UNIVEST CORP OF PENNSYLVANIA
Form 10-K
March 04, 2016
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 10-K
ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2015
Commission File number 0-7617

UNIVEST CORPORATION OF PENNSYLVANIA
(Exact name of registrant as specified in its charter)

Pennsylvania	23-1886144
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)
14 North Main Street, Souderton, Pennsylvania	18964
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code
(215) 721-2400
Securities registered pursuant to Section 12(b) of the Act:

Title of class	Name of each exchange on which registered
Common Stock, $5 par value	The NASDAQ Stock Market

Securities registered pursuant to Section 12(g) of the Act: Preferred Stock Purchase Rights
Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ¨ No x
Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ¨ No x
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 twelve 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 ninety days. Yes x No ¨
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨
Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K ¨
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (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 Exchange Act). Yes ¨ No x

The approximate aggregate market value of voting stock held by non-affiliates of the registrant is $381,445,883 as of June 30, 2015 based on the June 30, 2015 closing price of the Registrant's Common Stock of $20.36 per share.

Indicate the number of shares outstanding of each of the issuer’s classes of common stock, as of the latest practicable date.

Common Stock, $5 par value	19,611,325
(Title of Class)	(Number of shares outstanding at January 31, 2016)

DOCUMENTS INCORPORATED BY REFERENCE

Part I and Part III incorporate information by reference from the proxy statement for the annual meeting of shareholders on April 19, 2016.

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PART I

The information contained in this report may contain forward-looking statements. When used or incorporated by reference in disclosure documents, the words “believe,” “anticipate,” “estimate,” “expect,” “project,” “target,” “goal” and simil expressions are intended to identify forward-looking statements within the meaning of section 27A of the Securities Act of 1933 and section 21E of the Securities Exchange Act of 1934. Such forward-looking statements are subject to certain risks, uncertainties and assumptions, including but not limited to those set forth below as well as the risk factors described in Item 1A, “Risk Factors”:

- Operating, legal and regulatory risks
- Economic, political and competitive forces impacting various lines of business
- The risk that our analysis of these risks and forces could be incorrect and/or that the strategies developed to address them could be unsuccessful
- Volatility in interest rates
- Other risks and uncertainties, including those occurring in the U.S. and world financial systems

Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, estimated, expected or projected. These forward-looking statements speak only as of the date of the report. The Corporation expressly disclaims any obligation to publicly release any updates or revisions to reflect any change in the Corporation’s expectations with regard to any change in events, conditions or circumstances on which any such statement is based.

Item 1. Business

General

Univest Corporation of Pennsylvania (the Corporation) is a Pennsylvania corporation organized in 1973 and registered as a bank holding company pursuant to the Bank Holding Company Act of 1956. The Corporation owns all of the capital stock of Univest Bank and Trust Co. (the Bank). The consolidated financial statements include the accounts of the Corporation and its wholly owned subsidiary, the Bank. The Corporation’s and the Bank’s legal headquarters are located at 14 North Main Street, Souderton, PA 18964.

The Bank is a Pennsylvania state-chartered bank and trust company. As a state-chartered member bank of the Federal Reserve System, the Bank is regulated primarily by the Pennsylvania Department of Banking and Securities and the Federal Reserve Bank of Philadelphia.

The Bank is engaged in the commercial and consumer banking business and provides a full range of banking and trust services to its customers. The Bank is the parent company of Delview, Inc., which is the parent company of Univest Insurance, Inc., an independent insurance agency, Univest Investments, Inc., a full-service broker-dealer and investment advisory firm and Girard Partners (Girard), a registered investment advisory firm acquired in January 2014. Univest Insurance has four offices in Pennsylvania and one in Maryland. Univest Investments has two offices in Pennsylvania. Girard is headquartered in King of Prussia, Pennsylvania with two satellite offices in Virginia and Florida. The Bank is also the parent company of Univest Capital, Inc., an equipment financing business, and TCG Investment Advisory, a registered investment advisor which provides discretionary investment consulting and management services. Through its wholly-owned subsidiaries, the Bank provides a variety of financial services to individuals, municipalities and businesses throughout its markets of operation. Univest Investments, Inc., Univest

Insurance, Inc. and Univest Capital, Inc. were formed to enhance the traditional banking and trust services provided by the Bank, as was the acquisition of Girard Partners.

At December 31, 2015, the Corporation has three reportable business segments: Banking, Wealth Management and Insurance. The Corporation determines its segments based primarily upon product and service offerings, through the types of income generated and the regulatory environment. This is strategically how the Corporation operates and has positioned itself in the marketplace. Accordingly, significant operating decisions are based upon analysis of each of these segments. At December 31, 2015, these segments meet the quantitative thresholds for separate disclosure as a business segment. For more detailed discussion and financial information on the business segments, see Note 23 "Segment Reporting" included in the Notes to the Consolidated Financial Statements included herein under Item 8.

At December 31, 2015, the Corporation had total assets of $2.9 billion, net loans and leases of $2.2 billion, total deposits of $2.4 billion and total shareholders' equity of $361.6 million.

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Employees

At December 31, 2015, the Corporation and its subsidiaries employed seven hundred and seventeen (717) persons. None of these employees are covered by collective bargaining agreements, and the Corporation believes it enjoys good relations with its personnel.

Market Area

The Corporation is headquartered in Souderton, Pennsylvania, which is located in Southeastern Pennsylvania, approximately thirty-five miles north of Philadelphia. The highest concentration of our deposits and loans are in Montgomery and Bucks counties where twenty-six Bank retail financial service centers are located. The acquisition of Valley Green Bank brought the Corporation into the Philadelphia marketplace with three full-service branches and two administrative offices for loan production. Montgomery and Bucks counties are two of the wealthiest counties in Pennsylvania. Significant types of employment industries include pharmaceuticals, health care, electronics, computer services, insurance, industrial machinery, retailing and meat processing. Major companies throughout the two counties include Merck and Company, Abington Hospital-Jefferson Health, GlaxoSmithKline, Hatfield Quality Meats, Aetna/U.S. Healthcare, St. Mary Medical Center, Giant Food Stores LLC, Doylestown Hospital, Grand View Hospital and Northtec LLC. Unemployment rates at December 2015 were 3.0% in Montgomery County and 3.5% Bucks County, lower than Pennsylvania’s state unemployment rate of 4.8% and the federal unemployment rate of 5.0%, according to the Bureau of Labor Statistics. In addition to our hub in Montgomery and Bucks counties, we have commercial lending and insurance offices in the Lehigh Valley and Delaware and Chester counties. These areas currently represent a smaller segment of the Corporation’s market area.

The Corporation ranks fifth in market share in Montgomery County with fourteen financial service centers and ninth in Bucks County with twelve financial service centers; with 6% of total combined market share in the two counties according to data provided by SNL Financial. Montgomery County’s population has grown 3% to 800,000 from the year 2011 to 2015, and is expected to grow another 2% through 2020, while Bucks County’s population has decreased .9% to 628,000 during the same period, but is expected to grow .5% through 2020, according to SNL Financial. The median age is 40 years and 42 years in Montgomery and Bucks counties, respectively, consistent with the median age of 40 years in Pennsylvania and slightly higher than the median age in the United States of 38 years. County estimates project the median age to increase over the next two decades. The median yearly household income was $81,000 for Montgomery County and $76,000 for Bucks County during 2015 and is expected to increase 8% for Montgomery County and 5% for Bucks County through 2020, according to SNL Financial. The yearly median income for both counties is well above that of the Commonwealth of Pennsylvania and the United States with both at $53,000 during 2015.

Upon completion of the pending merger with Fox Chase Bancorp anticipated in the third quarter of 2016, the Corporation will expand its physical presence into the New Jersey and Chester County, Pennsylvania marketplaces.

Competition

The Corporation’s service areas are characterized by intense competition for banking business among commercial banks, savings institutions and other financial institutions. The Corporation’s subsidiary bank actively competes with such banks and financial institutions for local retail and commercial accounts in Bucks, Montgomery and Chester counties and the Lehigh Valley, as well as other financial institutions outside its primary service area.

In competing with other banks, savings institutions and other financial institutions, the Bank seeks to provide personalized services through management’s knowledge and awareness of its service area, customers and borrowers.

Other competitors, including credit unions, consumer finance companies, insurance companies, wealth management providers, leasing companies and mutual funds, compete with certain lending and deposit gathering services and insurance and wealth management services offered by the Bank and its operating segments.

Supervision and Regulation

The financial services industry in the United States, particularly entities that are chartered as banks, is highly regulated by federal and state laws that limit the types of businesses in which banks and their holding companies may engage, and which impose significant operating requirements and limitations on banking entities. The discussion below is only a brief summary of some of the significant laws and regulations that affect the Bank and the Corporation, and is not intended to be a complete description of all such laws.

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The Bank is subject to supervision and is regularly examined by the Pennsylvania Department of Banking and Securities and the Federal Reserve Bank of Philadelphia. The Bank is also subject to examination by the Federal Deposit Insurance Corporation.

The Corporation is subject to the provisions of the Bank Holding Company Act of 1956, as amended, and is registered pursuant to its provisions. The Corporation is subject to the reporting requirements of the Board of Governors of the Federal Reserve System (the Board); and the Corporation, together with its subsidiaries, is subject to examination by the Board. The Federal Reserve Act limits the amount of credit that a member bank may extend to its affiliates, and the amount of its funds that it may invest in or lend on the collateral of the securities of its affiliates. Under the Federal Deposit Insurance Act, insured banks are subject to the same limitations.

The Corporation is subject to the Sarbanes-Oxley Act of 2002 (SOX). SOX adopted new standards of corporate governance and imposed additional requirements on the board of directors and management of public companies. SOX also requires that the chief executive officer and chief financial officer certify the accuracy of periodic reports filed with the Securities and Exchange Commission (SEC). Pursuant to Section 404 of SOX (SOX 404), the Corporation is required to furnish a report by its management on internal control over financial reporting, identify any material weaknesses in its internal control over financial reporting and assert that such internal controls are effective. The Corporation has continued to be in compliance with SOX 404 during 2015. The Corporation must maintain effective internal controls, which requires an on-going commitment by management and the Corporation’s Audit Committee. The process has and will continue to require substantial resources in both financial costs and human capital.

Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (Dodd-Frank Act).

The Dodd-Frank Act was signed into law on July 21, 2010. Uncertainty remains as to the ultimate impact of the Dodd-Frank Act, which could have a material adverse impact either on the financial services industry as a whole, or on the Corporation’s business, results of operations and financial condition. The Dodd-Frank Act, among other things:

- Centralized responsibility for consumer financial protection by the creation of a new agency, the Consumer Financial Protection Bureau, that has rulemaking authority for a wide range of consumer protection laws that apply to all banks and has broad powers to supervise and enforce consumer protection laws;

- Increased the FDIC assessment for depository institutions with assets of $10 billion or more, changed the basis for determining FDIC premiums from insured deposits to consolidated assets less tangible capital; and increased the minimum reserve ratio for the deposit insurance fund to 1.35% by September 30, 2020;

- Permanently increased the federal deposit insurance coverage to $250 thousand and increased the Securities Investor Protection Corporation protection from $100 thousand to $250 thousand;

- Repealed the federal prohibitions on the payment of interest on demand deposits, thereby permitting depository institutions to pay interest on business transaction and other accounts;

- Amended the Electronic Funds Transfer Act, “Regulation E” to give the Federal Reserve authority to establish rules to limit debit-card interchange fees and rules regarding overdraft fees;

- Provided for new disclosures and other requirements relating to executive compensation, proxy access by shareholders and corporate governance;

- Provided for mortgage reform provisions regarding a customer's ability to repay, restricting variable-rate lending by requiring the ability to repay be determined for variable-rate loans by using the maximum rate that will apply during the first five years of a variable-rate loan term, and making more loans subject to provisions for higher cost loans, new disclosures, and certain other revisions; and

- Created a financial stability oversight council responsible for recommending to the Federal Reserve increasingly strict rules for capital, leverage, liquidity, risk management and other requirements as companies grow in size and complexity.

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Basel III

In July 2013, the federal bank regulatory agencies adopted final rules revising the agencies’ capital adequacy guidelines and prompt corrective action rules, designed to enhance such requirements and implement the revised standards of the Basel Committee on Banking Supervision, commonly referred to as Basel III. The July 2013 final rules generally implement higher minimum capital requirements, add a new common equity Tier 1 capital requirement, and establish criteria that instruments must meet to be considered common equity Tier 1 capital, additional Tier 1 capital or Tier 2 capital. The new minimum capital to risk-adjusted assets requirements include a common equity Tier 1 capital ratio of 4.5% (6.5% to be considered “well capitalized”) and a Tier 1 capital ratio of 6.0%, increased from 4.0% (and increased from 6.0% to 8.0% to be considered “well capitalized”); the total capital ratio remains at 8.0% under the new rules (10.0% to be considered “well capitalized”). Under the new rules, in order to avoid limitations on capital distributions (including dividend payments and certain discretionary bonus payments to executive officers), a banking organization must hold a capital conservation buffer comprised of common equity Tier 1 capital above its minimum risk-based capital requirements in an amount greater than 2.5% of total risk-weighted assets. The final rules permit institutions, other than certain large institutions, to elect to continue to treat most components of accumulated other comprehensive income as permitted under the current general risk-based capital rules, and not reflect these items in common equity Tier 1 calculations (such as unrealized gains and losses on available-for-sale securities, amounts recorded in accumulated other comprehensive income attributed to defined benefit retirement plans resulting from the initial and subsequent application of the relevant U.S. generally accepted accounting principles and accumulated net gains and losses on cash flow hedges related to items that are reported on the balance sheet at fair value.) The new minimum capital requirements were effective on January 1, 2015. The capital conservation buffer requirements phase in over a three-year period beginning January 1, 2016. The Corporation will continue to analyze the impact of the new rules as it grows and as the capital conservation buffer requirements are phased in.

Wealth Management and Insurance Businesses

The Corporation's wealth management and insurance businesses are subject to additional regulatory requirements. The securities brokerage activities of Univest Investments, Inc. are subject to regulation by the SEC, the Financial Industry Regulatory Authority (FINRA) and the Securities Investor Protection Corporation. Girard Partners and TCG Investment Advisory are registered investment advisory firms which are subject to regulation by the SEC. Univest Insurance, Inc. is subject to Pennsylvania insurance laws and the regulations of the Pennsylvania Department of Insurance.

Credit and Monetary Policies

The Bank is affected by the fiscal and monetary policies of the federal government and its agencies, including the Federal Reserve Board of Governors. An important function of these policies is to curb inflation and control recessions through control of the supply of money and credit. The Board uses its powers to regulate reserve requirements of member banks, the discount rate on member-bank borrowings, interest rates on time and savings deposits of member banks, and to conduct open-market operations in United States Government securities to exercise control over the supply of money and credit. The policies have a direct effect on the amount of bank loans and deposits and on the interest rates charged on loans and paid on deposits, with the result that the policies have a material effect on bank earnings. Future policies of the Board and other authorities cannot be predicted, nor can their effect on future bank earnings.

The Bank is a member of the Federal Home Loan Bank System (FHLBanks), which consists of 11 regional Federal Home Loan Banks, and is subject to supervision and regulation by the Federal Housing Finance Agency. The FHLBanks provide a central credit facility primarily for member institutions. The Bank, as a member of the Federal

Home Loan Bank of Pittsburgh (FHLB), is required to acquire and hold shares of capital stock in the FHLB. At December 31, 2015, the Bank owned $2.2 million in FHLB capital stock.

The deposits of the Bank are insured under the Federal Deposit Insurance Corporation (FDIC) up to applicable limits. Effective April 1, 2011, in accordance with the provisions of the Dodd-Frank Act, the FDIC implemented a final rule regarding deposit insurance assessments. The rule changed the assessment base from domestic deposits to average consolidated total assets minus average tangible equity, adopted a new large-bank pricing assessment scheme, and set a target size for the Deposit Insurance Fund (DIF) at 2% of insured deposits. The rule adopted a new assessment rate schedule and, in lieu of dividends, other rate schedules when the reserve ratio reaches certain levels. The final rule also created a scorecard-based assessment system for banks with more than $10 billion in assets. The scorecards include financial measures that the FDIC believes are predictive of long-term performance.

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Acquisitions

Univest Corporation of Pennsylvania and its operating segments provide financial solutions to individuals, businesses, municipalities and nonprofit organizations. The Corporation prides itself on being a financial organization that continues to increase its scope of services while maintaining traditional beliefs and a determined commitment to the communities it serves. Over the past five years, the Corporation and its subsidiaries have experienced stable growth, both organically and through various acquisitions to be the best integrated financial solutions provider in the market.

The acquisitions included:

- Valley Green Bank on January 1, 2015
- Sterner Insurance Associates on July 1, 2014
- Girard Partners on January 1, 2014
- John T. Fretz Insurance Agency, Inc. on May 1, 2013
- Javers Group on May 31, 2012

On December 8, 2015 the Corporation entered into a definitive merger agreement with Fox Chase Bancorp, Inc. (Fox Chase), and its wholly-owned subsidiary, Fox Chase Bank. The transaction is expected to close in the third quarter of 2016.

Securities and Exchange Commission Reports

The Corporation makes available free-of-charge its reports that are electronically filed with the Securities and Exchange Commission (SEC) including its Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports on its website as a hyperlink to EDGAR. These reports are available as soon as reasonably practicable after the material is electronically filed. The Corporation's website address is www.univest.net. Information included on the Corporation's website is not part of this Annual Report on Form 10-K. The Corporation will provide at no charge a copy of the SEC Form 10-K annual report for the year 2015 to each shareholder who requests one in writing after March 31, 2016. Requests should be directed to: Megan Duryea Santana, Corporate Secretary, Univest Corporation of Pennsylvania, P.O. Box 197, Souderton, PA 18964.

The Corporation's filings are also available at the SEC's Public Reference Room at 100 F Street, NE, Washington, DC 20549. Information on the hours of operation of the Public Reference Room can be obtained by calling the SEC at 1-800-SEC-0330. The SEC maintains an internet site that contains the Corporation's SEC filings electronically at www.sec.gov.

Item 1A. Risk Factors

An investment in the Corporation's common stock is subject to risks inherent to the Corporation's business. Before making an investment, you should carefully consider the risks and uncertainties described below, together with all of the other information included or incorporated by reference in this report. This report is qualified in its entirety by these risk factors.

Risks Relating to Recent Economic Conditions and Governmental Response Efforts

The Corporation's earnings are impacted by general business and economic conditions.

The Corporation's operations and profitability are impacted by general business and economic conditions; these conditions include long-term and short-term interest rates, inflation, money supply, political issues, legislative and regulatory changes, fluctuations in both debt and equity capital markets, broad trends in industry and finance, and the strength of the U.S. economy and the local economies in which we operate, all of which are beyond our control.

Uncertainty in the financial markets and concerns regarding general economic conditions have persisted over the past few years. While general economic trends and market conditions have shown improvement, economic growth has been slow as consumers continue to recover from previously high unemployment rates, lower housing prices and foreclosures in the housing market, financial difficulties and concerns about the level of national debt. The continued economic pressures on consumers and businesses or return of recessionary conditions may adversely affect our business, financial condition, and results of operations.

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We cannot predict the effect of recent legislative and regulatory initiatives, and they could increase our costs of doing business and adversely affect our results of operations and financial condition.

The Dodd-Frank Act may have a material impact on our operations, particularly through increased compliance costs resulting from possible future consumer and fair lending regulations. Other changes to statutes, regulations or regulatory policies, could affect the Corporation in substantial and unpredictable ways. Such changes could subject the Corporation to additional costs, limit the types of financial services and products the Corporation may offer, limit the fees we may charge, increase the ability of non-banks to offer competing financial services and products and limit our ability to attract and maintain our executive officers, among other things. Failure to comply with laws, regulations or policies could result in sanctions by regulatory agencies, civil money penalties and/or reputation damage, which could have a material adverse effect on the Corporation's business, financial condition and results of operations.

We borrow from the Federal Home Loan Bank and the Federal Reserve, and these lenders could modify or terminate their current programs which could have an adverse effect on our liquidity and profitability.

We at times utilize the FHLB for overnight borrowings and term advances; we also borrow from the Federal Reserve and from correspondent banks under our federal funds lines of credit. The amount loaned to us is generally dependent on the value of the collateral pledged as well as the FHLB’s internal credit rating of the Bank. These lenders could reduce the percentages loaned against various collateral categories, could eliminate certain types of collateral and could otherwise modify or even terminate their loan programs, particularly to the extent they are required to do so, because of capital adequacy or other balance sheet concerns. Any change or termination of our borrowings from the FHLB, the Federal Reserve or correspondent banks would have an adverse effect on our liquidity and profitability.

Our results of operations may be adversely affected by other-than-temporary impairment charges relating to our investment portfolio.

We may be required to record future impairment charges on our investment securities, including our investment in the FHLB, if they suffer declines in value that we consider other-than-temporary. Numerous factors, including the lack of liquidity for re-sales of certain investment securities, the absence of reliable pricing information for investment securities, adverse changes in the business climate, adverse regulatory actions or unanticipated changes in the competitive environment, could have a negative effect on our investment portfolio in future periods. If an impairment charge is significant enough, it could affect the ability of the Bank to pay dividends to us, which could have a material adverse effect on our liquidity and our ability to pay dividends to shareholders. Significant impairment charges could also negatively impact our regulatory capital ratios and result in the Bank not being classified as “well-capitalized” for regulatory purposes.

We may need to raise additional capital in the future and such capital may not be available when needed or at all.

We may need to raise additional capital in the future to provide us with sufficient capital resources and liquidity to meet our commitments and business needs. Our ability to raise additional capital, if needed, will depend on, among other things, conditions in the capital markets at that time, which are outside of our control, and our financial performance.

