proposed communications to Republic's Corporate Secretary at 601 West Market Street, Louisville, Kentucky 40202. The proposed communication will be reviewed by the Audit Committee and the General Counsel. If the communication is appropriate and serves to advance or improve the Company or its performance, contains no objectionable material or language, is not unreasonable in length, and is directly applicable to the business of Republic, it is expected that the communication will receive favorable consideration for presentation to the Board of Directors or appropriate Director(s).

## OTHER MATTERS

The Board of Directors does not know of any matters to be presented at the Annual Meeting other than as specified in this proxy statement. If, however, any other matters should properly come before the 2019 Annual Meeting, it is intended that the persons named in the enclosed proxy, or their substitutes, will vote such proxy in accordance with their best judgment on such matters.

## SHAREHOLDER PROPOSALS

To be considered for inclusion in the proxy statement for the 2020 Annual Meeting of Shareholders, shareholders who desire to present proposals at such meeting must forward them in writing to the Secretary of Republic so that they are received at 601 West Market Street, Louisville, Kentucky 40202 no later than November 16, 2019; such proposals must comply with SEC requirements related to the inclusion of shareholder proposals in company-sponsored proxy materials. Any notice of a proposal submitted outside the process of Securities Exchange Act Rule 14a-8 that a shareholder intends to bring at our 2020 Annual Meeting of Shareholders should be submitted by January 25, 2020, and the proxies solicited by us for our 2020 Annual Meeting will confer discretionary authority to vote on any such matters without a description of them in the proxy statement for that Annual Meeting. Shareholder proposals submitted after January 25, 2020 will be considered untimely. In accordance with Republic's bylaws, shareholders must provide advance notice of director nominations to be made at the Annual Meeting no later than January 25, 2020.

## ANNUAL REPORT

Republic's 2018 Annual Report on Form 10-K, with certain exhibits, is enclosed with this proxy statement. The 2018 Annual Report on Form 10-K does not form any part of the material for the solicitation of proxies.

Any shareholder who wishes to obtain a copy, without charge, of Republic's Annual Report on Form 10-K for its fiscal year ended December 31, 2018, which includes financial statements and financial statement schedules, and is required to be filed with the Securities and Exchange Commission, may contact Kevin Sipes, Chief Financial Officer, at 601 West Market Street, Louisville, Kentucky 40202.

By Order of The Board of Directors

Steven E. Trager, Chairman and Chief Executive Officer

Louisville, Kentucky

March 15, 2019

Please vote at [www.investorvote.com/RBCAA](http://www.investorvote.com/RBCAA) or mark, date, sign, and return the enclosed proxy as promptly as possible, whether or not you plan to attend the 2019 Annual Meeting in person. If you do attend the 2019 Annual Meeting, you may still vote in person, since the proxy may be revoked at any time prior to its exercise by delivering a written revocation of the proxy to the Secretary of Republic.

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ENDORSEMENT\_LINE \_\_\_\_\_ SACKPACK \_\_\_\_\_ MR A SAMPLE DESIGNATION (IF  
ANY) ADD 1 ADD 2 ADD 3 ADD 4 ADD 5 ADD 6 Online Go to [www.investorvote.com/RBCAA](http://www.investorvote.com/RBCAA) or scan the QR  
code — login details are located in the shaded bar below. Votes submitted electronically must be received by 1:00 am,  
Eastern Daylight Time, on April 24, 2019. Important Notice Regarding the Availability of Proxy Materials for the  
Republic Bancorp, Inc. Shareholder Meeting to be Held on April 24, 2019. Under Securities and Exchange  
Commission rules, you are receiving this notice that the proxy materials for the 2019 Annual Meeting of  
Shareholders are available on the Internet. Follow the instructions below to view the materials and vote online or  
request a copy. The items to be voted on and location of the annual meeting are on the reverse side. Your vote is  
important! This communication presents only an overview of the more complete proxy materials that are available to  
you on the Internet. We encourage you to access and review all of the important information contained in the proxy  
materials before voting. The proxy statement and annual report to shareholders are available at:  
[www.investorvote.com/RBCAA](http://www.investorvote.com/RBCAA) Easy Online Access — View your proxy materials and vote. Step 1: Step 2: Step 3:  
Step 4: Step 5: Go to [www.investorvote.com/RBCAA](http://www.investorvote.com/RBCAA). Click on the icon on the right to view meeting materials.  
Return to the [investorvote.com](http://investorvote.com) window and follow the instructions on the screen to log in. Make your selections as  
instructed on each screen for your delivery preferences. Vote your shares. When you go online, you can also help the  
environment by consenting to receive electronic delivery of future materials. Obtaining a Copy of the Proxy  
Materials – If you want to receive a copy of the proxy materials, you must request one. There is no charge to you for  
requesting a copy. Please make your request as instructed on the reverse side on or before April 11, 2019 to facilitate  
timely delivery. + 2 N O T C O Y 02ZKTC MMMMMMMMMM Shareholder Meeting Notice 1234 5678 9012 345