Our customary sources of liquidity are, including, but not limited to, inter-bank borrowings, repurchase agreements and borrowings from the discount window of the Federal Reserve. Such sources of liquidity may not be available to us on acceptable terms or not available at all. Any occurrence that may limit our access to the capital markets, such as a decline in the confidence of debt purchasers, depositors of our bank or counterparties participating in the capital markets may adversely affect our capital costs and our ability to raise capital and, in turn, our liquidity. An inability to raise additional capital on acceptable terms when needed could have a material adverse effect on our business, financial condition and results of operations.

Risks Related to Our Market and Business

The Corporation’s profitability is affected by economic conditions in the Commonwealth of Pennsylvania.

Unlike larger regional banks that operate in large geographies, the Corporation provides banking and financial services to customers primarily in Bucks, Montgomery, Philadelphia and Chester counties and the Lehigh Valley area of Pennsylvania. Because of our geographic concentration, continuation of a slow economic recovery in our region or a downturn in the local economy could make it more difficult to attract deposits and could cause higher rates of loss and delinquency on our loans than if the loans were more geographically diversified. Adverse economic conditions in the region, including, without limitation, declining real estate values, could cause our levels of non-performing assets and loan losses to increase. Regional economic conditions have a significant

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impact on the ability of borrowers to repay their loans as scheduled. A continued sluggish economy could, therefore, result in losses that materially and adversely affect our financial condition and results of operations.

The Corporation operates in a highly competitive industry and market area which could adversely impact its business and results of operations.

We face substantial competition in all phases of our operations from a variety of different competitors. Our competitors, including commercial banks, community banks, savings institutions, credit unions, consumer finance companies, insurance companies, securities dealers, brokers, mortgage bankers, investment advisors, money market mutual funds and other financial institutions, compete with lending and deposit-gathering services and insurance and wealth management services offered by us. Increased competition in our markets may result in reduced loans and deposits.

Many of these competing institutions have much greater financial and marketing resources than we have. Due to their size, many competitors can achieve larger economies of scale and may offer a broader range of products and services than we can. If we are unable to offer competitive products and services, our business may be negatively affected.

Some of the financial services organizations with which we compete are not subject to the same degree of regulation as is imposed on bank holding companies and federally insured financial institutions. As a result, these non-bank competitors have certain advantages over us in accessing funding and in providing various services. The banking business in our primary market areas is very competitive, and the level of competition facing us may increase further, which may limit our asset growth and financial results.

The Corporation’s controls and procedures may fail or be circumvented.

Our management diligently reviews and updates the Corporation’s internal controls over financial reporting, disclosure controls and procedures, and corporate governance policies and procedures. Any failure or undetected circumvention of these controls could have a material adverse impact on our financial condition and results of operations.

Potential acquisitions may disrupt the Corporation’s business and dilute shareholder value.

We regularly evaluate opportunities to acquire and invest in banks and in other complementary businesses. As a result, we may engage in negotiations or discussions that, if they were to result in a transaction, could have a material effect on our operating results and financial condition, including short and long-term liquidity. Our acquisition activities could be material to us. For example, we could issue additional shares of common stock in a purchase transaction, which could dilute current shareholders’ ownership interest. These activities could require us to use a substantial amount of cash, other liquid assets, and/or incur debt. In addition, if goodwill recorded in connection with our prior or potential future acquisitions were determined to be impaired, then we would be required to recognize a charge against our earnings, which could materially and adversely affect our results of operations during the period in which the impairment was recognized. Any potential charges for impairment related to goodwill would not impact cash flow, tangible capital or liquidity.

Our acquisition activities could involve a number of additional risks, including the risks of:

- incurring time and expense associated with identifying and evaluating potential acquisitions and negotiating potential transactions;
- using inaccurate estimates and judgments to evaluate credit, operations, management, and market risks with respect to the target institution or assets;
- the time and expense required to integrate the operations and personnel of the combined businesses;

- creating an adverse short-term effect on our results of operations; and
- losing key employees and customers as a result of an acquisition that is poorly received.

We may not be successful in overcoming these risks or any other problems encountered in connection with potential acquisitions. Our inability to overcome these risks could have an adverse effect on our ability to achieve our business strategy and maintain our market value.

The Corporation may not be able to attract and retain skilled people.

We are dependent on the ability and experience of a number of key management personnel who have substantial experience with our operations, the financial services industry, and the markets in which we offer products and services. The loss of one or more senior executives or key managers may have an adverse effect on our operations. On February 26, 2016, the Corporation

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entered into change in control agreements with certain executive officers. As we continue to grow operations, our success depends on our ability to continue to attract, manage, and retain other qualified management personnel.

If we lost a significant portion of our low-cost deposits, it would negatively impact our liquidity and profitability.

Our profitability depends in part on our success in attracting and retaining a stable base of low-cost deposits. At December 31, 2015, 23% of our deposit base was comprised of noninterest-bearing deposits, of which 18% consisted of business deposits, which are primarily operating accounts for businesses, and 5% consisted of consumer deposits. While we generally do not believe these core deposits are sensitive to interest rate fluctuations, the competition for these deposits in our markets is strong and customers are increasingly seeking investments that are safe, including the purchase of U.S. Treasury securities and other government-guaranteed obligations, as well as the establishment of accounts at the largest, most-well capitalized banks. If we were to lose a significant portion of our low-cost deposits, it would negatively impact our liquidity and profitability.

The Corporation's information systems may experience an interruption or breach in security.

The Corporation relies heavily on information systems to conduct its business. Any failure, interruption, or breach in security or operational integrity of these systems could result in failures or disruptions in the Corporation's customer relationship management and general ledger, deposit, loan, and other systems. The Corporation has policies and procedures designed with the intention to prevent or limit the effect of any failure, interruption, or breach in our security systems. The occurrence of any such failures, interruptions, or breaches in security could expose the Corporation to reputation risk, civil litigation, regulatory scrutiny and possible financial liability that could have a material adverse effect on our financial condition.

The Corporation continually encounters technological change.

Our future success depends, in part, on our ability to effectively embrace technology efficiencies to better serve customers and reduce costs. Failure to keep pace with technological change could potentially have an adverse effect on our business operations and financial condition.

The Corporation is subject to claims and litigation.

Customer claims and other legal actions, whether founded or unfounded, could result in financial or reputation damage and have a material adverse effect on our financial condition and results of operations if such claims are not resolved in a manner favorable to the Corporation.

Natural disasters, acts of war or terrorism and other external events could negatively impact the Corporation.

Natural disasters, acts of war or terrorism and other adverse external events could have a significant impact on the Corporation's ability to conduct business. In addition, such events could affect the stability of the Corporation's deposit base, impair the ability of borrowers to repay outstanding loans, impair the value of collateral securing loans, cause significant property damage, result in loss of revenue and/or cause the Corporation to incur additional expenses. Our management has established disaster recovery policies and procedures that are expected to mitigate events related to natural or man-made disasters; however, the occurrence of any such event and the impact of an overall economic decline resulting from such a disaster could have a material adverse effect on the Corporation's financial condition.

The Corporation depends on the accuracy and completeness of information about customers and counterparties.

In deciding whether to extend credit or enter into other transactions with customers and counterparties, we may rely on information furnished to us by or on behalf of customers and counterparties, including financial statements and other financial information. We also may rely on representations of customers and counterparties as to the accuracy and completeness of that information and, with respect to financial statements, on reports of independent auditors. For example, in deciding whether to extend credit to clients, we may assume that a customer's audited financial statements conform to U.S. generally accepted accounting principles (U.S. GAAP) and present fairly, in all material respects, the financial condition, results of operations and cash flows of the customer. Our earnings are significantly affected by our ability to properly originate, underwrite and service loans. Our financial condition and results of operations could be negatively impacted to the extent we incorrectly assess the creditworthiness of our borrowers, fail to detect or respond to deterioration in asset quality in a timely manner, or rely on financial statements that do not comply with GAAP or are materially misleading.

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Risks Related to the Banking Industry

The Corporation is subject to interest rate risk.

Our profitability is dependent to a large extent on our net interest income. Like most financial institutions, we are affected by changes in general interest rate levels and by other economic factors beyond our control. Although we believe we have implemented strategies to reduce the potential effects of changes in interest rates on our results of operations, any substantial and prolonged change in market interest rates could adversely affect our operating results. Net interest income may decline in a particular period if:

- In a declining interest rate environment, more interest-earning assets than interest-bearing liabilities re-price or mature, or
- In a rising interest rate environment, more interest-bearing liabilities than interest-earning assets re-price or mature.

Our net interest income may decline based on our exposure to a difference in short-term and long-term interest rates. If the difference between the interest rates shrinks or disappears, the difference between rates paid on deposits and received on loans could narrow significantly resulting in a decrease in net interest income. In addition to these factors, if market interest rates rise rapidly, interest rate adjustment caps may limit increases in the interest rates on adjustable rate loans, thus reducing our net interest income. Also, certain adjustable rate loans re-price based on lagging interest rate indices. This lagging effect may also negatively impact our net interest income when general interest rates continue to rise periodically. Increasing interest rates may also reduce the fair value of our fixed rate investment securities.

The Corporation is subject to lending risk.

Risks associated with lending activities include, among other things, the impact of changes in interest rates and economic conditions, which may adversely impact the ability of borrowers to repay outstanding loans and the value of the associated collateral. Various laws and regulations also affect our lending activities, and failure to comply with such applicable laws and regulations could subject the Corporation to enforcement actions and civil monetary penalties.

At December 31, 2015, approximately 84% of our loan and lease portfolio consisted of commercial, financial and agricultural, commercial real estate and construction loans and leases which are generally perceived as having more risk of default than residential real estate and consumer loans. These types of loans involve larger loan balances to a single borrower or groups of related borrowers. Commercial real estate loans may be affected to a greater extent than residential loans by adverse conditions in real estate markets or the economy because commercial real estate borrowers’ ability to repay their loans depends on successful development of their properties, as well as the factors affecting residential real estate borrowers. An increase in non-performing loans and leases could result in a net loss of earnings from these loans and leases, an increase in the provision for possible loan and lease losses, and an increase in loan and lease charge-offs. The risk of loan and lease losses increases if the economy worsens.

Commercial business loans are typically based on the borrowers’ ability to repay the loans from the cash flow of their businesses. These loans may involve greater risk because the availability of funds to repay each loan depends substantially on the success of the business itself. In addition, the collateral securing the loans often depreciates over time, is difficult to appraise and liquidate and fluctuates in value based on the success of the business.

Risk of loss on a construction loan depends largely upon whether our initial estimate of the property’s value at completion of construction equals or exceeds the cost of the property construction (including interest). During the construction phase, a number of factors can result in delays and cost overruns. If estimates of value are inaccurate or if actual construction costs exceed estimates, the value of the property securing the loan may be insufficient to ensure full repayment when completed through a permanent loan or by seizure of collateral. Included in real estate-construction is track development financing. Risk factors related to track development financing include the demand for residential housing and the real estate valuation market. When projects move slower than anticipated, the properties may have significantly lower values than when the original underwriting was completed, resulting in lower collateral values to support the loan. Extended time frames also cause the interest carrying cost for projects to be higher than the builder projected, negatively impacting the builder’s profit and cash flow and, therefore, their ability to make principal and interest payments.

Commercial real estate loans secured by owner-occupied properties are dependent upon the successful operation of the borrower’s business. If the operating company suffers difficulties in terms of sales volume and/or profitability, the borrower’s ability to repay the loan may be impaired. Loans secured by properties where repayment is dependent upon payment of rent by third party tenants or the sale of the property may be impacted by loss of tenants, lower lease rates needed to attract new tenants or the inability to sell a completed project in a timely fashion and at a profit.

Commercial business, commercial real estate, and construction loans are more susceptible to a risk of loss during a downturn in the business cycle. Our underwriting, review, and monitoring cannot eliminate all of the risks related to these loans.

The Corporation’s allowance for possible loan and lease losses may be insufficient, and an increase in the allowance would reduce earnings.

We maintain an allowance for loan and lease losses. The allowance is established through a provision for loan and lease losses based on management’s evaluation of the risks inherent in our loan portfolio and the general economy. The allowance is based upon a number of factors, including the size of the loan and lease portfolio, asset classifications, economic trends, industry experience and trends, industry and geographic concentrations, estimated collateral values, management’s assessment of the credit risk inherent in the portfolio, historical loan and lease loss experience and loan underwriting policies. In addition, we evaluate all loans and leases identified as problem loans and augment the allowance based upon our estimation of the potential loss associated with those problem loans and leases. Additions to our allowance for loan and lease losses decrease our net income.

If the evaluation we perform in connection with establishing loan and lease loss reserves is wrong, our allowance for loan and lease losses may not be sufficient to cover our losses, which would have an adverse effect on our operating results. Due to the volatile economy, we could experience an increase in delinquencies and losses as these loans continue to mature.

The federal regulators, in reviewing our loan and lease portfolio as part of a regulatory examination, may from time to time require us to increase our allowance for loan and lease losses, thereby negatively affecting our financial condition and earnings at that time. Moreover, additions to the allowance may be necessary based on changes in economic and real estate market conditions, new information regarding existing loans and leases, identification of additional problem loans and leases and other factors, both within and outside of our control.

Changes in economic conditions and the composition of our loan portfolio could lead to higher loan charge-offs or an increase in our provision for loan losses and may reduce our net income.

Changes in national and regional economic conditions could impact our loan portfolios. For example, an increase in unemployment, a decrease in real estate values or increases in interest rates, as well as other factors, could weaken the economies of the communities we serve. Weakness in the market areas we serve could depress our earnings and consequently our financial condition because customers may not demand our products or services; borrowers may not be able to repay their loans; the value of the collateral securing our loans to borrowers may decline and the quality of our loan portfolio may decline. Any of the latter three scenarios could require us to charge off a higher percentage of our loans and/or increase our provision for loan and lease losses, which would reduce our net income and could require us to raise capital.

The Corporation is subject to environmental liability risk associated with lending activities.

In the course of our business, we may foreclose and take title to real estate and could be subject to environmental liabilities with respect to these properties. The Corporation may be held liable to a governmental entity or to third parties for property damage, personal injury, investigation and clean-up costs incurred by these parties in connection with environmental contamination, or may be required to investigate or clean up hazardous or toxic substances, or chemical releases at a property. Our policies and procedures require environmental factors to be considered during the loan application process. An environmental review is performed before initiating any commercial foreclosure action; however, these reviews may not be sufficient to detect all potential environmental hazards. Possible remediation costs and liabilities could have a material adverse effect on our financial condition.

The Corporation is subject to extensive government regulation and supervision.

We are subject to Federal Reserve Board regulation. The Bank is subject to extensive regulation, supervision, and examination by our primary federal regulators, the Pennsylvania Department of Banking and Securities and the Federal Reserve Bank of Philadelphia, and by the FDIC, the regulating authority that insures customer deposits. Also, as a member of the FHLB, the Bank must comply with applicable regulations of the Federal Housing Finance Agency and the FHLB. Regulation by these agencies is intended primarily for the protection of our depositors and the deposit insurance fund and not for the benefit of our shareholders. The Bank’s activities are also regulated under consumer protection laws applicable to our lending, deposit, and other activities. A large claim against the Bank under these laws could have a material adverse effect on our results of operations.

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Proposals for further regulation of the financial services industry are continually being introduced in the Congress of the United States of America and the General Assembly of the Commonwealth of Pennsylvania. New financial reform legislation has been enacted by Congress changing the bank regulatory framework, creating an independent consumer protection bureau and establishing more stringent capital standards for financial institutions and their holding companies. The legislation has, and will likely continue to result, in new regulations including those that affect lending, funding, trading and investment activities of financial institutions and their holding companies. Such additional regulation and oversight could have a material and adverse impact on us.

Consumers may decide not to use banks to complete their financial transactions.

The process of eliminating banks as intermediaries, known as “disintermediation,” could result in the loss of fee income as well as the loss of customer deposits and the related income generated from those deposits. The loss of these revenue streams could have an adverse effect on our financial condition and results of operations.

Risks Related to the Wealth Management and Insurance Industries

Revenues and profitability from our wealth management business may be adversely affected by any reduction in assets under management and supervision as a result of either a decline in market value of such assets or net outflows, which could reduce trust, investment advisory and brokerage and other servicing fees earned.

The wealth management business derives the majority of its revenue from noninterest income which consists of trust, investment advisory and brokerage and other servicing fees. Substantial revenues are generated from investment management contracts with clients. Under these contracts, the investment advisory fees paid to us are typically based on the market value of assets under management. Assets under management and supervision may decline for various reasons including declines in the market value of the assets in the funds and accounts managed or supervised, which could be caused by price declines in the securities markets generally or by price declines in specific market segments. Assets under management may also decrease due to redemptions and other withdrawals by clients or termination of contracts. This could be in response to adverse market conditions or in pursuit of other investment opportunities.

The wealth management industry is subject to extensive regulation, supervision and examination by regulators, and any enforcement action or adverse changes in the laws or regulations governing our business could decrease our revenues and profitability.

The wealth management business is subject to regulation by a number of regulatory agencies that are charged with safeguarding the integrity of the securities and other financial markets and with protecting the interests of customers participating in those markets. In the event of non-compliance with an applicable regulation, governmental regulators, including the SEC, and FINRA, may institute administrative or judicial proceedings that may result in censure, fines, civil penalties, the issuance of cease-and-desist orders or the deregistration or suspension of the non-compliant broker-dealer or investment adviser or other adverse consequences. The imposition of any such penalties or orders could have a material adverse effect on the wealth management segment's operating results and financial condition. We may be adversely affected as a result of new or revised legislation or regulations. Regulatory changes have imposed and may continue to impose additional costs, which could adversely impact our profitability.

Revenues and profitability from our insurance business may be adversely affected by market conditions, which could reduce insurance commissions and fees earned.

The revenues of our fee based insurance business are derived primarily from commissions from the sale of insurance policies, which commissions are generally calculated as a percentage of the policy premium. These insurance policy commissions can fluctuate as insurance carriers from time to time increase or decrease the premiums on the insurance products we sell. Due to the cyclical nature of the insurance market and the impact of other market and macro economic conditions on insurance premiums, commission levels may vary. The reduction of these commission rates, along with general volatility and/or declines in premiums, may adversely impact our profitability.

Risks Related to Our Common Stock

An investment in the Corporation’s common stock is not an insured deposit.

The Corporation’s common stock is not a bank deposit, is not insured by the FDIC or any other deposit insurance fund, and is subject to investment risk, including the loss of some or all of your investment. Our common stock is subject to the same market forces that affect the price of common stock in any public company.

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The Corporation’s stock price can be volatile.

The Corporation’s stock price can fluctuate in response to a variety of factors, some of which are not under our control. These factors could cause the Corporation’s stock price to decrease regardless of our operating results. These factors include:

- our past and future dividend practice;
- our financial condition, performance, creditworthiness and prospects;
- quarterly variations in our operating results or the quality of our assets;
- operating results that vary from the expectations of management, securities analysts and investors;
- changes in expectations as to our future financial performance;
- the operating and securities price performance of other companies that investors believe are comparable to us;
- future sales of our equity or equity-related securities;
- the credit, mortgage and housing markets, the markets for securities relating to mortgages or housing, and developments with respect to financial institutions generally; and
- changes in global financial markets and global economies and general market conditions, such as interest or foreign exchange rates, stock, commodity or real estate valuations or volatility and other geopolitical, regulatory or judicial events.

The Corporation’s common stock is listed for trading on the NASDAQ Global Select Market under the symbol “UVSP”; the trading volume has historically been less than that of larger financial services companies. Stock price volatility may make it more difficult for you to sell your common stock when you want and at prices you find attractive.

A public trading market having the desired characteristics of depth, liquidity and orderliness depends on the presence in the marketplace of willing buyers and sellers of our common stock at any given time. This presence depends on the individual decisions of investors and general economic and market conditions over which we have no control. Given the relatively low trading volume of our common stock, significant sales of our common stock in the public market, or the perception that those sales may occur, could cause the trading price of our common stock to decline or to be lower than it otherwise might be in the absence of those sales or perceptions.

Anti-takeover provisions could negatively impact our shareholders.

The provisions of the Corporation’s shareholder rights plan, together with certain provisions in the Corporation’s Articles of Incorporation and Bylaws, as well as federal banking laws, regulatory approval requirements, and Pennsylvania law could make it more difficult for a third party to acquire the Corporation, even if doing so would be perceived to be beneficial to the Corporation’s shareholders.

There may be future sales or other dilution of the Corporation’s equity, which may adversely affect the market price of our common stock.

The Corporation is generally not restricted from issuing additional common stock, including any securities that are convertible into or exchangeable for, or that represent the right to receive, common stock. The issuance of any additional shares of common stock or preferred stock or securities convertible into, exchangeable for or that represent the right to receive common stock or the exercise of such securities could be substantially dilutive to shareholders of our common stock. Holders of our shares of common stock have no preemptive rights that entitle holders to purchase their pro rata share of any offering of shares of any class or series. The market price of our common stock could decline as a result of offerings or because of sales of shares of our common stock made after offerings or the perception that such sales could occur. Because our decision to issue securities in any future offering will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing or nature of our future offerings. Thus, our shareholders bear the risk of our future offerings reducing the market price of our common stock and diluting their stock holdings in us.

The Corporation relies on dividends from our subsidiaries for most of our revenue.

The Corporation is a bank holding company and our operations are conducted by our subsidiaries from which we receive dividends. The ability of our subsidiaries to pay dividends is subject to legal and regulatory limitations, profitability, financial condition, capital expenditures and other cash flow requirements. The ability of the Bank to pay cash dividends to the Corporation is limited by its obligation to maintain sufficient capital and by other restrictions on its cash dividends that are applicable to state member banks in the Federal Reserve System. If the Bank is not permitted to pay cash dividends to the Corporation, it is unlikely that we would be able to pay cash dividends on our common stock.

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Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

The Corporation and its subsidiaries occupy forty-eight properties in Montgomery, Bucks, Philadelphia, Chester, Berks, Lehigh and Delaware counties in Pennsylvania, Calvert County in Maryland, Camden County in New Jersey and Lee County in Florida, most of which are used principally as banking offices. Business locations and hours are available on the Corporation's website at www.univest.net.

The Corporation owns its corporate headquarters buildings, which are shared with the Bank, Univest Investments, Inc., and Univest Insurance, Inc. in Souderton, Montgomery County. The Bank has a leased office used by Univest Investments, Inc. and for loan production located in Allentown, Lehigh County. The Bank owns an office used by Univest Capital, Inc. and Univest Insurance, Inc. located in West Chester, Chester County. Univest Insurance, Inc. occupies five additional locations, of which one is owned by Univest Insurance, Inc. in Coopersburg, Lehigh County and one is owned by the Bank, in Lansdale, Montgomery County; and three are leased, one in North Beach, Calvert County in Maryland, one in Cherry Hill, Camden County in New Jersey, and one in Wyomissing, Berks County. Univest Capital, Inc. occupies one additional leased location in Bensalem, Bucks County. Girard occupies two leased offices, one located in King of Prussia, Montgomery County, and one located in Fort Meyers, Lee County in Florida. The Bank serves the area through its twenty-eight traditional offices and one supermarket branch that offer traditional community banking and trust services. Fourteen banking offices are located in Montgomery County, of which nine are owned, three are leased and two are buildings owned on leased land; twelve banking offices are located in Bucks County, of which three are owned, seven are leased and two are buildings owned on leased land; three banking offices are located in Philadelphia County, of which three are leased. The Bank has five additional regional leased offices, one primarily used for corporate banking and mortgage banking located in Doylestown, Bucks County, one used for commercial banking and wealth management located in West Chester, Chester County, two used for administrative offices for loan production located in Philadelphia, Philadelphia County and Radnor, Delaware County and one used for mortgage banking located in Huntingdon Valley, Montgomery County.

Additionally, the Bank provides banking and trust services for the residents and employees of twelve retirement home communities. The Bank has nine off-premise automated teller machines, four of which are located in Montgomery County, three in Bucks County, one in Lehigh County and one in Chester County. The Bank provides banking services nationwide through the internet via its website www.univest.net.

Item 3. Legal Proceedings

Management is not aware of any litigation that would be probable of occurring or probable of having a material adverse effect on the consolidated balance sheet or statement of income of the Corporation. There are no proceedings pending other than the ordinary routine litigation incident to the business of the Corporation. In addition, there are no material proceedings pending or known to be threatened or contemplated against the Corporation or the Bank by government authorities.

Item 4. Mine Safety Disclosures

Not Applicable.

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PART II

Item 5. Market for the Registrant's Common Stock, Related Stockholder Matters and Issuer Purchases of Equity Securities

The Corporation's common stock is traded on the NASDAQ Global Select Market under the symbol "UVSP." At December 31, 2015, the Corporation had 4,418 stockholders.

Broadridge Corporate Issuer Solutions, Inc. (Broadridge), serves as the Corporation's transfer agent. Broadridge is located at 1155 Long Island Avenue, Edgewood, NY 11717. Shareholders can contact a representative by calling 866-321-8021.

Range of Market Prices of Common Stock and Cash Dividends

The following table shows the high and low closing sale prices of the Corporation's common stock. The table also presents the cash dividends declared per share for each quarter.

	Market Price		Cash Dividends
2015	High	Low	Declared per Share
January–March	$20.61	$18.31	$0.20
April–June	20.92	18.77	0.20
July–September	20.88	18.55	0.20
October–December	21.19	18.77	0.20
2014			
January–March	$21.04	$17.67	$0.20
April–June	21.37	18.95	0.20
July–September	21.54	18.28	0.20
October–December	20.70	18.50	0.20

For a description of regulatory restrictions on the ability of the Corporation and the Bank to pay dividends, see Note 21 "Regulatory Matters" included in the Notes to the Consolidated Financial Statements included herein under Item 8.

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Stock Performance Graph

The following chart compares the yearly percentage change in the cumulative shareholder return on the Corporation's common stock during the five years ended December 31, 2015, with (1) the Total Return Index for the NASDAQ Stock Market (U.S. Companies) and (2) the Total Return Index for NASDAQ Bank Stocks. This comparison assumes $100.00 was invested on December 31, 2010, in our common stock and the comparison groups and assumes the reinvestment of all cash dividends prior to any tax effect and retention of all stock dividends.

Five Year Cumulative Total Return Summary

	2010	2011	2012	2013	2014	2015
Univest Corporation of Pennsylvania	100.00	80.48	98.48	124.21	126.50	135.66
NASDAQ Stock Market (US)	100.00	99.23	116.79	163.65	187.87	201.25
NASDAQ Banks	100.00	89.54	106.20	150.42	157.75	171.67

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Equity Compensation Plan Information

The Corporation has a shareholder approved 2013 Long-Term Incentive Plan which replaced the expired 2003 Long-Term Incentive Plan. Under the 2013 Long-Term Incentive Plan, the Corporation may grant options and share awards to employees and non-employee directors up to 2,473,483 shares of common stock, which includes 473,483 shares as a result of the completion of the acquisition of Valley Green Bank on January 1, 2015. The number of shares of common stock available for issuance under the plan is subject to adjustment, as described in the plan. This includes, in the event of any merger, reorganization, consolidation, recapitalization, stock dividend, or other change in corporate structure affecting the stock, substitution or adjustment shall be made in the aggregate number of shares reserved for issuance under the plan, in the number and option price of shares subject to outstanding options granted under the plan and in the number and price of shares subject to other awards, as described in the plan.

The following table sets forth information regarding outstanding options and shares under equity compensation plans at December 31, 2015:

Plan Category	(a) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	(b) Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	(c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))
Equity compensation plan approved by security holders	668,667	$ 18.88	2,136,273
Equity compensation plan not approved by security holders	—	—	—
Total	668,667	$ 18.88	2,136,273

ISSUER PURCHASES OF EQUITY SECURITIES

The following table provides information on repurchases by the Corporation of its common stock during the fourth quarter of 2015, under the Corporation's Board approved program.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
October 1 - 31, 2015	—	$—	—	1,080,246
November 1 - 30, 2015	—	—	—	1,080,246
December 1 – 31, 2015	—	—	—	1,080,246
Total	—	$—	—	

1. Transactions are reported as of trade dates.
2. On October 23, 2013, the Corporation’s Board of Directors approved a new stock repurchase plan for the repurchase of up to 800,000 shares, or approximately 5% of the shares outstanding. On May 27, 2015, the Corporation's Board of Directors approved an increase of 1,000,000 shares available for repurchase under the Corporation's share repurchase program, or approximately 5% of the Corporation's common stock outstanding as of May 27, 2015. The

repurchased shares limit is net of normal treasury activity such as purchases to fund the dividend reinvestment, employee stock purchase and equity compensation plans. The program has no scheduled expiration date and the Board of Directors has the right to suspend or discontinue the program at any time.

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Item 6. Selected Financial Data

(Dollars in thousands, except per share data)	For the Years Ended December 31, 2015	2014	2013	2012	2011
Earnings					
Interest income	$101,459	$75,885	$77,579	$80,654	$85,468
Interest expense	8,065	3,996	5,117	8,174	10,728
Net interest income	93,394	71,889	72,462	72,480	74,740
Provision for loan and lease losses	3,802	3,607	11,228	10,035	17,479
Net interest income after provision for loan and lease losses	89,592	68,282	61,234	62,445	57,261
Noninterest income	52,949	48,651	46,784	40,260	34,407
Noninterest expense	105,515	87,254	81,133	76,282	68,010
Net income before income taxes	37,026	29,679	26,885	26,423	23,658
Income taxes	9,758	7,448	5,696	5,551	4,776
Net income	$27,268	$22,231	$21,189	$20,872	$18,882
Financial Condition at Year End					
Cash and interest-earning deposits	$60,799	$38,565	$69,169	$146,112	$107,377
Investment securities	370,760	368,630	402,284	499,579	471,165
Net loans and leases held for investment	2,161,385	1,605,963	1,516,990	1,457,116	1,416,536
Assets	2,879,451	2,235,321	2,191,559	2,304,841	2,206,839
Deposits	2,394,360	1,861,341	1,844,498	1,865,333	1,749,232
Borrowings	73,588	41,974	37,256	117,276	137,234
Shareholders' equity	361,574	284,554	280,506	284,277	272,979
Per Common Share Data					
Average shares outstanding (in thousands)	19,663	16,235	16,605	16,761	16,743
Earnings per share – basic	$1.39	$1.37	$1.28	$1.25	$1.13
Earnings per share – diluted	1.39	1.37	1.28	1.24	1.13
Dividends declared per share	0.80	0.80	0.80	0.80	0.80
Book value (at year-end)	18.51	17.54	17.22	16.95	16.34
Dividends declared to net income	57.35 %	58.40 %	62.70 %	64.25 %	70.87 %
Profitability Ratios					
Return on average assets	0.98 %	1.01 %	0.95 %	0.95 %	0.89 %
Return on average equity	7.58	7.74	7.53	7.39	6.91
Average equity to average assets	12.96	13.03	12.62	12.78	12.87
Asset Quality Ratios					
Nonaccrual loans and leases (including nonaccrual troubled debt restructured loans and lease modifications) to loans and leases held for investment	0.65 %	1.07 %	1.51 %	2.17 %	2.64 %
Nonperforming loans and leases to loans and leases held for investment	0.91	1.43	2.05	3.11	2.94
Net charge-offs to average loans and leases outstanding	0.33	0.47	0.77	1.03	1.28
Allowance for loan and lease losses to total loans and leases held for investment	0.81	1.27	1.59	1.67	2.07
	0.94	1.27	1.59	1.67	2.07

Allowance for loan and lease losses to total loans and leases held for investment (excluding acquired loans at period-end)					
Allowance for loan and lease losses to nonaccrual loans and leases	124.29	119.18	105.42	77.01	78.18
Allowance for loan and leases losses to nonperforming loans and leases	89.00	88.84	77.53	53.76	70.34

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Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations
(All dollar amounts presented within tables are in thousands, except per share data. "BP" equates to "basis points"; "N/ M" equates to "not meaningful"; "—" equates to "zero" or "doesn't round to a reportable number"; and "N/A" equates to "not appl
Certain amounts have been reclassified to conform to the current-year presentation.)

The information contained in this report may contain forward-looking statements, including statements relating to Univest Corporation of Pennsylvania (the Corporation) and its financial condition and results of operations that involve certain risks, uncertainties and assumptions. The Corporation's actual results may differ materially from those anticipated, expected or projected as discussed in forward-looking statements. A discussion of forward-looking statements and factors that might cause such a difference includes those discussed in Item 1. "Business," Item 1A. "Risk Factors," as well as those within this Management's Discussion and Analysis of Financial Condition and Results of Operations and elsewhere in this report.
Critical Accounting Policies

The discussion below outlines the Corporation's critical accounting policies. For further information regarding accounting policies, refer to Note 1, "Summary of Significant Accounting Policies" included in the Notes to the Consolidated Financial Statements under Item 8 of this Form 10-K.

Management, in order to prepare the Corporation's financial statements in conformity with U.S. generally accepted accounting principles, is required to make estimates and assumptions that affect the amounts reported in the Corporation's financial statements. There are uncertainties inherent in making these estimates and assumptions. Certain critical accounting policies, discussed below, could materially affect the results of operations and financial position of the Corporation should changes in circumstances require a change in related estimates or assumptions. The Corporation has identified the fair value measurement of investment securities available-for-sale and assessment for impairment of certain investment securities, reserve for loan and lease losses, valuation of goodwill and other intangible assets, mortgage servicing rights, deferred tax assets and liabilities, benefit plans and stock-based compensation as areas with critical accounting policies.

Fair Value Measurement of Investment Securities Available-for-Sale and Assessment for Impairment of Certain Investment Securities: The Corporation designates its investment securities as held-to-maturity, available-for-sale or trading. Each of these designations affords different treatment in the balance sheet and statement of income for market value changes affecting securities that are otherwise identical. Should evidence emerge that indicates that management's intent or ability to manage the securities as originally asserted is not supportable, securities in the held-to-maturity or available-for-sale designations may be re-categorized so that adjustments to either the balance sheet or statement of condition may be required.

Fair values for securities are determined using independent pricing services and market-participating brokers. The Corporation's independent pricing service utilizes evaluated pricing models that vary by asset class and incorporate available trade, bid and other market information for structured securities, cash flow and, when available, loan performance data. Because many fixed income securities do not trade on a daily basis, the pricing service's evaluated pricing applications apply information as applicable through processes, such as benchmarking of like securities, sector groupings, and matrix pricing, to prepare evaluations. If at any time, the pricing service determines that it does have not sufficient verifiable information to value a particular security, the Corporation will utilize valuations from another pricing service. Management has a sufficient understanding of the third party service's valuation models, assumptions and inputs used in determining the fair value of securities to enable management to maintain an appropriate system of internal control.

Management evaluates debt securities for other-than-temporary impairment by considering the current economic conditions, the length of time and the extent to which the fair value has been less than cost, market interest rates and the bond rating of each security. The Corporation evaluates its equity securities for other-than-temporary impairment and recognizes other-than-temporary impairment charges when it has determined that it is probable that the fair value of certain equity securities will not recover to the Corporation's cost basis within a reasonable period of time due to a decline in the financial stability of the underlying companies. Management evaluates the near-term prospects of the issuers in relation to the severity and duration of the impairment and the Corporation's positive intent and ability to hold these securities until recovery to the Corporation's cost basis occurs.

Reserve for Loan and Lease Losses: Reserves for loan and lease losses are provided using techniques that specifically identify losses on impaired loans and leases, estimate losses on pools of homogeneous loans and leases, and estimate the amount of unallocated reserve necessary to account for losses that are present in the loan and lease portfolio but not yet currently identifiable. The adequacies

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of these reserves are sensitive to changes in current economic conditions that may affect the ability of borrowers to make contractual payments as well as the value of the collateral committed to secure such payments. Rapid or sustained downturns in the economy may require increases in reserves that may negatively impact the Corporation's results of operations and statements of financial condition in the periods requiring additional reserves.

Valuation of Goodwill and Other Intangible Assets: The Corporation completes a goodwill analysis at least on an annual basis or more often if events and circumstances indicate that there may be impairment. The Corporation also completes an impairment test for other intangible assets on an annual basis or more often if events and circumstances indicate a possible impairment. In accordance with ASC Topic 350, the Corporation has the option of performing a qualitative assessment to determine whether it is more likely than not that the fair value of the Corporation, including each of its identified reporting units is less than its carrying amount. If the results of the qualitative assessment indicate the potential for impairment, the Corporation would perform the two-step goodwill impairment test.

The Corporation performs the qualitative assessment at the reporting unit level including Banking, Wealth Management, and Insurance. The Corporation identifies the significant drivers of fair value including macroeconomic and microeconomic conditions, overall financial performance, management's knowledge of the business, key assumptions used in the most recent fair value determination and assumptions at the time of acquisition. As part of this analysis, the Corporation considered the results of the most recent fair value determination performed as of October, 31, 2014, including the amount of excess between the unit's fair value and carrying amount, changes in the reporting unit and the economic environment in which the reporting unit operates. The Corporation performs a qualitative assessment of the likely impact of the factors on the fair value of the reporting unit and considers what events and circumstances have occurred that may have impacted the drivers of fair value. The Corporation considers the overall financial performance of the reporting unit, including current and projected earnings, funding resources, cashflows, salary and benefits expense, capital and tangible capital as well as changes in management and customers, general economic conditions and the regulatory environment. The Corporation considers the reporting unit's performance in comparison to peers and recent merger and acquisition data including trading multiples of independent publicly traded entities of comparable sizes. The Corporation also considers changes in its stock price and in comparison to the banking industry. During the fourth quarter of 2015, the Corporation determined based on the assessment of these qualitative factors and events and circumstances that may impact the drivers of fair value, it was more likely than not that the fair value of the Corporation and each of the reporting units was more than its carrying amount; therefore, the Corporation did not need to perform the two-step impairment test for the Corporation or the reporting units. The Corporation will perform the two-step impairment test as described below when the qualitative assessment indicates a material negative impact of the factors on the operating performance or cashflows of the Corporation and the reporting units which would more likely than not result in the fair value of the Corporation, including the reporting units, being less than its carrying amount.

There was no goodwill impairment and no material impairment of identifiable intangibles recorded during 2013 through 2015. There can be no assurance that future impairment assessments or tests will not result in a charge to earnings.

For other identifiable intangible assets, changes in the useful life or economic value of acquired assets may require a reduction in the asset value carried on the financial statements of the Corporation and a related charge in the statement of income. Such changes in asset value could result from a change in market demand for the products or services offered by an acquired business or by reductions in the expected profit margins that can be obtained through the future delivery of the acquired product or service line.

Mortgage Servicing Rights: The Corporation has mortgage servicing rights for mortgages it originated, subsequently sold and retained servicing. The value of the rights is booked as income when the corresponding mortgages are sold.

The income booked at sale is the economic value of the estimated net present value of the cash flows that will be received from servicing the loans over their entire future term in excess of the cost of servicing. The term of a servicing right can be reasonably estimated using prepayment assumptions of comparable assets priced in the secondary market. As mortgage rates being offered to the public decrease, the life of mortgage servicing rights tends to shorten, as borrowers have increased incentive to refinance. Shortened mortgage servicing lives may require changes in the value of the servicing rights that have already been recorded to be marked down. This may cause a material change in reported results of operations for the Corporation depending on the size of the servicing portfolio and the degree of change in the prepayment speed of the type and coupon of loans being serviced.

Deferred Tax Assets and Liabilities: The Corporation recognizes deferred tax assets and liabilities for the future effects of temporary differences, net operating loss carryforwards, and tax credits. Enacted tax rates are applied to cumulative temporary differences based on expected taxable income in the periods in which the deferred tax asset or liability is anticipated to be realized. Future tax rate changes could occur that would require the recognition of income or expense in the statement of income in the period in which they are enacted. Deferred tax assets must be reduced by a valuation allowance if in management’s judgment it is “more likely than not” that some portion of the asset will not be realized. Management may need to modify their judgments in this regard from one period to another should a material change occur in the business environment, tax legislation, or in any other business factor that could impair the Corporation's ability to benefit from the asset in the future.

Benefit Plans: The Corporation has a retirement plan that it provides as a benefit to employees hired before December 8, 2009 and former employees who were also hired before December 8, 2009 and met the plan's vesting requirements. The Corporation also provides supplemental retirement plans that it provides as a benefit to certain former executives. Determining the adequacy of the funding of these plans requires estimates of future salary rate increases, of long-term rates of investment return, mortality assumptions, and the use of an appropriate discount rate for the obligation. Changes in these estimates and assumptions due to changes in the economic environment or financial markets may result in material changes in the Corporation's balance sheet or statement of income.

Stock-Based Compensation: The fair value of share based awards is recognized as compensation expense over the vesting period based on the grant-date fair value of the awards. The Corporation uses the Black-Scholes Model to estimate the fair value of each option on the date of grant. The Black-Scholes model estimates the fair value of employee stock options using a pricing model which takes into consideration the exercise price of the option, the expected life of the option, the current market price and its expected volatility, the expected dividends on the stock and the current risk-free interest rate for the expected life of the option. The Corporation's estimate of the fair value of a stock option is based on expectations derived from historical experience and may not necessarily equate to its market value when fully vested. The Corporation grants stock options to employees with an exercise price equal to the fair value of the shares at the date of grant. The Corporation grants both fixed and variable (performance-based) restricted stock to employees and non-employee directors. The performance-based restricted stock awards vest based upon the Corporation's performance against selected peers with respect to certain financial measures over a three-year period. The fair value of fixed restricted stock is equivalent to the fair value on the date of grant and is amortized over the vesting period. The fair value of the performance-based restricted stock is equivalent to the fair value on the date of grant and is amortized over the vesting period adjusted for a probability factor of achieving the performance goals.

Readers of the Corporation's financial statements should be aware that the estimates and assumptions used in the Corporation's current financial statements may need to be updated in future financial presentations for changes in circumstances, business or economic conditions in order to fairly represent the condition of the Corporation at that time.

General

The Corporation earns its revenues primarily from the margins and fees it generates from the lending and depository services it provides as well as fee-based income from trust, insurance, mortgage banking and investment services to customers. The Corporation seeks to achieve adequate and reliable earnings by growing its business while maintaining adequate levels of capital and liquidity and limiting its exposure to credit and interest rate risk to Board of Directors approved levels. Growth is pursued through expansion of current customer relationships and development of additional relationships with new offices and strategic acquisitions.The Corporation has also taken steps in recent years to reduce its dependence on net interest income by intensifying its focus on fee-based income from trust, insurance, mortgage banking and investment services to customers.

The principal component of earnings for the Corporation is net interest income, which is the difference between the yield on interest-earning assets and the cost of interest-bearing liabilities. The net interest margin, which is the ratio of net interest income to average earning assets, is affected by several factors including market interest rates, economic conditions, loan and lease demand, and deposit activity. As interest rates increase, fixed-rate assets that banks hold will tend to decrease in value; conversely, as interest rates decline, fixed-rate assets that banks hold will tend to increase in value. The Corporation is in a liability sensitive position from both a short-term maturity perspective and a short-term repricing perspective, as interest rates remain at historically low levels. Despite being liability sensitive, the

Corporation projects increased net interest income in rising rate scenarios as the magnitude of the asset pricing change exceeds the liability pricing change.