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Republic Bancorp, Inc.'s 2019 Annual Meeting of Shareholders will be held on April 24, 2019 at Republic Bank Building, Lower Level, 9600 Brownsboro Road, Louisville, Kentucky 40241, at 10:00 a.m., Eastern Daylight Time. Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations. The Board recommends a vote FOR all Director nominees, FOR Proposals 2 and 3: 1. Election of Directors: Craig A. Greenberg, Michael T. Rust, R. Wayne Stratton, Susan Stout Tamme, A. Scott Trager, Steven E. Trager, Andrew Trager-Kusman, Mark A. Vogt Say on Pay - An advisory vote on the approval of named executive officer compensation. Ratification of Crowe LLP as the independent registered public accountants for the year ending December 31, 2019. 2. 3. In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting or any adjournment thereof. PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must go online or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you. Here's how to order a copy of the proxy materials and select delivery preferences: Current and future delivery requests can be submitted using the options below. If you request an email copy, you will receive an email with a link to the current meeting materials. PLEASE NOTE: You must use the number in the shaded bar on the reverse side when requesting a copy of the proxy materials. — — — Internet – Go to [www.investorvote.com/RBCAA](http://www.investorvote.com/RBCAA). Phone – Call us free of charge at 1-866-641-4276. Email – Send an email to [investorvote@computershare.com](mailto:investorvote@computershare.com) with "Proxy Materials Republic Bancorp, Inc." in the subject line. Include your full name and address, plus the number located in the shaded bar on the reverse side, and state that you want a paper copy of the meeting materials. To facilitate timely delivery, requests for a paper copy of proxy materials must be received by April 11, 2019. Shareholder Meeting Notice

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ENDORSEMENT\_LINE \_\_\_\_\_ SACKPACK \_\_\_\_\_ Your vote matters – here’s how to vote! You  
 may vote online or by phone instead of mailing this card. Votes submitted electronically must be MR A SAMPLE  
 DESIGNATION (IF ANY) ADD 1 ADD 2 ADD 3 ADD 4 ADD 5 ADD 6 received by 1:00am, Eastern Daylight  
 Time, on April 24, 2019. Online Gf of ntoo welwewct.rinovneicstvoortviontge,.com/RBCAA or delete QR code and  
 control # scΔan the QR code — login details are located in the shaded bar below. Phone Call toll free 1-800-652-VOTE  
 (8683) within the USA, US territories and Canada Save paper, time and money! Sign up for electronic delivery at  
 www.investorvote.com/RBCAA Using a black ink pen, mark your votes with an X as shown in this example. Please  
 do not write outside the designated areas. q IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE  
 BOTTOM PORTION IN THE ENCLOSED ENVELOPE. q + 1. Election of Directors: For Withhold For Withhold  
 For Withhold 01 - Craig A. Greenberg 02 - Michael T. Rust 03 - R. Wayne Stratton 04 - Susan Stout Tammé 05 - A.  
 Scott Trager 06 - Steven E. Trager 07 - Andrew Trager-Kusman 08 - Mark A. Vogt ForAgainst Abstain ForAgainst  
 Abstain 2. Say on Pay - An advisory vote on the approval of named executive officer compensation. 3. Ratification of  
 Crowe LLP as the independent registered public accountants for the year ending December 31, 2019. In their  
 discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting or  
 any adjournment thereof. Please sign exactly as name(s) appears hereon. Joint owners should each sign. When  
 signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title.  
 Date (mm/dd/yyyy) — Please print date below. Signature 1 — Please keep signature within the box. Signature 2 — Please  
 keep signature within the box. MMMMMMMM C 1234567890 J N T 0 2 4 0 3 MR A SAMPLE (THIS AREA IS SET  
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 AND + 8 2 D V 4 02ZKJC MMMMMMMMMMM B Authorized Signatures — This section must be completed for your  
 vote to be counted. — Date and Sign Below A Proposals — The Board recommends a vote FOR all Director nominees,  
 and FOR Proposals 2 and 3. Annual Meeting Proxy Card1234 5678 9012 345

q IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. q + Notice of 2019 Annual Meeting of Shareholders Republic Bank Building, Lower Level, 9600 Brownsboro Road, Louisville, Kentucky 40241 Proxy Solicited by Board of Directors for Annual Meeting – April 24, 2019 R. Wayne Stratton and Craig A. Greenberg (the “Proxies”), or either of them, each with the power of substitution, are hereby authorized to represent and vote the shares of the undersigned, with all the powers which the undersigned would possess if personally present, at the Annual Meeting of Shareholders of Republic Bancorp, Inc. to be held on April 24, 2019 or at any postponement or adjournment thereof. Shares represented by this proxy will be voted as directed by the shareholder. If no such directions are indicated, the Proxies will have authority to vote FOR all nominees, and FOR Proposals 2 and 3. For participants in the Republic Bancorp 401(k) Retirement Plan (the “Plan”), the Plan Trustee shall vote the shares for which it has not received voting direction from the Plan participants utilizing the same voting percentages derived from the Plan participants who did direct how their shares are to be voted. In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting. (Items to be voted appear on reverse side.) Change of Address — Please print new address below. Comments — Please print your comments below. Meeting Attendance Mark box to the right if you plan to attend the Annual Meeting. + C Non-Voting Items Republic Bancorp, Inc. Small steps make an impact. Help the environment by consenting to receive electronic delivery, sign up at [www.investorvote.com/RBCAA](http://www.investorvote.com/RBCAA)

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