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Executive Overview

The Corporation’s consolidated net income, earnings per share and return on average assets and average equity were as follows:

(Dollars in thousands, except per share data)	For the Years Ended December 31, 2015	2014	2013	Amount of Change 2015 to 2014	2014 to 2013	Percent Change 2015 to 2014	2014 to 2013
Net income	$27,268	$22,231	$21,189	$5,037	$1,042	23 %	5 %
Net income per share:							
Basic	$1.39	$1.37	$1.28	$0.02	$0.09	1	7
Diluted	1.39	1.37	1.28	0.02	0.09	1	7
Return on average assets	0.98 %	1.01 %	0.95 %	(3) BP	6 BP	(3)	6
Return on average equity	7.58 %	7.74 %	7.53 %	(16) BP	21 BP	(2)	3

2015 versus 2014

The Corporation reported net income of $27.3 million or $1.39 diluted earnings per share for 2015, a 23% increase from reported net income of $22.2 million or $1.37 diluted earnings per share for 2014. The financial results for 2015 include the Valley Green Bank acquisition which the Corporation completed on January 1, 2015. The results for 2015 included $2.0 million ($1.3 million, net of tax) of integration and acquisition-related costs associated with Valley Green Bank, incurred during the first and second quarters, or $0.07 diluted earnings per share on a year-to-date tax affected basis. The 2015 results also included $540 thousand ($493 thousand, net of tax) of acquisition-related costs associated with the pending merger with Fox Chase Bancorp during the fourth quarter, or $0.03 diluted earnings per share on a tax affected basis. Lastly, the results for 2015 included $1.6 million ($1.1 million, net of tax) of restructuring charges, incurred in the second quarter, related to the consolidation of six financial centers in September 2015 under the Bank's optimization plan or $0.05 diluted earnings per share on a tax affected basis.

- Net interest income on a tax-equivalent basis for 2015 was $98.7 million, an increase of $21.8 million, or 28%, compared to 2014. The net interest margin on a tax-equivalent basis for 2015 was 3.96%, compared to 3.87% for 2014. The increase in net interest income was mainly due to the acquisition of Valley Green Bank.

- The provision for loan and lease losses for 2015 was $3.8 million, compared to $3.6 million for 2014.

- Noninterest income for 2015 was $52.9 million, an increase of $4.3 million, or 9%, compared to 2014. The increase was primarily due to the acquisition of Sterner Insurance on July 1, 2014 and higher mortgage banking income partially offset by a decline in investment advisory commission and fee income.

- Noninterest expense for 2015 was $105.5 million, an increase of $18.3 million, or 21% compared to 2014. Noninterest expense was impacted by the Valley Green Bank acquisition which included integration and acquisition-related costs totaling $2.0 million during 2015 and additional expenses related to staffing, branch offices and operations. Noninterest expense also included $540 thousand of acquisition-related costs associated with the pending merger with Fox Chase Bancorp. In addition, noninterest expense for 2015 included restructuring charges of $1.6 million recognized during the second quarter related to the consolidation of six financial centers in September 2015 under the Bank's optimization plan. The projected annualized savings from these consolidations is $1.9 million.

- Gross loans and leases grew $552.4 million, or 34% from December 31, 2014 which included $380.9 million of loans acquired from Valley Green Bank. Organic loan growth was 11% from December 31, 2014. Deposits increased $533.0 million, or 29% from December 31, 2014, primarily due to $385.9 million of deposits acquired from Valley Green Bank and an increase in public funds. Organic deposit growth was 8% from December 31, 2014.

- Nonaccrual loans and leases, including nonaccrual troubled debt restructured loans and lease modification were $14.2 million at December 31, 2015 compared to $17.3 million at December 31, 2014. Nonaccrual loans and leases as a percentage of total loans and leases held for investment were 0.65% at December 31, 2015 compared to 1.07% at December 31, 2014. Net loan and lease charge-offs were $6.8 million for 2015 compared to $7.4 million for 2014.

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Capital

The Corporation and the Bank continue to remain well-capitalized at December 31, 2015. The Corporation and the Bank adopted the new Basel III regulatory capital rules during the first quarter of 2015 under the transition rules. Total risk-based capital at December 31, 2015 under Basel III was 13.35% for the Corporation and 12.09% for the Bank, well in excess of the regulatory minimum for well-capitalized status of 10.00%.

On May 27, 2015, the Corporation's Board of Directors approved an increase of 1,000,000 shares in the common shares available for repurchase under the Corporation's share repurchase program, or approximately 5% of the Corporation's common stock outstanding as of May 27, 2015. During 2015, the Corporation repurchased 608,757 shares of common stock at a cost of $12.0 million under the share repurchase program. Shares available for future repurchases under the plan totaled 1,080,246 at December 31, 2015. Total shares outstanding at December 31, 2015 were 19,530,930.

2014 versus 2013

The Corporation reported net income of $22.2 million or $1.37 diluted earnings per share for 2014, a 5% increase from reported net income of $21.2 million or $1.28 diluted earnings per share for 2013. The results for 2014 include $1.3 million ($1.1 million, net of tax) of acquisition-related costs mainly attributable to the completed acquisition of Valley Green Bank, or $0.06 diluted earnings per share on a tax affected basis.

- Net interest income on a tax-equivalent basis for 2014 was $76.9 million, a decrease of $321 thousand, or less than 1%, compared to 2013. The net interest margin on a tax-equivalent basis for 2014 was 3.87%, an increase of six basis points compared to 3.81% for 2013.

- The provision for loan and lease losses for 2014 was $3.6 million, a decrease of $7.6 million compared to 2013.

- Noninterest income for 2014 was $48.7 million, an increase of $1.9 million, or 4%, compared to 2013. Noninterest expense for 2014 was $87.3 million, an increase of $6.1 million, or 8% compared to 2013.

- Gross loans and leases held for investment grew $85.1 million, or 6% from December 31, 2013. Deposits increased $16.8 million, or 1% from December 31, 2013.

- Nonaccrual loans and leases, including nonaccrual troubled debt restructured loans and lease modifications, decreased$5.9 million to $17.3 million at December 31, 2014 from $23.2 million at December 31, 2013. Nonaccrual loans and leases as a percentage of total loans and leases held for investment was 1.07% at December 31, 2014 compared to 1.51% at December 31, 2013. Net loan and lease charge-offs of $7.4 million for 2014 were down $4.1 million compared to $11.5 million for 2013.

During 2014, the Corporation repurchased 110,997 shares of common stock at a cost of $2.0 million under its 2013 Board approved share repurchase program. At December 31, 2014, total shares outstanding were 16,221,607.

Details of the changes in the various components of net income and the balance sheet are further discussed in the sections that follow.

Acquisitions

Fox Chase Bancorp

On December 8, 2015, the Corporation and Fox Chase Bancorp, Inc. (Fox Chase), parent company of Fox Chase Bank, entered into an Agreement and Plan of Merger pursuant to which Fox Chase will be merged with and into the Corporation in a cash and stock transaction with an aggregate value of approximately $239.3 million. Fox Chase had approximately $1.1 billion in assets, $767.7 million in loans, and $765.0 million in deposits at December 31, 2015.

Fox Chase's main office is in Hatboro, Pennsylvania, with banking offices in Pennsylvania and New Jersey. Upon completion of the merger, the Corporation's presence will expand in Bucks, Chester, Philadelphia and Montgomery counties in Pennsylvania and into Atlantic and Cape May counties in New Jersey, complementing and expanding the Corporation's existing network of financial centers.

Upon completion of the merger, Fox Chase shareholders will have the right to receive either $21.00 in cash, or a fixed exchange ratio of 0.9731 shares of the Corporation’s common stock, or a combination of the two, for outstanding shares of Fox Chase. The stock/cash election is subject to allocation provisions to assure that 40% of Fox Chase shares receive cash consideration and 60%

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of Fox Chase shares receive stock consideration. The Merger Agreement has been approved by the Boards of Directors of the Corporation, the Bank, Fox Chase and Fox Chase Bank and remains subject to approval by the shareholders of both companies, as well as their regulatory authorities. The transaction is expected to qualify as a tax-free reorganization for federal income tax purposes and is expected to close in the third quarter of 2016. The transaction is anticipated to be accretive to the Corporation’s earnings per share in the first combined year of operations.

Valley Green Bank

On January 1, 2015, the Corporation completed the acquisition of Valley Green Bank. The merger of Valley Green Bank with and into the Bank was effected pursuant to the terms and conditions of the Agreement and Plan of Merger (Merger Agreement) dated June 17, 2014. Headquartered in the Mt. Airy neighborhood of Philadelphia, Pennsylvania, Valley Green operated three full-service banking offices and two administrative offices for loan production in the greater Philadelphia marketplace. With the assumption of Valley Green Bank’s three branches and two administrative offices for loan production in the Philadelphia marketplace, the Corporation entered into a new small business and consumer market and expanded its existing lending network within southeastern Pennsylvania.

The acquisition was an all-stock transaction with an aggregate value of approximately $77 million with the issuance of 3,787,866 shares of the Corporation's common stock to the former shareholders of Valley Green Bank. Valley Green Bank outstanding stock options of 122,377 were exchanged for cash and related payroll taxes of $2.2 million.

The transaction is being accounted for using the acquisition method of accounting, which requires the Corporation to allocate the total consideration transferred to the assets acquired and liabilities assumed, based on their respective fair values at the merger date, with remaining excess consideration recorded as goodwill. The fair value of total assets acquired as a result of the merger totaled $425.2 million, which included $380.9 million in loans at January 1, 2015. The fair value of liabilities assumed was $389.8 million which included $385.9 million in deposits and a core deposit intangible of $1.5 million at January 1, 2015. As a result of the Valley Green Bank acquisition, the Corporation recorded goodwill of $43.5 million. The results of Valley Green Bank's operations have been included in the Corporation's consolidated financial statements prospectively from the date of the merger.

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Results of Operations
Net Interest Income
Net interest income is the difference between interest earned on loans and leases, investments and other interest-earning assets and interest paid on deposits and other interest-bearing liabilities. Net interest income is the principal source of the Corporation’s revenue. Table 1 presents a summary of the Corporation’s average balances, the tax-equivalent yields earned on average assets, and the cost of average liabilities, and shareholders’ equity on a tax-equivalent basis for the year ended December 31, 2015 compared to 2014 and for the year ended December 31, 2014 compared to 2013. The tax-equivalent net interest margin is tax-equivalent net interest income as a percentage of average interest-earning assets. The tax-equivalent net interest spread represents the difference between the weighted average tax-equivalent yield on interest-earning assets and the weighted average cost of interest-bearing liabilities. The effect of net interest free funding sources represents the effect on the net interest margin of net funding provided by noninterest-earning assets, noninterest-bearing liabilities and shareholders’ equity. Table 2 analyzes the changes in the tax-equivalent net interest income for the periods broken down by their rate and volume components. Sensitivities associated with the mix of assets and liabilities are numerous and complex. The Investment Asset/Liability Management Committee works to maintain an adequate and stable net interest margin for the Corporation.

2015 versus 2014
Net interest income on a tax-equivalent basis for the year ended December 31, 2015 was $98.7 million, an increase of $21.8 million, or 28%, compared to the same period in 2014. The increase in year-to-date net interest income from the prior year was mainly due to the impact of the Valley Green Bank acquisition, which included the average net interest-earning assets acquired and the net accretion of acquisition accounting fair value adjustments (the impact of the acquisition accounting adjustments was nine basis points for the year ended December 31, 2015). The subordinated debt issuance increased funding costs by 10 basis points for the year ended December 31, 2015 compared to 2014. The tax-equivalent net interest margin for the year ended December 31, 2015 increased nine basis points to 3.96% from 3.87% for 2014.

2014 versus 2013
Net interest income on a tax-equivalent basis for the year ended December 31, 2014 was $76.9 million, a decrease of $321 thousand, or less than 1%, compared to the same period in 2013. The decline in year-to-date net interest income from the prior year was primarily attributable to a reduction in investment securities. This decline was partially offset by loan and lease growth which more than compensated for the reduction in loan rates. It was also offset by maturities of time deposits, reductions in time deposit rates and redemption of the Corporation's trust preferred securities in 2013. The tax-equivalent net interest margin for the year ended December 31, 2014 increased six basis points to 3.87% from 3.81% for 2013.

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Table 1—Average Balances and Interest Rates—Tax-Equivalent Basis

	For the Years Ended December 31,								
	2015			2014			2013		
(Dollars in thousands)	Average Balance	Income/ Expense	Average Rate	Average Balance	Income/ Expense	Average Rate	Average Balance	Income/ Expense	Average Rate
Assets:									
Interest-earning deposits with other banks	$38,515	$95	0.25 %	$33,482	$81	0.24 %	$46,469	$126	0.27 %
U.S. government obligations	123,593	1,375	1.11	128,487	1,287	1.00	172,414	1,870	1.08
Obligations of states and political subdivisions	107,204	5,303	4.95	106,365	5,554	5.22	118,235	6,263	5.30
Other debt and equity securities	143,133	3,296	2.30	137,900	2,702	1.96	189,040	3,562	1.88
Federal funds sold	1,831	2	0.11	—	—	—	—	—	—
Total interest-earning deposits, investments and federal funds sold	414,276	10,071	2.43	406,234	9,624	2.37	526,158	11,821	2.25
Commercial, financial and agricultural loans	422,507	16,901	4.00	392,747	15,636	3.98	403,993	16,958	4.20
Real estate—commercial and construction loans	849,161	39,275	4.63	608,602	26,454	4.35	577,230	26,095	4.52
Real estate—residential loans	499,208	22,789	4.57	293,610	11,987	4.08	261,704	11,347	4.34
Loans to individuals	29,653	1,587	5.35	33,675	2,040	6.06	42,339	2,392	5.65
Municipal loans and leases	208,236	9,890	4.75	180,914	8,767	4.85	145,463	7,360	5.06
Lease financings	72,052	6,240	8.66	71,287	6,404	8.98	68,622	6,381	9.30
Gross loans and leases	2,080,817	96,682	4.65	1,580,835	71,288	4.51	1,499,351	70,533	4.70
Total interest-earning assets	2,495,093	106,753	4.28	1,987,069	80,912	4.07	2,025,509	82,354	4.07
Cash and due from banks	33,025			32,710			32,854		
Reserve for loan and lease losses	(20,447)			(24,287)			(25,519)		
Premises and equipment, net	40,891			35,099			33,197		
Other assets	227,721			171,656			165,292		
Total assets	$2,776,283			$2,202,247			$2,231,333		

Liabilities:									
Interest-bearing checking deposits	$369,611	269	0.07	$314,784	172	0.05	$286,487	164	0.06
Money market savings	368,392	1,205	0.33	295,209	373	0.13	319,958	314	0.10
Regular savings	582,647	533	0.09	535,346	317	0.06	536,701	313	0.06
Time deposits	461,968	4,000	0.87	264,591	3,102	1.17	299,792	3,795	1.27
Total time and interest-bearing deposits	1,782,618	6,007	0.34	1,409,930	3,964	0.28	1,442,938	4,586	0.32
Short-term borrowings	35,932	35	0.10	41,215	32	0.08	72,211	48	0.07
Subordinated notes and capital securities*	37,431	2,023	5.40	—	—	—	10,710	483	4.51
Total borrowings	73,363	2,058	2.81	41,215	32	0.08	82,921	531	0.64
Total interest-bearing liabilities	1,855,981	8,065	0.43	1,451,145	3,996	0.28	1,525,859	5,117	0.34
Noninterest-bearing deposits	517,566			435,058			390,420		
Accrued expenses and other liabilities	43,011			29,006			33,515		
Total liabilities	2,416,558			1,915,209			1,949,794		
Shareholders' Equity:									
Common stock	110,271			91,332			91,332		
Additional paid-in capital	120,565			62,163			61,816		
Retained earnings and other equity	128,889			133,543			128,391		
Total shareholders' equity	359,725			287,038			281,539		
Total liabilities and shareholders' equity	$2,776,283			$2,202,247			$2,231,333		
Net interest income		$98,688			$76,916			$77,237	
Net interest spread			3.85			3.79			3.73
Effect of net interest-free funding sources			0.11			0.08			0.08
Net interest margin			3.96 %			3.87 %			3.81 %
Ratio of average interest-earning assets to average interest-bearing liabilities	134.44 %			136.93 %			132.75 %		

*The interest rate on subordinated notes is calculated on a 30/360 day basis at a rate of 5.10%. The balance is net of debt issuance costs which are amortized to interest expense.

Notes: For rate calculation purposes, average loan and lease categories include unearned discount.
Nonaccrual loans and leases have been included in the average loan and lease balances.
Loans held for sale have been included in the average loan balances.

Tax-equivalent amounts for the years ended December 31, 2015, 2014 and 2013 have been calculated using the Corporation’s federal applicable rate of 35%.

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Table 2—Analysis of Changes in Net Interest Income

The rate-volume variance analysis set forth in the table below compares changes in tax-equivalent net interest income for the year ended December 31, 2015 compared to 2014 and for the year ended December 31, 2014 compared to 2013, indicated by their rate and volume components. The change in interest income/expense due to both volume and rate has been allocated proportionately.

	For the Years Ended December 31, 2015 Versus 2014			For the Years Ended December 31, 2014 Versus 2013		
(Dollars in thousands)	Volume Change	Rate Change	Total	Volume Change	Rate Change	Total
Interest income:						
Interest-earning deposits with other banks	$11	$3	$14	$(32)	$(13)	$(45)
U.S. government obligations	(50)	138	88	(452)	(131)	(583)
Obligations of states and political subdivisions	43	(294)	(251)	(616)	(93)	(709)
Other debt and equity securities	107	487	594	(1,004)	144	(860)
Federal funds sold	2	—	2	—	—	—
Interest on deposits, investments and federal funds sold	113	334	447	(2,104)	(93)	(2,197)
Commercial, financial and agricultural loans	1,186	79	1,265	(458)	(864)	(1,322)
Real estate—commercial and construction loans	11,026	1,795	12,821	1,372	(1,013)	359
Real estate—residential loans	9,220	1,582	10,802	1,341	(701)	640
Loans to individuals	(229)	(224)	(453)	(517)	165	(352)
Municipal loans and leases	1,307	(184)	1,123	1,724	(317)	1,407
Lease financings	68	(232)	(164)	245	(222)	23
Interest and fees on loans and leases	22,578	2,816	25,394	3,707	(2,952)	755
Total interest income	22,691	3,150	25,841	1,603	(3,045)	(1,442)
Interest expense:						
Interest-bearing checking deposits	29	68	97	24	(16)	8
Money market savings	115	717	832	(27)	86	59
Regular savings	32	184	216	4	—	4
Time deposits	1,850	(952)	898	(415)	(278)	(693)
Interest on time and interest-bearing deposits	2,026	17	2,043	(414)	(208)	(622)
Short-term borrowings	(4)	7	3	(23)	7	(16)
Subordinated notes and capital securities	2,023	—	2,023	(483)	—	(483)
Interest on borrowings	2,019	7	2,026	(506)	7	(499)
Total interest expense	4,045	24	4,069	(920)	(201)	(1,121)
Net interest income	$18,646	$3,126	$21,772	$2,523	$(2,844)	$(321)

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Interest Income

2015 versus 2014
Interest income on a tax-equivalent basis for the year ended December 31, 2015 was $106.8 million, an increase of $25.8 million, or 32% from 2014. The increase was mainly due to the impact of the Valley Green Bank acquisition, which included the average interest-earning assets acquired and the net accretion of acquisition accounting fair value adjustments (the impact of the acquisition accounting adjustments on interest earning assets was seven basis points for 2015). Growth in commercial real estate, residential real estate and municipal loans and leases was partially offset by decreases in loan interest rates due to re-pricing and the competitive environment.

2014 versus 2013
Interest income on a tax-equivalent basis for the year ended December 31, 2014 was $80.9 million, a decrease of $1.4 million, or 2% from 2013. The decrease was primarily due to a reduction in investment securities. This decline was partially offset as loan and lease growth more than compensated for the reduction in loan rates. The growth in loans for the year ended December 31, 2014, occurred mainly in commercial real estate, residential real estate and municipal loans and leases. The lower rates on loans were primarily in the business, commercial real estate and residential real estate loan categories due to re-pricing and the competitive environment. The average rate earned on loans decreased 19 basis points for the year ended December 31, 2014 from 2013.

Interest Expense

2015 versus 2014
Interest expense for the year ended December 31, 2015 was $8.1 million, an increase of $4.1 million, compared to $4.0 million for 2014. The increase was due to the impact of the Valley Green Bank acquisition which included the average interest-bearing deposits assumed and the net amortization of acquisition accounting fair value adjustments (the impact of the acquisition accounting adjustments on interest-bearing liabilities was two basis points for 2015). The increase in interest expense was also due to the subordinated debt issuance which increased funding costs by 10 basis points for 2015 compared to 2014.

2014 versus 2013
Interest expense for the year ended December 31, 2014 was $4.0 million, a decrease of $1.1 million, or 22% from 2013. The decrease was mainly attributable to maturities of time deposits, reduction in time deposit rates and redemption of the Corporation’s trust preferred securities during 2013. For the year ended December 31, 2014, the average rate paid on time deposits declined by 10 basis points and the average rate paid on borrowings declined by 56 basis points. For the year ended December 31, 2014, the Corporation experienced decreases in average time deposits of $35.2 million and money market savings of $24.7 million partially offset by increases in average interest-bearing checking of $28.3 million. The increase in interest-bearing checking deposits was primarily due to a product change for existing business and municipal customers which resulted in customer repurchase agreements, classified as borrowings, being transferred to interest-bearing demand deposits during the the second quarter of 2013.

Provision for Loan and Lease Losses
The reserve for loan and lease losses is determined through a periodic evaluation that takes into consideration the growth of the loan and lease portfolio, the status of past-due loans and leases, current economic conditions, various types of lending activity, policies, real estate and other loan commitments, and significant changes in charge-off activity. Loans are also reviewed for impairment based on the fair value of the collateral for collateral dependent loans and for certain loans based on discounted cash flows using the loans’ initial effective interest rates. Any of the above criteria may cause the reserve to fluctuate. The provision for the years ended December 31, 2015, 2014, and 2013 was $3.8 million, $3.6 million, and $11.2 million, respectively. The decrease in the provision during 2014 was mainly due

to improvements in historical loss factors utilized to calculate the allowance for loan and lease loss requirement and improved asset quality compared to a decline in collateral value for a commercial real estate borrower in 2013 and updated assessments of residential building lots for a commercial real estate developer in 2013.

Noninterest Income

Noninterest income consists of trust department fee income, service charges on deposit accounts, commission income, net gains (losses) on sales of securities, net gains (losses) on mortgage banking activities, net gains (losses) on sales and write-downs of other real estate owned, loss on termination of an interest rate swap and other miscellaneous types of income. Other service fee income primarily consists of fees from credit card companies for a portion of merchant charges paid to the credit card companies for the Bank's customer debit card usage (Mastermoney fees), non-customer debit card fees, other merchant fees, mortgage servicing income and mortgage placement income. Bank owned life insurance income represents changes in the cash surrender value of bank-

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owned life insurance policies, which is affected by the market value of the underlying assets, and also includes any excess proceeds from death benefit claims. The net gain on mortgage banking activities consists of gains (losses) on sales of mortgages held for sale and fair value adjustments on interest-rate locks and forward loan sale commitments. Other noninterest income includes other miscellaneous income.

The following table presents noninterest income for the periods indicated:

	For the Years Ended December 31,			$ Change		% Change	
(Dollars in thousands)	2015	2014	2013	2015 to 2014	2014 to 2013	2015 to 2014	2014 to 2013
Trust fee income	$7,908	$7,835	$7,303	$73	$532	1 %	7 %
Service charges on deposit accounts	4,230	4,230	4,451	—	(221)	—	(5)
Investment advisory commission and fee income	10,773	11,904	7,642	(1,131)	4,262	(10)	56
Insurance commission and fee income	13,885	11,543	9,395	2,342	2,148	20	23
Other service fee income	7,379	7,189	7,390	190	(201)	3	(3)
Bank owned life insurance income	1,295	1,628	2,968	(333)	(1,340)	(20)	(45)
Net gain on sales of investment securities	1,265	635	3,389	630	(2,754)	99	(81)
Net gain on mortgage banking activities	4,838	2,182	4,523	2,656	(2,341)	N/M	(52)
Net gain on sales and write-downs of other real estate owned	14	195	626	(181)	(431)	(93)	(69)
Loss on termination of interest rate swap	—	—	(1,866)	—	1,866	—	N/M
Other income	1,362	1,310	963	52	347	4	36
Total noninterest income	$52,949	$48,651	$46,784	$4,298	$1,867	9 %	4 %

2015 versus 2014

Noninterest income for the year ended December 31, 2015 was $52.9 million, an increase of $4.3 million or 9% compared to 2014. Insurance commission and fee income increased $2.3 million for the year ended December 31, 2015, primarily due to the acquisition of Sterner Insurance on July 1, 2014. The net gain on mortgage banking activities increased $2.7 million for the year ended December 31, 2015, mainly due to an increase in volume. Funded first mortgage volume increased $72.5 million or 55% for the year ended December 31, 2015, compared to 2014. In addition, the net gain on sales of investment securities increased $630 thousand for the year ended December 31, 2015. The increase in net gains on sales of investment securities is attributable to the Corporation's disciplined approach to evaluating market conditions for potential sales and timing of reinvestment.

These favorable increases were partially offset by a decline in investment advisory commission and fee income of $1.1 million for the year ended December 31, 2015, primarily related to the fourth quarter of 2014 divestiture of approximately $375 million in marginally profitable assets under the supervision of independent consultants.

2014 versus 2013

Noninterest income for the year ended December 31, 2014 was $48.7 million, an increase of $1.9 million or 4% compared to 2013. Investment advisory commission and fee income increased $4.3 million for the year ended December 31, 2014, primarily due to the acquisition of Girard effective January 1, 2014. Insurance commission and fee income increased $2.1 million for the year ended December 31, 2014, primarily due to the Sterner acquisition on July 1, 2014, an increase in contingent commission income and the Fretz acquisition on May 1, 2013.

These favorable increases were partially offset for the year ended December 31, 2014 by a $2.3 million decline in net gain on mortgage banking activities. In 2014, higher interest rates led to a decline in refinance activity while new home purchase activity remained below historical norms. These factors led to a 51% decline in funded first mortgage volume for the year ended December 31, 2014 compared to 2013. However, funded first mortgage volume during the fourth quarter of 2014 was up 39% from the fourth quarter of 2013 due to an increase in purchase volume. In addition, there was a $2.8 million decline in net gain on sales of securities for the year ended December 31, 2014 from the prior year. The sale of available-for-sale investment securities during 2014 amounted to $33.0 million and consisted primarily of residential mortgage-backed securities. The sale of available-for-sale investment securities during 2013 amounted to $76.4 million and consisted primarily of U.S. government agency bonds.

Excess proceeds from bank owned life insurance death benefits of $1.1 million were recognized in 2013. Lastly, the year ended December 31, 2013 included a $1.9 million loss on the termination of an interest rate swap which was used as a hedge of trust preferred securities.

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Noninterest Expense

The operating costs of the Corporation are known as noninterest expense, and include, but are not limited to, salaries and benefits, commissions, occupancy, equipment, professional services, intangible expenses, acquisition-related costs, integration costs and restructuring charges. Expense control is very important to the management of the Corporation, and every effort is made to contain and minimize the growth of operating expenses, and to provide technological innovation whenever practical, as operations change or expand.

The following table presents noninterest expense for the periods indicated:

	For the Years Ended December 31,			$ Change		% Change	
(Dollars in thousands)	2015	2014	2013	2015 to 2014	2014 to 2013	2015 to 2014	2014 to 2013
Salaries and benefits	$50,069	$42,245	$39,522	$7,824	$2,723	19 %	7 %
Commissions	8,037	7,637	8,512	400	(875)	5	(10)
Net occupancy	8,430	7,023	5,869	1,407	1,154	20	20
Equipment	7,181	5,645	4,865	1,536	780	27	16
Professional fees	3,839	3,164	3,471	675	(307)	21	(9)
Marketing and advertising	2,253	1,880	1,948	373	(68)	20	(3)
Deposit insurance premiums	1,730	1,561	1,553	169	8	11	1
Intangible expenses	2,567	2,167	157	400	2,010	18	N/M
Acquisition-related costs	1,047	1,270	87	(223)	1,183	(18)	N/M
Integration costs	1,490	8	—	1,482	8	N/M	N/M
Restructuring charges	1,642	—	534	1,642	(534)	N/M	N/M
Other expense	17,230	14,654	14,615	2,576	39	18	—
Total noninterest expense	$105,515	$87,254	$81,133	$18,261	$6,121	21 %	8 %

2015 versus 2014

Noninterest expense for the year ended December 31, 2015 was $105.5 million, an increase of $18.3 million or 21% compared to 2014. Non-interest expense was impacted by the Valley Green Bank acquisition which included integration and acquisition-related costs totaling $2.0 million for the year ended December 31, 2015 and $540 thousand in acquisition-related charges associated with the pending merger with Fox Chase Bancorp. Salaries and benefit expense increased $7.8 million for the year ended December 31, 2015, primarily attributable to the Valley Green Bank acquisition, additional staff hired to support revenue generation, increased pension plan expense and bonus accruals. The Sterner Insurance acquisition also impacted year-to-date salaries and benefits expense. This increase was partially offset by higher deferred loan origination costs. Premises and equipment expenses increased $2.9 million for the year ended December 31, 2015, mainly due to the Valley Green Bank acquisition and increased investments in computer equipment and software.

In addition, noninterest expense for the year ended December 31, 2015 included restructuring charges of $1.6 million recognized during the second quarter related to the consolidation of six financial centers in September 2015 under the Bank's optimization plan. The projected savings from these consolidations is $1.9 million.

2014 versus 2013

Noninterest expense for the year ended December 31, 2014 was $87.3 million, an increase of $6.1 million or 8% compared to 2013. Salaries and benefit expense increased $2.7 million for the year ended December 31, 2014, primarily attributable to the Girard and Sterner acquisitions and lower deferred loan origination costs which were partially offset by reduced pension plan expense. Intangible expenses increased by $2.0 million for the year ended December 31, 2014, mainly due to the Girard acquisition and the reduction to the contingent consideration liability related to the Javers acquisition which resulted in a reduction of expense of $959 thousand during 2013. Premises and equipment expenses increased $1.9 million for the year ended December 31, 2014, mainly due to increased costs related to computer equipment and software, our new leased office location in the Lehigh Valley which opened in December 2013 and the Girard and Sterner acquisitions. Acquisition-related costs for the year ended December 31, 2014 were $1.3 million, mainly attributable to the completed acquisition of Valley Green Bank. These unfavorable variances were partially offset by a decrease in commission expense of $875 thousand for the year ended December 31, 2014, mainly due to the decline in mortgage banking activity. In addition, non-interest expense in 2013 included restructuring charges of $534 thousand.

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Tax Provision

The provision for income taxes was $9.8 million, $7.4 million and $5.7 million for the years ended December 31, 2015, 2014, and 2013, respectively, at effective rates of 26%, 25%, and 21%, respectively. The effective tax rates reflect the benefits of tax-exempt income from investments in municipal securities, loans and bank-owned life insurance. The higher effective rates for the years ended December 31, 2015 and 2014 are primarily due to the absence of tax-exempt proceeds from bank-owned life insurance death benefits which were received in 2013.

Financial Condition

ASSETS

The following table presents assets at the dates indicated:

	At December 31,			
(Dollars in thousands)	2015	2014	$ Change	% Change
Cash and interest-earning deposits	$60,799	$38,565	$22,234	58 %
Investment securities	370,760	368,630	2,130	1
Loans held for sale	4,680	3,302	1,378	42
Loans and leases held for investment	2,179,013	1,626,625	552,388	34
Reserve for loan and lease losses	(17,628)	(20,662)	3,034	15
Premises and equipment, net	42,156	37,009	5,147	14
Goodwill and other intangibles, net	125,277	79,897	45,380	57
Bank owned life insurance	71,560	62,265	9,295	15
Accrued interest receivable and other assets	42,834	39,690	3,144	8
Total assets	$2,879,451	$2,235,321	$644,130	29 %

Cash and Interest-earning Deposits

Cash and interest-earning deposits at December 31, 2015 increased $22.2 million from December 31, 2014. This was primarily due to an increase in cash maintained at the Federal Reserve Bank.

Investment Securities

The investment portfolio is managed as part of the overall asset and liability management process to optimize income and market performance over an entire interest rate cycle while mitigating risk. Activity in this portfolio is undertaken primarily to manage liquidity and interest rate risk, to take advantage of market conditions that create more economically beneficial returns on these investments, and to collateralize public fund deposits. The securities portfolio consists primarily of U.S. government agencies, municipals, residential mortgage-backed securities and corporate bonds.

Total investments at December 31, 2015 increased $2.1 million from December 31, 2014. Securities acquired from Valley Green Bank and purchases of $175.5 million were partially offset by sales of $77.3 million, maturities and pay-downs of $48.5 million, calls of $44.0 million and decreases in the fair value of available-for-sale investment securities of $3.5 million. The decreases in fair value of available-for-sale investment securities were primarily due to the increase in long-term interest rates.

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Table 3—Investment Securities

The following table shows the carrying amount of investment securities at the dates indicated. Held-to-maturity and available-for-sale portfolios are combined.

	At December 31,		
(Dollars in thousands)	2015	2014	2013
U.S. treasuries	$4,887	$4,845	$4,708
U.S. government corporations and agencies	102,156	121,844	128,148
State and political subdivisions	102,032	102,774	107,657
Residential mortgage-backed securities	13,354	13,643	35,480
Collateralized mortgage obligations	3,133	3,725	7,201
Corporate bonds	127,665	108,787	99,843
Money market mutual funds	16,726	11,675	16,900
Equity securities	807	1,337	2,347
Total investment securities	$370,760	$368,630	$402,284

Table 4—Investment Securities (Yields)

The following table shows the maturity distribution and weighted average yields of the investment securities at the dates indicated. Expected maturities will differ from contractual maturities because debt issuers may have the right to call or prepay obligations without call or prepayment penalties; therefore, the stated yield may not be recognized in future periods. Equity securities and money market mutual funds have no stated maturity and the current dividend yields may not be recognized in future periods. The weighted average yield is calculated by dividing income, which has not been tax equated on tax-exempt obligations, within each contractual maturity range by the outstanding amount of the related investment. Held-to-maturity and available-for-sale portfolios are combined.

	At December 31,								
(Dollars in thousands)	2015 Amount	2015 Yield		2014 Amount	2014 Yield		2013 Amount	2013 Yield	
1 Year or less	$31,657	1.65	%	$18,710	2.45	%	$18,740	2.04	%
After 1 Year to 5 Years	163,064	1.39		214,664	1.33		190,574	1.32	
After 5 Years to 10 Years	59,067	3.14		75,988	3.13		82,271	2.61	
After 10 Years	99,439	3.69		46,256	3.77		91,452	3.42	
No stated maturity	17,533	0.16		13,012	0.25		19,247	0.18	
Total	$370,760	2.25	%	$368,630	2.03	%	$402,284	2.04	%

Loans and Leases

Gross loans and leases held for investment at December 31, 2015 increased $552.4 million from December 31, 2014, including $380.9 million of loans acquired from Valley Green Bank. Organic loan growth was 11% from December 31, 2014. The growth in loans was primarily in commercial real estate loans and residential real estate loans. The growth in loans during the year resulted from new and existing customer relationships as economic conditions continue to improve while interest rates remain at historical lows, lending team additions and market disruption created by other bank acquisitions.

At December 31, 2015, there were no concentrations of loans or leases exceeding 10% of total loans and leases other than as disclosed in Table 5.

Table 5—Loan and Lease Portfolio

The following table presents the composition of the loan and lease portfolio at the dates indicated:

	At December 31,				
(Dollars in thousands)	2015	2014	2013	2012	2011

Commercial, financial and agricultural	$504,515	$457,827	$422,816	$468,421	$477,662
Real estate-commercial	885,892	628,478	600,353	530,122	514,953
Real estate-construction	96,541	79,887	90,493	91,250	90,397
Real estate-residential	536,893	312,032	281,828	264,432	245,204
Loans to individuals	29,732	29,941	40,000	43,780	44,965
Lease financings	125,440	118,460	105,994	83,857	73,225
Total loans and leases held for investment, net of deferred income	$2,179,013	$1,626,625	$1,541,484	$1,481,862	$1,446,406

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Table 6—Loan and Lease Maturities and Sensitivity to Changes in Interest Rates

The following table presents the maturity and interest rate sensitivity of the loan and lease portfolio at December 31, 2015:

(Dollars in thousands)	Total	Due in One Year or Less	Due after One Year to Five Years	Due After Five Years
Commercial, financial and agricultural	$504,515	$260,693	$135,777	$108,045
Real estate-commercial	885,892	225,181	495,217	165,494
Real estate-construction	96,541	57,972	10,888	27,681
Real estate-residential	536,893	223,764	150,167	162,962
Loans to individuals	29,732	14,702	8,741	6,289
Lease financings	125,440	47,030	78,197	213
Total gross loans and leases held for investment	$2,179,013	$829,342	$878,987	$470,684
Loans and leases with fixed predetermined interest rates	$1,194,544	$162,773	$716,335	$315,436
Loans and leases with variable or floating interest rates	984,469	666,569	162,652	155,248
Total gross loans and leases held for investment	$2,179,013	$829,342	$878,987	$470,684

The commercial mortgages and tax-exempt loans that are presently being written at both fixed and floating rates of interest primarily include loans typically written for five-year terms with a monthly payment based on up to a maximum twenty-five year amortization schedule. At each five-year anniversary date of the mortgage, the Bank usually has the right to require payment in full. If the loan is extended, the interest rate is renegotiated and the term of the loan is extended for an additional five years. These mortgages are included in the "Due in One to Five Years" category in the table above.

Bank Owned Life Insurance
The Corporation purchased bank owned life insurance policies totaling $8.0 million during the third quarter of 2015. The Bank purchases bank owned life insurance to protect itself against the loss of key employees due to death and to offset or finance the Corporation's future costs and obligations to its employees under its benefit plans.

Asset Quality
Performance of the entire loan and lease portfolio is reviewed on a regular basis by Bank management and lending officers. A number of factors regarding the borrower, such as overall financial strength, collateral values and repayment ability, are considered in deciding what actions should be taken when determining the collectability of interest for accrual purposes.

When a loan or lease, including a loan or lease that is impaired, is classified as nonaccrual, the accrual of interest on such a loan or lease is discontinued. A loan or lease is typically classified as nonaccrual when the contractual payment of principal or interest has become 90 days past due or management has serious doubts about the further collectability of principal or interest, even though the loan or lease is currently performing. A loan or lease may remain on accrual status if it is in the process of collection and is either guaranteed or well secured. When a loan or lease is placed on nonaccrual status, unpaid interest credited to income is reversed. Interest payments received on nonaccrual loans and leases are either applied against principal or reported as interest income, according to management's judgment as to the collectability of principal.

Loans or leases are usually restored to accrual status when the obligation is brought current, has performed in accordance with the contractual terms for a reasonable period of time, and the ultimate collectability of the total contractual principal and interest is no longer in doubt.

At December 31, 2015, the recorded investment in loans held for investment that were considered to be impaired was $48.9 million. The related reserve for loan losses was $322 thousand. At December 31, 2014, the recorded investment in loans that were considered to be impaired was $56.2 million. The related reserve for loan losses was $998 thousand. Impaired loans include nonaccrual loans and leases, accruing troubled debt restructured loans and lease modifications and other accruing impaired loans for which it is probable that not all principal and interest payments due will be collectible in accordance with the contractual terms. The amount of the specific reserve needed for these credits could change in future periods subject to changes in facts and judgments related to these credits. Specific reserves have been established based on current facts and management's judgments about the ultimate outcome of these credits. For the years ended December 31, 2015, 2014, and 2013, additional interest income that would have been recognized under the original terms for impaired loans was $1.3 million, $1.2 million and $1.7 million, respectively. Interest income recognized on impaired loans for the years ended December 31, 2015, 2014 and 2013 was $1.6 million, $1.9 million and $1.2 million, respectively.

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The impaired loan balances consisted mainly of commercial real estate and business loans. Impaired loans at December 31, 2014 included one large credit which went on nonaccrual during the third quarter of 2009 and was comprised of three separate facilities to a local commercial real estate developer/home builder, aggregating to a December 31, 2014 balance of $5.3 million. During the second quarter of 2015, the two remaining loans were transferred to loans held for sale in the amount of $4.0 million as an agreement was reached to sell the loans associated with the credit. In conjunction, this credit incurred $1.3 million in charge-offs, as the loans were written down to the sale price. During the fourth quarter of 2015, these loans were sold at their carrying amounts of $4.0 million in accordance with the agreement.

Other real estate owned was $1.3 million at December 31, 2015, compared to $1.0 million at December 31, 2014. During the fourth quarter of 2015, a commercial real estate property was transferred to other real estate owned with a fair value of $320 thousand. During the fourth quarter of 2014, an agreement of sale was entered into for the $955 thousand real estate owned property. This is anticipated to settle in the third quarter of 2016.

Table 7—Nonaccrual and Past Due Loans and Leases; Troubled Debt Restructured Loans and Lease Modifications; Other Real Estate Owned; and Related Ratios

The following table details information pertaining to the Corporation's non-performing assets at the dates indicated:

	At December 31,				
(Dollars in thousands)	2015	2014	2013	2012	2011
Nonaccrual loans and leases, including nonaccrual troubled debt restructured loans and lease modifications*:					
Commercial, financial and agricultural	$6,915	$5,002	$4,253	$2,842	$4,614
Real estate—commercial	4,314	4,413	8,091	14,340	18,085
Real estate—construction	—	5,931	9,159	13,588	14,479
Real estate—residential	2,514	1,611	1,402	976	191
Lease financings	440	380	330	386	838
Total nonaccrual loans and leases, including nonaccrual troubled debt restructured loans and lease modifications*	14,183	17,337	23,235	32,132	38,207
Accruing troubled debt restructured loans and lease modifications not included in the above	5,245	5,469	7,943	13,457	3,893
Accruing loans and leases 90 days or more past due:					
Commercial, financial and agricultural	—	—	12	—	—
Real estate—residential	—	31	23	54	117
Loans to individuals	173	365	319	347	204
Lease financings	206	55	59	40	44
Total accruing loans and leases, 90 days or more past due	379	451	413	441	365
Total non-performing loans and leases	19,807	23,257	31,591	46,030	42,465
Other real estate owned	1,276	955	1,650	1,607	6,600
Total nonperforming assets	$21,083	$24,212	$33,241	$47,637	$49,065
Nonaccrual loans and leases (including nonaccrual troubled debt restructured loans and lease modifications) / loans and leases held for investment	0.65 %	1.07 %	1.51 %	2.17 %	2.64 %

Nonperforming loans and leases / loans and leases held for investment	0.91	1.43	2.05	3.11	2.94
Nonperforming assets / total assets	0.73	1.09	1.52	2.07	2.22
Allowance for loan and lease losses / loans and leases held for investment	0.81	1.27	1.59	1.67	2.07
Allowance for loan and lease losses / loans and leases held for investment (excluding acquired loans at period-end)	0.94	1.27	1.59	1.67	2.07
Allowance for loan and lease losses / nonaccrual loans and leases	124.29	119.18	105.42	77.01	78.18
Allowance for loan and lease losses / nonperforming loans and leases	89.00	88.84	77.53	53.76	70.34
Allowance for loan and lease losses	$17,628	$20,662	$24,494	$24,746	$29,870
Acquired credit impaired loans	$1,253	$—	$—	$—	$—
* Nonaccrual troubled debt restructured loans and lease modifications included in nonaccrual loans and leases in the above table	$93	$3,104	$1,583	$579	$8,551

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The following table provides additional information on the Corporation's nonaccrual loans held for investment:

	At December 31,			
(Dollars in thousands)	2015	2014	2013	2012
Total nonaccrual loans and leases, including nonaccrual troubled debt restructured loans and lease modifications	$14,183	$17,337	$23,235	$32,132
Nonaccrual loans and leases with partial charge-offs	6,451	6,465	8,958	8,834
Life-to-date partial charge-offs on nonaccrual loans and leases	3,853	1,831	9,120	8,999
Charge-off rate of nonaccrual loans and leases with partial charge-offs	37.4 %	22.1 %	50.4 %	50.5 %
Specific reserves on impaired loans	$322	$998	$2,963	$208

Reserve for Loan and Lease Losses

Management believes the reserve for loan and lease losses is maintained at a level that is appropriate at December 31, 2015 to absorb probable losses in the loan and lease portfolio. Management's methodology to determine the adequacy of and the provisions to the reserve considers specific credit reviews, past loan and lease loss experience, current economic conditions and trends, and the volume, growth, and composition of the portfolio.

The reserve for loan and lease loss analysis takes into consideration the growth of the loan and lease portfolio, the status of past-due loans and leases, current economic conditions, various types of lending activity, policies, real estate and other loan commitments, and significant changes in charge-off activity. Impaired loans, including nonaccrual loans and leases, troubled debt restructured loans and other accruing impaired loans are evaluated individually. All other loans and leases are evaluated as pools. Based on historical loss experience and qualitative factors, loss factors are determined giving consideration to the areas noted in the preceding paragraph and applied to the pooled loan and lease categories to develop the general or allocated portion of the reserve.

The reserve for loan and lease losses is determined at the end of each quarter, and more frequently for management review purposes. Calculating the Corporation's reserve for loan and lease losses considers the Bank's loan portfolio utilizing historical loss data as a starting point, while evaluating the impact of environmental factors in a quantitative manner as they relate to the collectability of outstanding loan obligations. The Corporation utilizes a rolling eight-quarter migration analysis and loss emergence period analysis to determine the annualized net expected loan loss experience.

Each quarter, the conditions that exist within the look-back period are compared to current conditions to support a conclusion as to which qualitative adjustments are (or are not) deemed necessary for each loan portfolio segment. These factors are evaluated subjectively based on management's experience and supported by the Corporation's defined analytical metrics/drivers relative to the historical look-back period. Factors include, but are not limited to, asset quality trends, portfolio growth trends, changes in lending policies and management, economic trends, concentrations of credit risk and the impact of collateral dependent lending.

The reserve for loan and lease losses is based on management's evaluation of the loan and lease portfolio under current economic conditions and such other factors, which deserve recognition in estimating loan and lease losses. This evaluation is inherently subjective, as it requires estimates including the amounts and timing of future cash flows expected to be received on impaired loans that may be susceptible to significant change. Additions to the reserve arise from the provision for loan and lease losses charged to operations or from the recovery of amounts previously charged off. Loan and lease charge-offs reduce the reserve. Loans and leases are charged off when there has been permanent impairment or when in the opinion of management the full amount of the loan or lease will not be realized. Certain impaired loans are reported at the loan's observable market price or the fair value of the collateral if the loan is collateral dependent, or for certain loans, at the present value of expected future cash flows using the loan's initial effective interest rate.

The reserve for loan and lease losses consists of an allocated reserve and unallocated reserve categories. The allocated reserve is comprised of reserves established on specific loans and leases and class reserves based on historical loan and lease loss experience and qualitative factors, current trends, and management assessments. The unallocated reserve supports other risk considerations not readily quantifiable through the allocated reserve metrics outlined above, as well as the inherent imprecision of the reserve for loan and lease losses model complexity. These considerations include, but are not limited to, the improving credit risk profile of performing loans individually measured for impairment, less than fully seasoned home equity portfolio metrics and reclassification of loan settlement exposures.

The specific reserve element is based on a regular analysis of impaired commercial and real estate loans. For these loans, the specific reserve established is based on an analysis of related collateral value, cash flow considerations and, if applicable, guarantor capacity.

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The class reserve element is determined by an internal loan and lease grading process in conjunction with associated allowance factors. The Corporation revises the class allowance factors whenever necessary, but no less than quarterly, in order to address improving or deteriorating credit quality trends or specific risks associated with a given loan or lease pool classification.

The Corporation maintains a reserve in other liabilities for off-balance sheet credit exposures that currently are unfunded in categories with historical loss experience. The reserve for these off-balance sheet credits was $381 thousand and $338 thousand at December 31, 2015 and 2014, respectively.

Table 8—Summary of Loan and Lease Loss Experience

The following table presents average loans and leases and summarizes loan and lease loss experience for the periods indicated.

	For the Years Ended December 31,				
(Dollars in thousands)	2015	2014	2013	2012	2011
Average amount of loans and leases outstanding	$2,080,817	$1,580,835	$1,499,351	$1,465,448	$1,448,079
Loan and lease loss reserve at beginning of period	$20,662	$24,494	$24,746	$29,870	$30,898
Charge-offs:					
Commercial, financial and agricultural loans	4,793	2,834	3,213	9,974	6,784
Real estate loans	2,353	4,644	8,974	4,959	10,435
Loans to individuals	549	796	641	578	968
Lease financings	801	576	791	1,224	1,516
Total charge-offs	8,496	8,850	13,619	16,735	19,703
Recoveries:					
Commercial, financial and agricultural loans	1,032	247	320	484	318
Real estate loans	238	618	1,130	401	213
Loans to individuals	176	265	174	130	174
Lease financings	214	281	515	561	491
Total recoveries	1,660	1,411	2,139	1,576	1,196
Net charge-offs	6,836	7,439	11,480	15,159	18,507
Provision to loan and lease loss reserve	3,623	3,607	11,228	10,035	17,479
Provision for acquired credit impaired loans	179	—	—	—	—
Loan and lease loss reserve at end of period	$17,628	$20,662	$24,494	$24,746	$29,870
Ratio of net charge-offs to average loans and leases	0.33 %	0.47 %	0.77 %	1.03 %	1.28 %

The decrease in charge-offs during 2015 compared to 2014 was mainly due to improvements in asset quality. Decreased charge-off activity for commercial real estate loans was partially offset by increased charge-off activity for commercial, financial and agricultural loans. The decrease in charge-offs during 2014 compared to 2013 was mainly due to decreased charge-off activity for commercial real estate loans.

Table 9—Allocated, Other Loan and Lease Loss Reserves

The following table summarizes the allocation of the allowance for loan and lease losses and the percentage of loans and leases in each major loan category to total loans and leases held for investment at the dates indicated.

	At December 31,														
(Dollars in thousands)	2015			2014			2013			2012			2011		
Commercial, financial and agricultural loans	$6,418	23	%	$6,920	28	%	$9,789	27	%	$11,594	31	%	$11,262	33	%
Real estate loans	8,910	70		10,830	63		11,126	63		9,126	60		14,875	59	
Loans to individuals	346	1		360	2		694	3		679	3		730	3	
Lease financings	1,042	6		985	7		1,285	7		1,326	6		1,344	5	
Unallocated	912	N/A		1,567	N/A		1,600	N/A		2,021	N/A		1,659	N/A	
Total	$17,628	100	%	$20,662	100	%	$24,494	100	%	$24,746	100	%	$29,870	100	%

The allowance for loan and lease losses to nonaccrual loans and leases, including nonaccrual troubled debt restructured loans and lease modifications, was 124.29% at December 31, 2015, 119.18% at December 31, 2014 and 105.42% at December 31, 2013. At December 31, 2015, the specific allowance on impaired loans was $322 thousand, or 0.7% of the balance of impaired loans of $48.9 million. At December 31, 2014, the specific allowance on impaired loans was $998 thousand, or 1.8% of the balance of impaired loans of $56.2 million. At December 31, 2013, the specific allowance on impaired loans was $3.0 million, or 5.1% of the balance of impaired loans of $58.3 million.

The ratio of the reserve for loan and lease losses to total loans and leases was 0.81% at December 31, 2015 compared to 1.27% at December 31, 2014. Excluding the loans acquired in the Valley Green Bank acquisition which were recorded at fair value, the ratio of the reserve for loan and lease losses to total loans and leases was 0.94% at December 31, 2015. Allocated reserves at December 31, 2015 decreased by $2.4 million compared to December 31, 2014. The allocated reserves for real estate loans decreased by $1.9 million at December 31, 2015 compared to December 31, 2014 mainly due to improvements in historical loss factors for criticized loans in this loan category.

The ratio of the reserve for loan and lease losses to total loans and leases was 1.27% at December 31, 2014 compared to 1.59% at December 31, 2013. Allocated reserves at December 31, 2014 decreased by $3.8 million compared to December 31, 2013. The allocated reserves for commercial, financial and agricultural loans decreased by $2.9 million at December 31, 2014 compared to December 31, 2013 mainly due to improvements in historical loss factors for non-criticized and criticized loans in this loan category and a decrease in the specific allowance on impaired loans.

Goodwill and Other Intangible Assets

Goodwill and other intangible assets have been recorded on the books of the Corporation in connection with acquisitions. The Corporation has core deposit and customer-related intangibles and mortgage servicing rights, which are not deemed to have an indefinite life and therefore will continue to be amortized over their useful life using the present value of projected cash flows. The amortization of these intangible assets for the years ended December 31, 2015, 2014 and 2013 was $3.6 million, $3.3 million and $2.3 million, respectively. The Corporation also has goodwill with a net carrying value of $112.7 million at December 31, 2015 and $67.7 million at December 31, 2014, which is deemed to be an indefinite intangible asset and is not amortized. The increase in goodwill of $44.9 million was related to the Valley Green Bank and Sterner acquisitions. Due to updates to the original assumptions utilized for determining the contingent consideration liability for the Sterner acquisition completed on July 1, 2014, the Corporation recorded a purchase accounting adjustment, in accordance with ASC Topic 805, in 2015 which resulted in an increase to the contingent consideration liability and an increase to goodwill of $1.5 million.

The Corporation completes a goodwill impairment analysis at least on an annual basis, or more often, if events and circumstances indicate that there may be impairment. The Corporation also completes an impairment test for other identifiable intangible assets on an annual basis or more often if events and circumstances indicate there may be impairment. There was no impairment of goodwill and no material impairment of identifiable intangibles recorded during 2013 through 2015. There can be no assurance that future impairment assessments or tests will not result in a charge to earnings.

Other Assets

At December 31, 2015 and 2014, the Bank held $6.6 million and $3.3 million, respectively, in Federal Reserve Bank stock as required by the Federal Reserve Bank. In the first quarter of 2015, the Bank purchased an additional $2.3 million of Federal Reserve Bank stock due to the increase of capital with the acquisition of Valley Green Bank. The Bank is a member of the FHLB, and as such, is required to hold FHLB stock as a condition of membership as determined by the FHLB. The Bank is required to hold additional stock in the FHLB in relation to the level of outstanding borrowings. The Bank held FHLB stock of $2.2 million and $1.1 million at December 31, 2015 and 2014, respectively. Additionally, the FHLB might require its members to increase their capital stock investments. Changes in the credit ratings of the U.S. government and federal agencies, including the FHLB, could increase the borrowing costs of the FHLB and possibly have a negative impact on its operations and long-term performance. It is possible this could have an adverse effect on the value of the Corporation’s investment in FHLB stock. The Corporation determined there was no other-than-temporary impairment of its investment in FHLB stock. Therefore, at December 31, 2015, the

FHLB stock is recorded at cost.

LIABILITIES

The following table presents liabilities at the dates indicated:

	At December 31,				
(Dollars in thousands)	2015	2014	$ Change	% Change	
Deposits	$2,394,360	$1,861,341	$533,019	29	%
Short-term borrowings	24,211	41,974	(17,763)	(42)	
Long-term borrowings	49,377	—	49,377	N/M	
Accrued interest payable and other liabilities	49,929	47,452	2,477	5	
Total liabilities	$2,517,877	$1,950,767	$567,110	29	%

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Deposits

Total deposits increased $533.0 million from December 31, 2014, primarily due to $385.9 million of deposits acquired from Valley Green Bank and an increase in public funds. Organic deposit growth was 8% from December 31, 2014.

Table 10—Deposits

The following table summarizes the average amount of deposits for the periods indicated:

(Dollars in thousands)	For the Years Ended December 31,		
	2015	2014	2013
Noninteresting-bearing deposits	$517,566	$435,058	$390,420
Interest-bearing checking deposits	369,611	314,784	286,487
Money market savings	368,392	295,209	319,958
Regular savings	582,647	535,346	536,701
Time deposits	461,968	264,591	299,792
Total average deposits	$2,300,184	$1,844,988	$1,833,358

The following table summarizes the maturities of time deposits with balances of $100 thousand or more:

(Dollars in thousands)	At December 31, 2015
Due Three Months or Less	$120,010
Due Over Three Months to Six Months	73,752
Due Over Six Months to Twelve Months	46,280
Due Over Twelve Months	37,228
Total	$277,270

Borrowings

Short-term borrowings at December 31, 2015, consisted of customer repurchase agreements on an overnight basis totaling $24.2 million. At December 31, 2015 and 2014, the Bank had outstanding short-term letters of credit with the FHLB totaling $170.2 million and $55.0 million, respectively, which were utilized to collateralize public funds deposits. Long-term borrowings at December 31, 2015 consisted of $50.0 million in aggregate principal amount subordinated notes issued by the Corporation in a private placement transaction to institutional investors with net proceeds of $49.3 million.

Table 11—Short Term Borrowings

The following table details key information pertaining to customer repurchase agreements on an overnight basis at the dates indicated:

(Dollars in thousands)	2015		2014		2013	
Balance at December 31	$24,211		$41,974		$37,256	
Weighted average interest rate at year end	0.05	%	0.06	%	0.07	%
Maximum amount outstanding at any month's end	$43,161		$43,266		$110,228	
Average amount outstanding during the year	30,720		41,048		72,211	
Weighted average interest rate during the year	0.05	%	0.06	%	0.06	%

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SHAREHOLDERS' EQUITY

The following table presents total shareholders’ equity at the dates indicated:

(Dollars in thousands)	At December 31, 2015	2014	$ Change	% Change
Common stock	$110,271	$91,332	$18,939	21 %
Additional paid-in capital	121,280	62,980	58,300	93
Retained earnings	193,446	181,851	11,595	6
Accumulated other comprehensive loss	(16,708)	(14,462)	(2,246)	(16)
Treasury stock	(46,715)	(37,147)	(9,568)	(26)
Total shareholders’ equity	$361,574	$284,554	$77,020	27 %

The increase to shareholders' equity at December 31, 2015 of $77.0 million from December 31, 2014 was primarily related to the issuance of common stock of $18.9 million and additional paid-in capital of $57.7 million for the acquisition of Valley Green Bank. Retained earnings at December 31, 2015, were impacted by net income of $27.3 million, partially offset by cash dividends declared of $15.7 million. Accumulated other comprehensive loss, net of tax, related to available-for-sale investment securities was $592 thousand at December 31, 2015 compared to accumulated other comprehensive income, net of tax benefit, of $1.7 million at December 31, 2014. The decrease of $2.3 million was primarily due to decreases in the fair value of available-for-sale securities. Treasury stock increased primarily due to the purchase of 608,757 treasury shares, totaling $12.0 million under the Corporation's Board approved share repurchase program partially offset by the issuance of restricted stock.

Capital Adequacy

Capital guidelines which banking regulators have adopted assign minimum capital requirements for categories of assets depending on their assigned risks. The components of risk-based capital for the Corporation are Tier 1 and Tier 2. Minimum required total risk-based capital is 8.00%. In July 2013, the federal bank regulatory agencies adopted final rules revising the agencies’ capital adequacy guidelines and prompt corrective action rules, designed to enhance such requirements and implement the revised standards of the Basel Committee on Banking Supervision, commonly referred to as Basel III. The rules are discussed in Note 21 “Regulatory Matters,” included in the Notes to the Consolidated Financial Statements under Item 8 of this Form 10-K.

The Corporation adopted the new Basel III regulatory capital rules during the first quarter of 2015 under the transition rules, primarily relating to regulatory deductions and adjustments impacting common equity tier 1 capital and tier 1 capital, to be phased in over a three-year period beginning January 1, 2015. Additionally under Basel III rules, the decision was made to opt-out of including accumulated other comprehensive income in regulatory capital.

At December 31, 2015, the Corporation had a Tier 1 capital ratio of 10.65% and total risked-based capital ratio of 13.35% under Basel III. At December 31, 2014, the Corporation had a Tier 1 capital ratio of 11.79% and total risked-based capital ratio of 12.91% under Basel I. The Corporation continues to be in the “well-capitalized” category under regulatory standards. Details on the capital ratios can be found in Note 21 “Regulatory Matters,” included in the Notes to the Consolidated Financial Statements under Item 8 of this Form 10-K along with a discussion on dividend and other restrictions.

Asset/Liability Management

The primary functions of Asset/Liability Management are to assure adequate earnings, capital and liquidity while maintaining an appropriate balance between interest-earning assets and interest-bearing liabilities. Liquidity management involves the ability to meet cash flow requirements of customers and corporate needs. Interest-rate sensitivity management seeks to avoid fluctuating net interest margins and to enhance consistent growth of net interest income through periods of changing rates.

The Corporation uses both interest-sensitivity gap analysis and simulation modeling to quantify its exposure to interest rate risk. The Corporation uses the gap analysis to identify and monitor long-term rate exposure and uses a simulation model to measure the short-term rate exposures. The Corporation runs various earnings simulation scenarios to quantify the effect of declining or rising interest rates on the net interest margin over a one-year and two-year horizon. The simulation uses existing portfolio rate and re-pricing information, combined with assumptions regarding future loan and deposit growth, future spreads, prepayment speeds on loans, and the discretionary pricing of non-maturity assets and liabilities. The Corporation is in a liability sensitive position from both a short-term maturity perspective and a short-term repricing perspective, as interest rates remain at historically low levels. Despite being liability sensitive, the Corporation projects increased net interest income in rising rate scenarios as the magnitude of the asset pricing change exceeds the liability pricing change.

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Credit Risk
Extending credit exposes the Corporation to credit risk, which is the risk that the principal balance of a loan and any related interest will not be collected due to the inability of the borrower to repay the loan. The Corporation manages credit risk in the loan portfolio through adherence to consistent standards, guidelines and limitations established by the Board of Directors. Written loan policies establish underwriting standards, lending limits and other standards or limits as deemed necessary and prudent.

The loan review department conducts ongoing, independent reviews of the lending process to ensure adherence to established policies and procedures, monitors compliance with applicable laws and regulations, provides objective measurement of the risk inherent in the loan portfolio, and ensures that proper documentation exists.

The Corporation focuses on both assessing the borrower's capacity and willingness to repay and on obtaining sufficient collateral. Commercial, financial and agricultural loans are generally secured by the borrower's assets and by personal guarantees. Commercial real estate loans are originated primarily within the Southeastern Pennsylvania market area at conservative loan-to-value ratios and are often supported by a guarantee of the borrowers. Management closely monitors the composition and quality of the total commercial loan portfolio to ensure that any credit concentrations by borrower or industry are closely monitored.

The Corporation originates fixed-rate and adjustable-rate real estate-residential mortgage loans that are secured by the underlying 1- to 4-family residential properties for personal purposes. Credit risk exposure in this area of lending is minimized by the evaluation of the credit worthiness of the borrower, including debt-to-equity ratios, credit scores and adherence to underwriting policies that emphasize conservative loan-to-value ratios of generally no more than 80%. Residential mortgage loans granted in excess of the 80% loan-to-value ratio criterion are generally insured by private mortgage insurance.

Credit risk in the consumer loan portfolio is controlled by strict adherence to underwriting standards that consider debt-to-income levels and the creditworthiness of the borrower and, if secured, collateral values. In the home equity loan portfolio, combined loan-to-value ratios are generally limited to 80%, but increased to 85% for the Corporation's strongest profile borrower. Other credit considerations and compensating factors may warrant higher combined loan-to-value ratios.

The primary risks that are involved with lease financing receivables are credit underwriting and borrower industry concentrations. The Corporation has strict underwriting, review, and monitoring procedures in place to mitigate this risk. Risk also lies in the residual value of the underlying equipment. Residual values are subject to judgments as to the value of the underlying equipment that can be affected by changes in economic and market conditions and the financial viability of the residual guarantors and insurers. To the extent not guaranteed or assumed by a third party, or otherwise insured against, the Corporation bears the risk of ownership of the leased assets. This includes the risk that the actual value of the leased assets at the end of the lease term will be less than the residual value. The Corporation greatly reduces this risk primarily by using $1.00 buyout leases, in which the entire cost of the leased equipment is included in the contractual payments, leaving no residual payment at the end of the lease term.

The Corporation closely monitors delinquencies as another means of maintaining asset quality. Collection efforts begin after a loan payment is missed, by attempting to contact all borrowers. If collection attempts fail, the Corporation will proceed to gain control of any and all collateral in a timely manner in order to minimize losses. While liquidation and recovery efforts continue, officers continue to work with the borrowers, if appropriate, to recover all monies owed to the Corporation. The Corporation monitors delinquency trends and past due reports which are submitted to the Board of Directors.

Liquidity

The Corporation, in its role as a financial intermediary, is exposed to certain liquidity risks. Liquidity refers to the Corporation’s ability to ensure that sufficient cash flow and liquid assets are available to satisfy demand for loans and deposit withdrawals. The Corporation manages liquidity risk by measuring and monitoring liquidity sources and estimated funding needs. The Corporation has a contingency funding plan in place to address liquidity needs in the event of an institution-specific or a systemic financial crisis.

Sources of Funds

Core deposits and customer repurchase agreements have historically been the most significant funding sources for the Corporation. These deposits and repurchase agreements are primarily generated from a base of consumer, business and public customers primarily located in Bucks, Montgomery and Philadelphia counties, Pennsylvania. The Corporation faces increased competition for these deposits from a large array of financial market participants, including banks, credit unions, savings institutions, mutual funds, security dealers and others.

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The Corporation supplements its core funding with money market funds it holds for the benefit of various trust accounts. These funds are fully collateralized by the Bank's investment portfolio and bear interest at current money market mutual fund rates. This funding source is subject to changes in the asset allocations of the trust accounts.

The Corporation, through the Bank, has short-term and long-term credit facilities with the FHLB with a maximum borrowing capacity of approximately $792.2 million. At December 31, 2015 and 2014, there were no overnight borrowings with the FHLB. At December 31, 2015 and 2014, the Bank had outstanding short-term letters of credit with the FHLB totaling $170.2 million and $55.0 million, respectively, which were utilized to collateralize public funds deposits. The maximum borrowing capacity with the FHLB changes as a function of qualifying collateral assets as well as the FHLB's internal credit rating of the Bank, and the amount of funds received may be reduced by additional required purchases of FHLB stock.

The Corporation has a $10.0 million line of credit with a correspondent bank. At December 31, 2015, the Corporation had no outstanding borrowings under this line.

The Corporation, through the Bank, maintains federal fund lines with several correspondent banks totaling $122.0 million and $82.0 million at December 31, 2015 and 2014, respectively. At December 31, 2015, the Corporation had no outstanding federal funds purchased with these correspondent banks. Future availability under these lines is subject to the prerogatives of the granting banks and may be withdrawn at will.

The Corporation, through the Bank, has an available line of credit at the Federal Reserve Bank of Philadelphia, the amount of which is dependent upon the balance of loans and securities pledged as collateral. At December 31, 2015 and 2014, the Corporation had no outstanding borrowings under this line.

Cash Requirements

The Corporation has cash requirements for various financial obligations, including contractual obligations and commitments that require cash payments. The following contractual obligations and commitments table presents, at December 31, 2015, significant fixed and determinable contractual obligations and commitments to third parties. The most significant contractual obligation, in both the under and over one year time period, is for the Bank to repay its certificates of deposit. The Bank anticipates meeting these obligations by continuing to provide convenient depository and cash management services through its branch network, thereby replacing these contractual obligations with similar fund sources at rates that are competitive in our market.

The table also shows the amounts and expected maturities of significant commitments at December 31, 2015. These commitments do not necessarily represent future cash requirements in that these commitments often expire without being drawn upon. Commitments to extend credit are the Bank's most significant commitment in both the under and over one year time periods.

Contractual Obligations and Commitments

The Corporation enters into contractual obligations in the normal course of business as a source of funds for its asset growth and its asset/liability management, to fund acquisitions and to meet required capital needs. These obligations require the Corporation to make cash payments over time as detailed in the table that follows.

The Corporation is party to financial instruments with off-balance sheet risk in the normal course of business to manage the Corporation's exposure to fluctuation in interest rates. These financial instruments include commitments to extend credit, standby and commercial letters of credit and forward loan sale contracts. These financial instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the consolidated balance sheet. The contract or notional amounts of these financial instruments reflect the extent of involvement the Corporation has in particular classes of financial instruments.

The Corporation’s exposure to credit loss in the event of non-performance by the other party to the financial instrument for commitments to extend credit and standby and commercial letters of credit is represented by the contractual amount of those instruments. The Corporation uses the same credit policies in making commitments and conditional obligations as it does for on-balance sheet instruments. Unless noted otherwise, the Corporation does not require and is not required to pledge collateral or other security to support financial instruments with credit risk. These commitments expire over time as detailed in Table 12.

The Corporation also had possible future commitments on risk participation agreements, totaling $965 thousand at December 31, 2015. For further information regarding the Corporation’s commitments, refer to Note 16, “Commitments and Contingencies” of the Notes to the Consolidated Financial Statements under Item 8 of this Form 10-K.

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Table 12—Contractual Obligations and Commitments

The following table sets forth contractual obligations and other commitments representing required and potential cash outflows, including interest payable, at December 31, 2015. The contractual amounts to be paid on variable rate obligations are affected by changes in the market interest rates. Future changes in the market interest rates could materially affect the contractual amounts to be paid.

	Payments Due by Period				
(Dollars in thousands)	Total	Due in One Year or Less	Due after One Year to Three Years	Due after Three Years to Five Years	Due in Over Five Years
Customer repurchase agreements	$24,211	$24,211	$—	$—	$—
Subordinated capital notes (a)	71,867	2,550	5,100	4,864	59,353
Time deposits (b)	460,716	345,978	89,464	16,732	8,542
Operating leases	47,491	2,739	5,492	4,438	34,822
Standby and commercial letters of credit	57,623	52,810	2,552	2,234	27
Commitments to extend credit (c)	700,986	191,311	57,269	17,775	434,631
Net asset/liability derivative loan commitments (d)	987	987	—	—	—
Total contractual obligations	$1,363,881	$620,586	$159,877	$46,043	$537,375

Notes: (a) Includes interest at an annual fixed rate of 5.10% until March 30, 2020. The interest expense associated with the variable rate component of the obligation after March 30, 2020 is based upon the three-month LIBOR rate in effect at December 31, 2015, plus 3.544%. The subordinated notes mature in 2025 and interest is calculated to this maturity date. Beginning with the interest payment date of March 30, 2020, the Corporation has the option to redeem the Notes in whole or in part at a redemption price equal to 100% of the principal amount of the redeemed Notes, plus accrued and unpaid interest to the date of the redemption.

(b) Includes interest on both fixed and variable rate obligations. The interest expense is based upon the fourth quarter average interest rate.

(c) Includes both revolving and straight lines of credit. Revolving lines are reported in the "Due in One Year or Less" category.

(d) Includes the fair value of these contractual arrangements at December 31, 2015.

Interest Rate Sensitivity

The Corporation uses both interest rate sensitivity analysis, or gap analysis, and interest rate simulations under various scenarios to measure and manage interest rate risk.

The interest rate sensitivity analysis, or gap analysis, identifies interest rate risk by showing re-pricing gaps in the Corporation's balance sheet. The model is based on expected cash flows and re-pricing characteristics for all financial instruments at a point in time and incorporates Corporation developed, market influenced assumptions regarding the impact of changing interest rates on these financial instruments. All assets and liabilities are reflected based on behavioral sensitivity, which is usually the earliest of either: re-pricing, maturity, contractual amortization, prepayments or likely call dates. Non-rate-sensitive deposits are spread over various time periods to reflect the Corporation's view of the maturity of these funds.

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Table 13—Interest Rate Sensitivity Gap Analysis

The following table presents the Corporation’s gap analysis at December 31, 2015:

(Dollars in thousands)	Within Three Months	After Three Months to Twelve Months	After One Year to Five Years	Over Five Years	Non-Rate Sensitive	Total
Assets:						
Cash and due from banks	$—	$—	$—	$—	$32,356	$32,356
Interest-earning deposits with other banks	28,443	—	—	—	—	28,443
Investment securities	105,063	64,369	181,975	19,353	—	370,760
Loans held for sale	4,680	—	—	—	—	4,680
Loans and leases, net of reserve for loan and lease losses	740,253	294,217	946,148	198,395	(17,628)	2,161,385
Other assets	—	—	—	—	281,827	281,827
Total assets	$878,439	$358,586	$1,128,123	$217,748	$296,555	$2,879,451
Liabilities and shareholders' equity:						
Noninterest-bearing deposits	$101,580	$35,426	$109,015	$295,439	$—	$541,460
Interest-bearing demand deposits	790,800	—	—	—	—	790,800
Savings deposits	574,982	1,320	6,346	25,046	—	607,694
Time deposits	151,829	184,355	106,970	11,252	—	454,406
Borrowings	24,211	—	—	49,377	—	73,588
Other liabilities	—	—	—	—	49,929	49,929
Shareholders' equity	—	—	—	—	361,574	361,574
Total liabilities and shareholders' equity	$1,643,402	$221,101	$222,331	$381,114	$411,503	$2,879,451
Interest rate swaps	$19,211	$—	$—	$—	$—	
Incremental gap	$(745,752)	$137,485	$905,792	$(163,366)	$(114,948)	
Cumulative gap	$(745,752)	$(608,267)	$297,525	$134,159		
Cumulative gap as a percentage of interest-earning assets	(28.87)%	(23.55)%	11.52%	5.19%		

The table above indicates that the Corporation is liability sensitive and would experience a modeled decrease in net interest income if interest rates rise in the near term. Over time, the Corporation expects that net interest income would increase as the magnitude of the asset pricing change exceeds the liability pricing change. In addition, given the current historically low level of interest rates, if rates decline, net interest income would decrease because of the floor being reached on a large portion of liabilities. Actual results may differ from expected results for many reasons including market reactions, competitor responses, customer behavior and/or regulatory actions.

Management also performs a simulation of net interest income to measure interest rate exposures. The following table demonstrates the expected effect that a parallel interest rate shift, or "shock," in the yield curve and subjective adjustments in deposit pricing might have on the Corporation’s net interest income over the next twelve months. This simulation assumes that there is no growth in interest-earning assets or interest-bearing liabilities over the next twelve months.

Table 14—Net Interest Income - Summary of Interest Rate Simulation

The changes to net interest income are shown in the below table at December 31, 2015. The changes to net interest income shown below are in compliance with the Corporation's policy guidelines.

	Estimated Change in Net Interest Income Over Next 12 Months	
(Dollars in thousands)	Amount	Percent
Rate shock - Change in interest rates		
+300 basis points	$567	0.61 %
+200 basis points	93	0.10
+100 basis points*	(604)	(0.65)
-100 basis points**	(3,830)	(4.10)

*The small negative impact is also partially attributable to floors on commercial loans.
**Because certain current short-term interest rates are at or below 1.00%, the 100 basis point downward shock assumes that corresponding interest rates approach an implied floor that, in effect, reflects a decrease of less than the full 100 basis points downward shock.

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The interest rate simulation suggests that the Corporation's balance sheet is slightly liability sensitive as of December 31, 2015 in the +100 basis point scenario, demonstrating that a 100 basis point increase in interest rates would have a small, but negative impact on net interest income over the next 12 months. The Corporation's balance sheet is more asset sensitive in the other rate increase scenarios. It should be noted, however, that the balance sheet is less asset sensitive, in a rising-rate environment, as of December 31, 2015 than it was as of December 31, 2014. This change in sensitivity is primarily related to a revision in the assumptions used for determining interest rate increases on non-maturity deposits in a rising-rate environment as the on-going low interest rate environment may have impacted customer behavior by heightening their sensitivity to rising rates. The interest rate simulation is an estimate based on assumptions, which are derived from past behavior of customers, along with expectations of future behavior relative to interest rate changes. In today's uncertain economic environment and the current extended period of very low interest rates, actual customer behavior may be significantly different than expected behavior, which could cause an unexpected outcome and may result in lower net interest income.

Management also performs a simulation of the economic value of equity to evaluate longer-term repricing risks. Economic value of equity estimates the discounted present value of asset cash flows and liability cash flows plus the current market value of any off-balance sheet positions. Discount rates are based upon market prices for like assets and liabilities. Upward and downward shocks of interest rates are used to determine the comparative effect of such interest rate movements relative to the unchanged environment. Economic value of equity values only the current balance sheet positions and therefore does not incorporate growth assumptions. In a rising rate scenario, a negative change in the economic value of equity demonstrates that asset duration exceeds liability duration over the modeled time period. The table below indicates that economic value risk exposures are relatively moderate across rate scenarios. The decline in values across scenarios is primarily related to increased interest rate volatility, continued spread widening in most sectors, and decreases in investment portfolio values.

Table 15—Economic Value of Equity - Summary of Interest Rate Simulation

The changes in economic value of equity are shown in the below table at December 31, 2015.

	Estimated Change in Economic Value of Equity Over Next 12 Months			
(Dollars in thousands)	Amount		Percent	
Rate shock - Change in interest rates				
+300 basis points	$(10,202	)	(1.76	)%
+200 basis points	(4,097	)	(0.71	)
+100 basis points	(3,005	)	(0.52	)
-100 basis points*	(29,396	)	(5.07	)

*Because certain current short-term interest rates are at or below 1.00%, the 100 basis point downward shock assumes that corresponding interest rates approach an implied floor that, in effect, reflects a decrease of less than the full 100 basis points downward shock.

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Recent Accounting Pronouncements

In January 2016, the Financial Accounting Standards Board issued an Accounting Standards Update (ASU) guidance to address certain aspects of recognition, measurement, presentation, and disclosure of financial instruments. The ASU will require equity investments (except those accounted for under the equity method of accounting or those that result in consolidation of the investee) to be measured at fair value with changes in fair value recognized in net income. However, an entity may choose to measure equity investments that do not have readily determinable fair values at cost minus impairment, if any, plus or minus changes resulting from observable price changes in orderly transactions for the identical or a similar investment of the same issuer. The ASU will simplify the impairment assessment of equity investments without readily determinable fair values by requiring a qualitative assessment to identify impairment. When a qualitative assessment indicates that impairment exists, an entity is required to measure the investment at fair value. A valuation allowance on a deferred tax asset related to available-for-sale securities will need to be included. The ASU requires public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes and requires an entity to present separately in other comprehensive income the portion of the total change in the fair value of a liability resulting from a change in the instrument-specific credit risk when the entity has elected to measure the liability at fair value in accordance with the fair value option for financial instruments. An entity should apply the amendments by means of a cumulative-effect adjustment to the balance sheet as of the beginning of the fiscal year of adoption. The amendments related to equity securities without readily determinable fair values (including disclosure requirements) should be applied prospectively to equity investments that exist as of the date of adoption. The amendments in this ASU are effective for fiscal years, including interim periods within those fiscal years, beginning after December 15, 2017 or January 1, 2018 for the Corporation. The Corporation is in the process of evaluating the impact of the adoption of this guidance on the Corporation's financial statements.

For additional information regarding recent accounting pronouncements, refer to Note 1, “Summary of Significant Accounting Policies” of this Form 10-K.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Market risk is the risk of loss from adverse changes in market prices and rates. In the normal course of its business activities including lending, investing, receiving deposits and borrowing funds, the Corporation is subject to changes in the economic value and/or earnings potential of the assets and liabilities due to changes in interest rates. The Corporation’s Investment Asset/Liability Management Committee, is responsible for managing interest rate risk in a manner so as to provide adequate and reliable earnings. This is accomplished through the establishment of policy limits on maximum risk exposures, as well as the regular and timely monitoring of reports designed to quantify risk and return levels. The Corporation’s Board of Directors establishes policies that govern interest rate risk management.

Information with respect to quantitative and qualitative disclosures about market risk can be found in Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” including Liquidity and Interest Rate Sensitivity.

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Item 8. Financial Statements and Supplementary Data

The following audited consolidated financial statements and related documents are set forth in this Annual Report on Form 10-K on the following pages:

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Report of Independent Registered Public Accounting Firm
The Board of Directors and Shareholders
Univest Corporation of Pennsylvania:

We have audited the accompanying consolidated balance sheets of Univest Corporation of Pennsylvania and subsidiaries (the Company) as of December 31, 2015 and 2014, and the related consolidated statements of income, comprehensive income, changes in shareholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2015. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2015 and 2014, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2015, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2015, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated March 4, 2016 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

Philadelphia, Pennsylvania
March 4, 2016

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UNIVEST CORPORATION OF PENNSYLVANIA
CONSOLIDATED BALANCE SHEETS

(Dollars in thousands, except share data)	At December 31, 2015	2014
ASSETS		
Cash and due from banks	$32,356	$31,995
Interest-earning deposits with other banks	28,443	6,570
Investment securities held-to-maturity (fair value $41,061 and $54,765 at December 31, 2015 and 2014, respectively)	40,990	54,347
Investment securities available-for-sale	329,770	314,283
Loans held for sale	4,680	3,302
Loans and leases held for investment	2,179,013	1,626,625
Less: Reserve for loan and lease losses	(17,628)	(20,662)
Net loans and leases held for investment	2,161,385	1,605,963
Premises and equipment, net	42,156	37,009
Goodwill	112,657	67,717
Other intangibles, net of accumulated amortization and fair value adjustments of $15,360 and $11,776 at December 31, 2015 and 2014, respectively	12,620	12,180
Bank owned life insurance	71,560	62,265
Accrued interest receivable and other assets	42,834	39,690
Total assets	$2,879,451	$2,235,321
LIABILITIES		
Noninterest-bearing deposits	$541,460	$449,339
Interest-bearing deposits:		
Demand deposits	790,800	640,095
Savings deposits	607,694	519,314
Time deposits	454,406	252,593
Total deposits	2,394,360	1,861,341
Customer repurchase agreements	24,211	41,974
Subordinated notes	49,377	—
Accrued interest payable and other liabilities	49,929	47,452
Total liabilities	2,517,877	1,950,767
SHAREHOLDERS' EQUITY		
Common stock, $5 par value: 48,000,000 shares authorized at December 31, 2015 and 2014; 22,054,270 and18,266,404 shares issued at December 31, 2015 and 2014, respectively; 19,530,930 and 16,221,607 shares outstanding at December 31, 2015 and 2014, respectively	110,271	91,332
Additional paid-in capital	121,280	62,980
Retained earnings	193,446	181,851
Accumulated other comprehensive loss, net of tax benefit	(16,708)	(14,462)
Treasury stock, at cost; 2,523,340 and 2,044,797 shares at December 31, 2015 and 2014, respectively	(46,715)	(37,147)
Total shareholders' equity	361,574	284,554
Total liabilities and shareholders' equity	$2,879,451	$2,235,321

See accompanying notes to consolidated financial statements.

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UNIVEST CORPORATION OF PENNSYLVANIA
CONSOLIDATED STATEMENTS OF INCOME

	For the Years Ended December 31,		
(Dollars in thousands, except per share data)	2015	2014	2013
Interest income			
Interest and fees on loans and leases:			
Taxable	$86,792	$62,521	$63,173
Exempt from federal income taxes	6,452	5,684	4,777
Total interest and fees on loans and leases	93,244	68,205	67,950
Interest and dividends on investment securities:			
Taxable	4,671	3,989	5,432
Exempt from federal income taxes	3,447	3,610	4,071
Interest on federal funds sold	2	—	—
Other interest income	95	81	126
Total interest income	101,459	75,885	77,579
Interest expense			
Interest on demand deposits	1,474	545	478
Interest on savings deposits	533	317	313
Interest on time deposits	4,000	3,102	3,795
Interest on short-term borrowings	35	32	48
Interest on long-term borrowings	2,023	—	483
Total interest expense	8,065	3,996	5,117
Net interest income	93,394	71,889	72,462
Provision for loan and lease losses	3,802	3,607	11,228
Net interest income after provision for loan and lease losses	89,592	68,282	61,234
Noninterest income			
Trust fee income	7,908	7,835	7,303
Service charges on deposit accounts	4,230	4,230	4,451
Investment advisory commission and fee income	10,773	11,904	7,642
Insurance commission and fee income	13,885	11,543	9,395
Other service fee income	7,379	7,189	7,390
Bank owned life insurance income	1,295	1,628	2,968
Net gain on sales of investment securities	1,265	635	3,389
Net gain on mortgage banking activities	4,838	2,182	4,523
Net gain on sales and write-downs of other real estate owned	14	195	626
Loss on termination of interest rate swap	—	—	(1,866)
Other income	1,362	1,310	963
Total noninterest income	52,949	48,651	46,784
Noninterest expense			
Salaries and benefits	50,069	42,245	39,522
Commissions	8,037	7,637	8,512
Net occupancy	8,430	7,023	5,869
Equipment	7,181	5,645	4,865
Professional fees	3,839	3,164	3,471
Marketing and advertising	2,253	1,880	1,948
Deposit insurance premiums	1,730	1,561	1,553
Intangible expenses	2,567	2,167	157

Acquisition-related costs	1,047	1,270	87
Integration costs	1,490	8	—
Restructuring charges	1,642	—	534
Other expense	17,230	14,654	14,615
Total noninterest expense	105,515	87,254	81,133
Income before income taxes	37,026	29,679	26,885
Income taxes	9,758	7,448	5,696
Net income	$27,268	$22,231	$21,189
Net income per share:			
Basic	$1.39	$1.37	$1.28
Diluted	1.39	1.37	1.28
Dividends declared	0.80	0.80	0.80

See accompanying notes to consolidated financial statements.

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UNIVEST CORPORATION OF PENNSYLVANIA
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Dollars in thousands)	For the Years Ended December 31, 2015 Before Tax Amount	2015 Tax Expense (Benefit)	2015 Net of Tax Amount	2014 Before Tax Amount	2014 Tax Expense (Benefit)	2014 Net of Tax Amount	2013 Before Tax Amount	2013 Tax Expense (Benefit)	2013 Net of Tax Amount
Income	$37,026	$9,758	$27,268	$29,679	$7,448	$22,231	$26,885	$5,696	$21,189
Other comprehensive income:									
Net unrealized (losses) gains on available-for-sale investment securities:									
Net unrealized holding (losses) gains arising during the period	(2,283)	(799)	(1,484)	5,532	1,936	3,596	(11,712)	(4,099)	(7,613)
Less: reclassification adjustment for net gains on sales realized in net income	(1,265)	(443)	(822)	(635)	(222)	(413)	(3,389)	(1,186)	(2,203)
Less: reclassification adjustment for other-than-temporary impairment on equity securities realized in net income	5	2	3	—	—	—	—	—	—
Total net unrealized (losses) gains on available-for-sale investment securities	(3,543)	(1,240)	(2,303)	4,897	1,714	3,183	(15,101)	(5,285)	(9,816)
Cash flow hedge derivatives:									
Net change in fair value of interest rate swaps	(197)	(69)	(128)	(241)	(84)	(157)	43	15	28
Less: reclassification adjustment for loss on termination of interest rate swap realized in net income	—	—	—	—	—	—	1,866	653	1,213
Total cash flow hedge derivatives	(197)	(69)	(128)	(241)	(84)	(157)	1,909	668	1,241
Defined benefit pension plans:									
Net unrealized (losses) gains arising during the period	(797)	(279)	(518)	(11,968)	(4,189)	(7,779)	7,496	2,623	4,873

Less: amortization of net actuarial loss included in net periodic pension costs	1,362	477	885	666	233	433	1,282	449	833
Less: accretion of prior service cost included in net periodic pension costs	(280)	(98)	(182)	(288)	(101)	(187)	(255)	(89)	(166)
Total defined benefit pension plans	285	100	185	(11,590)	(4,057)	(7,533)	8,523	2,983	5,540
Other comprehensive loss	(3,455)	(1,209)	(2,246)	(6,934)	(2,427)	(4,507)	(4,669)	(1,634)	(3,035)
Total comprehensive income	$33,571	$8,549	$25,022	$22,745	$5,021	$17,724	$22,216	$4,062	$18,154

See accompanying notes to consolidated financial statements.

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UNIVEST CORPORATION OF PENNSYLVANIA
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(Dollars in thousands, except share and per share data)	Common Shares Outstanding	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive (Loss) Income	Treasury Stock	Total
Balance at December 31, 2012	16,770,232	$91,332	$62,101	$164,823	$(6,920)	$(27,059)	$284,277
Net income	—	—	—	21,189	—	—	21,189
Other comprehensive loss, net of income tax benefit	—	—	—	—	(3,035)	—	(3,035)
Cash dividends declared ($0.80 per share)	—	—	—	(13,286)	—	—	(13,286)
Stock issued under dividend reinvestment and employee stock purchase plans and other employee benefit programs	132,681	—	20	(32)	—	2,434	2,422
Repurchase of cancelled restricted stock awards	(29,533)	—	519	—	—	(519)	—
Stock-based compensation	—	—	978	—	—	—	978
Net tax deficiency on stock-based compensation	—	—	(27)	—	—	—	(27)
Purchases of treasury stock	(655,609)	—	—	—	—	(12,012)	(12,012)
Restricted stock awards granted	70,041	—	(1,174)	(92)	—	1,266	—
Balance at December 31, 2013	16,287,812	$91,332	$62,417	$172,602	$(9,955)	$(35,890)	$280,506
Net income	—	—	—	22,231	—	—	22,231
Other comprehensive loss, net of income tax benefit	—	—	—	—	(4,507)	—	(4,507)
Cash dividends declared ($0.80 per share)	—	—	—	(12,982)	—	—	(12,982)
Stock issued under dividend reinvestment and employee stock purchase plans and other employee benefit programs	124,151	—	43	—	—	2,419	2,462
Exercise of stock options	17,334	—	(5)	—	—	315	310
Repurchase of cancelled restricted stock awards	(43,452)	—	735	—	—	(735)	—
Stock-based compensation	—	—	1,141	—	—	—	1,141
Net tax deficiency on stock-based compensation	—	—	(2)	—	—	—	(2)
Purchases of treasury stock	(238,542)	—	—	—	—	(4,605)	(4,605)
Restricted stock awards granted	74,304	—	(1,349)	—	—	1,349	—

Balance at December 31, 2014	16,221,607	$91,332	$62,980	$181,851	$ (14,462)	$(37,147)	$284,554
Net income	—	—	—	27,268	—	—	27,268
Other comprehensive loss, net of income tax benefit	—	—	—	—	(2,246)	—	(2,246)
Cash dividends declared ($0.80 per share)	—	—	—	(15,673)	—	—	(15,673)
Stock issued under dividend reinvestment and employee stock purchase plans and other employee benefit programs	123,391	—	52	—	—	2,382	2,434
Issuance of common stock, acquisition	3,787,866	18,939	57,727	—	—	—	76,666
Exercise of stock options	27,999	—	(54)	—	—	515	461
Repurchase of cancelled restricted stock awards	(19,934)	—	318	—	—	(318)	—
Stock-based compensation	—	—	1,421	—	—	—	1,421
Net tax benefit on stock-based compensation	—	—	31	—	—	—	31
Purchases of treasury stock	(675,754)	—	—	—	—	(13,342)	(13,342)
Restricted stock awards granted	65,755	—	(1,195)	—	—	1,195	—
Balance at December 31, 2015	19,530,930	$110,271	$121,280	$193,446	$ (16,708)	$(46,715)	$361,574

See accompanying notes to consolidated financial statements.

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UNIVEST CORPORATION OF PENNSYLVANIA
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Years Ended December 31,		
(Dollars in thousands)	2015	2014	2013
Cash flows from operating activities:			
Net income	$27,268	$22,231	$21,189
Adjustments to reconcile net income to net cash provided by operating activities:			
Provision for loan and lease losses	3,802	3,607	11,228
Depreciation of premises and equipment	3,757	3,243	2,927
Net gain on sales of investment securities	(1,265)	(635)	(3,389)
Net gain on mortgage banking activities	(4,838)	(2,182)	(4,523)
Net gain on sales and write-down of other real estate owned	(14)	(195)	(626)
Loss on termination of interest rate swap	—	—	1,866
Bank owned life insurance income	(1,295)	(1,628)	(2,968)
Net amortization on investment securities	1,284	1,690	2,729
Amortization, fair market value adjustments and capitalization of mortgage servicing rights	(368)	10	(1,367)
Net accretion of acquisition accounting fair value adjustments	(2,048)	—	—
Stock-based compensation	1,421	1,141	978
Intangible expenses	2,567	2,167	157
Other adjustments to reconcile net income to cash provided by operating activities	(119)	(627)	(246)
Deferred tax expense	3,816	4,162	933
Originations of loans held for sale	(209,464)	(131,461)	(265,732)
Proceeds from the sale of loans held for sale	212,613	132,278	273,665
Contributions to pension and other postretirement benefit plans	(2,271)	(254)	(2,243)
Increase in accrued interest receivable and other assets	(663)	(1,093)	(2,873)
Increase (decrease) in accrued interest payable and other liabilities	1,442	(587)	1,101
Net cash provided by operating activities	35,625	31,867	32,806
Cash flows from investing activities:			
Net cash paid due to acquisitions	(2,967)	(9,260)	(2,170)
Net capital expenditures	(5,890)	(5,595)	(3,840)
Proceeds from maturities and calls of securities held-to-maturity	13,000	11,000	3,000
Proceeds from maturities and calls of securities available-for-sale	79,482	58,744	85,205
Proceeds from sales of securities available-for-sale	77,308	32,967	76,361
Purchases of investment securities available-for-sale	(162,722)	(65,215)	(81,712)
Proceeds from sale of loans transferred to held for sale	4,000	—	—
Proceeds from sale of credit card portfolio	—	8,940	—
Net increase in loans and leases	(181,037)	(100,981)	(74,338)
Net (increase) decrease in interest-earning deposits	(16,954)	30,070	11,190
Proceeds from sales of other real estate owned	14	891	4,359
Net decrease in federal funds sold	17,442	—	—
Purchases of bank owned life insurance	(8,000)	—	—
Proceeds from bank owned life insurance	—	—	3,540
Net cash (used in) provided by investing activities	(186,324)	(38,439)	21,595
Cash flows from financing activities:			
Net increase (decrease) in deposits	147,572	16,843	(20,515)

Net (decrease) increase in short-term borrowings	(17,763)	4,217	(59,026)
Proceeds from issuance of subordinated notes	49,267	—	—
Repayment of subordinated debt	—	—	(375)
Payment for repurchase of trust preferred securities	—	—	(20,619)
Payment of contingent consideration on acquisitions	(2,631)	(310)	—
Purchases of treasury stock	(13,342)	(4,605)	(12,012)
Stock issued under dividend reinvestment and employee stock purchase plans and other employee benefit programs	2,434	2,462	2,422
Proceeds from exercise of stock options, including excess tax benefits	534	310	—
Cash dividends paid	(15,011)	(12,996)	(10,029)
Net cash provided by (used in) financing activities	151,060	5,921	(120,154)
Net decrease (increase) in cash and due from banks	361	(651)	(65,753)
Cash and due from banks at beginning of year	31,995	32,646	98,399
Cash and due from banks at end of period	$32,356	$31,995	$32,646

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	For the Years Ended December 31,		
	2015	2014	2013
Supplemental disclosures of cash flow information:			
Cash paid for interest	$8,099	$4,118	$5,997
Cash paid for income taxes, net of refunds	2,142	5,899	5,352
Non cash transactions:			
Transfer of loans to other real estate owned	$320	$—	$3,485
Transfer of loans to loans held for sale	4,000	8,926	—
Assets acquired through acquisitions	425,185	—	—
Liabilities assumed through acquisitions	389,795	—	—
Contingent consideration recorded as goodwill	1,525	6,105	454

See accompanying notes to consolidated financial statements.

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UNIVEST CORPORATION OF PENNSYLVANIA AND SUBSIDIARIES
Notes to Consolidated Financial Statements

(All dollar amounts presented in tables are in thousands, except per share data. “N/M” equates to “not meaningful”; “-“ equates to “zero” or “doesn’t round to a reportable number”; and “N/A” equates to “not applicable”.)

Note 1. Summary of Significant Accounting Policies

Organization

Univest Corporation of Pennsylvania (the Corporation) through its wholly owned subsidiary, Univest Bank and Trust Co. (the Bank), is engaged in domestic commercial and consumer banking services and provides a full range of banking and trust services to its customers. The Bank wholly owns Univest Capital, Inc., which provides lease financing, and Delview, Inc., who through its subsidiaries, Univest Investments, Inc., Univest Insurance, Inc. and Girard Partners provides financial planning, investment management, investment advisory, insurance products and brokerage services. Univest Investments, Inc., Univest Insurance, Inc. and Univest Capital, Inc. were formed to enhance the traditional banking and trust services provided by the Bank, along with the acquisition of Girard Partners. At December 31, 2015, the Corporation has three reportable business segments: Banking, Wealth Management and Insurance. The Corporation determines its segments based primarily upon product and service offerings, through the types of income generated and the regulatory environment. This is strategically how the Corporation operates and has positioned itself in the marketplace. Accordingly, significant operating decisions are based upon analysis of each of these segments. At December 31, 2015, these segments meet the quantitative thresholds for separate disclosure as a business segment. For more detailed discussion and financial information on the business segments, see Note 23 “Segment Reporting”.

The Bank serves Montgomery, Bucks and Chester Counties, the Lehigh Valley of Pennsylvania and the greater Philadelphia marketplace through twenty-nine banking offices and provides banking and trust services to the residents and employees of twelve retirement communities. Banking services are also available on-line at the Corporation’s website at www.univest.net.

Principles of Consolidation

The consolidated financial statements include the accounts of the Corporation and its wholly owned subsidiaries; the Corporation’s primary subsidiary is the Bank. All significant intercompany balances and transactions have been eliminated in consolidation. Certain prior period amounts have been reclassified to conform to the current-year presentation.

Use of Estimates

The preparation of the consolidated financial statements in conformity with U.S. generally accepted accounting principles (U.S. GAAP) requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant changes include fair value measurement of investment securities available-for-sale and assessment for impairment of certain investment securities, reserve for loan and lease losses, valuation of goodwill and other intangible assets, mortgage servicing rights, deferred tax assets and liabilities, benefit plans and stock-based compensation expense.

Interest-earning Deposits with Other Banks

Interest-earning deposits with other banks consist of deposit accounts with other financial institutions generally having maturities of three months or less.

Investment Securities

Securities are classified as investment securities held-to-maturity and carried at amortized cost if management has the positive intent and ability to hold the securities to maturity. Securities purchased with the intention of recognizing short-term profits are placed in the trading account and are carried at fair value. The Corporation did not have any trading account securities at December 31, 2015 or 2014. Securities not classified as held-to-maturity or trading are designated securities available-for-sale and carried at fair value with unrealized gains and losses reflected in other comprehensive income, net of estimated income taxes. Realized gains and losses on the sale of investment securities are recognized using the specific identification method and are included in the consolidated statements of income. The amortization of premiums and accretion of discounts are included in interest income and calculated using the level yield method.

Management evaluates debt securities, which are comprised of U.S. government, government sponsored agencies, municipalities, corporate bonds and other issuers, for other-than-temporary impairment by considering the current economic

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conditions, the length of time and the extent to which the fair value has been less than cost, market interest rates and the bond rating of each security. All of the debt securities are rated as investment grade and management believes that it will not incur any losses. The unrealized losses on the Corporation's investments in debt securities are temporary in nature since they are primarily related to market interest rates and are not related to the underlying credit quality of the issuers. The Corporation does not have the intent to sell the debt securities and believes it is more likely than not, that it will not have to sell the securities before recovery of their cost basis. The credit portion of any loss on debt securities is recognized through earnings and the noncredit portion of any loss related to debt securities that the Corporation does not intend to sell, and it is more likely than not that the Corporation will not be required to sell the securities prior to recovery, is recognized in other comprehensive income, net of tax.

The Corporation evaluates its equity securities for other-than-temporary impairment and recognizes other-than-temporary impairment charges when it has determined that it is probable that the fair value of certain equity securities will not recover to the Corporation's cost basis in the individual securities within a reasonable period of time due to a decline in the financial stability of the underlying companies. Management evaluates the near-term prospects of the issuers in relation to the severity and duration of the impairment. The Corporation has the intent and ability to hold these securities until recovery of the Corporation's cost basis occurs.

Loans and Leases

Loans and leases are stated at the principal amount less net deferred fees and unearned discount. Interest income on commercial loans, real estate loans excluding residential real estate loans, and consumer loans is recorded on the outstanding balance method, using actual interest rates applied to daily principal balances. Interest on residential real estate loans is recorded based on the outstanding balance using the actual interest rate based upon a monthly interest calculation. Loan commitments are made to accommodate the financial needs of the customers. These commitments represent off-balance sheet items that are unfunded. Accrual of interest income on loans and leases ceases when collectability of interest and/or principal is questionable. If it is determined that the collection of interest previously accrued is uncertain, such accrual is reversed and charged to current earnings. Loans and leases are considered past due based upon failure to comply with contractual terms.

A loan or lease is typically classified as nonaccrual when the contractual payment of principal or interest has become 90 days past due or management has serious doubts about the further collectability of principal or interest, even though the loan or lease is currently performing. When a loan or lease, including a loan or lease that is impaired, is classified as nonaccrual, the accrual of interest on such a loan or lease is discontinued. A loan or lease may remain on accrual status if it is in the process of collection and is either guaranteed or well secured. When a loan or lease is placed on nonaccrual status, unpaid interest credited to income is reversed. Interest payments received on nonaccrual loans and leases are either applied against principal or reported as interest income, according to management's judgment as to the collectability of principal. Loans and leases are usually restored to accrual status when the obligation is brought current, has performed in accordance with the contractual terms for a reasonable period of time, and the ultimate collectability of the total contractual principal and interest is no longer in doubt. A loan or lease is considered impaired when, based on current information and events, it is probable that the Corporation will be unable to collect all amounts due, including principal and interest, according to the contractual terms of the loan agreement. Interest on impaired loans and leases, which are not classified as nonaccrual, is recognized on the accrual basis.

Loan and Lease Fees

Fees collected upon loan or lease origination and certain direct costs of originating loans and leases are deferred and recognized over the contractual lives of the related loans and leases as yield adjustments using the interest method. Upon prepayment or other disposition of the underlying loans and leases before their contractual maturities, any associated unearned fees or unamortized costs are recognized.

Reserve for Loan and Lease Losses

The reserve for loan and lease losses is maintained at a level that management believes is appropriate to absorb known and inherent losses in the loan and lease portfolio. Management's methodology to determine the adequacy of and the additions to the reserve considers specific credit reviews, past loan and lease loss experience, current economic conditions and trends, and the volume, growth, and composition of the loan portfolio.

The reserve for loan and lease loss analysis takes into consideration the growth of the loan and lease portfolio, the status of past-due loans and leases, current economic conditions, various types of lending activity, policies, real estate and other loan commitments, and significant changes in charge-off activity. Impaired loans, including nonaccrual loans and leases, troubled debt restructured loans and other accruing impaired loans are evaluated individually. All other loans and leases are evaluated as pools. Based on historical loss experience and qualitative factors, loss factors are determined giving consideration to the areas noted in

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the first paragraph and applied to the pooled loan and lease categories to develop the general or allocated portion of the reserve.

The reserve for loan and lease losses is determined at the end of each quarter, and more frequently for management review purposes. Calculating the Corporation's reserve for loan and lease losses begins with the Bank's loan portfolio utilizing historical loss data as a starting point, while evaluating the impact of environmental factors in a quantitative manner as they relate to the collectability of outstanding loan obligations. The Corporation utilizes a rolling eight-quarter migration analysis and loss emergence period analysis to determine the annualized net expected loan loss experience.

Each quarter, the conditions that exist within the look-back period are compared to current conditions to support a conclusion as to which qualitative adjustments are (or are not) deemed necessary for each loan portfolio segment. These factors are evaluated subjectively based on management's experience and supported by the Corporation's defined analytical metrics/drivers relative to the historical look-back period. Factors include, but are not limited to, asset quality trends, portfolio growth trends, changes in lending policies and management, economic trends, concentrations of credit risk and the impact of collateral dependent lending.

The reserve for loan and lease losses is based on management’s evaluation of the loan and lease portfolio under current economic conditions and such other factors, which deserve recognition in estimating loan and lease losses. This evaluation is inherently subjective, as it requires estimates including the amounts and timing of future cash flows expected to be received on impaired loans and leases that may be susceptible to significant change. Additions to the reserve arise from the provision for loan and lease losses charged to operations or from the recovery of amounts previously charged off. Loan and lease charge-offs reduce the reserve. Loans and leases are charged off when there has been permanent impairment or when in the opinion of management the full amount of the loan or lease will not be realized. Certain impaired loans are reported at the loan’s observable market price or the fair value of the collateral if the loan is collateral dependent, or for certain impaired loans, at the present value of expected future cash flows using the loan’s initial effective interest rate. For commercial impaired loans which are collateral dependent, the fair value of collateral is based on appraisals performed by qualified licensed appraisers hired by the Corporation less management’s estimated costs to sell. Appraisals are updated annually and obtained more frequently if changes in the property or market conditions warrant. Once an updated appraisal is received, if the fair value less estimated costs to sell is less than the carrying amount of the collateral dependent loan, a charge-off to the reserve for loan and lease losses is recorded for the difference.

The reserve for loan and lease losses consists of an allocated reserve and an unallocated reserve. The allocated reserve is comprised of reserves established on specific loans and leases, and class reserves based on historical loan and lease loss experience and qualitative factors, current trends, and management assessments. The unallocated reserve supports other risk considerations not readily quantifiable through the allocated reserve metrics outlined above, as well as the inherent imprecision of the reserve for loan and lease losses model complexity. These considerations include, but are not limited to, the improving credit risk profile of performing loans individually measured for impairment, less than fully seasoned home equity portfolio metrics and reclassification of loan settlement exposures.

The specific reserve element is based on a regular analysis of impaired commercial and real estate loans. For these loans, the specific reserve established is based on an analysis of related collateral value, cash flow considerations and, if applicable, guarantor capacity.

The class reserve element is determined by an internal loan and lease grading process in conjunction with associated allowance factors. The Corporation revises the class allowance factors whenever necessary, but no less than quarterly, in order to address improving or deteriorating credit quality trends or specific risks associated with a given loan or lease pool classification.

The Corporation maintains a reserve in other liabilities for off-balance sheet credit exposures that currently are unfunded in categories with historical loss experience. In addition, the Bank's primary examiner, as a regular part of their examination process, may require the Bank to increase the level of reserves.

Premises and Equipment

Land is stated at cost, and premises and equipment are stated at cost less accumulated depreciation. Depreciation is computed on the straight-line method and charged to operating expenses over the estimated useful lives of the assets. The estimated useful life for new buildings constructed on land owned is forty years, and for new buildings constructed on leased land, is the lesser of forty years or the lease term including anticipated renewable terms. The useful life of purchased existing buildings is the estimated remaining useful life at the time of the purchase. Land improvements are considered to have estimated useful lives of fifteen years or the lease term including anticipated renewable terms. Furniture, fixtures and equipment have estimated useful lives ranging from three to ten years.

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Goodwill and Other Intangible Assets

The Corporation accounts for its acquisitions using the purchase accounting method. Purchase accounting requires the total purchase price to be allocated to the estimated fair values of assets acquired and liabilities assumed, including certain intangible assets that must be recognized. Typically, this allocation results in the purchase price exceeding the fair value of net assets acquired, which is recorded as goodwill. Core deposit intangibles are a measure of the value of checking, money market and savings deposits acquired in business combinations accounted for under the purchase method. Core deposit intangibles and other identified intangibles with finite useful lives are amortized using the sum of the year's digits over their estimated useful lives of up to fifteen years. Customer related intangibles are amortized over their estimated useful lives of five to twelve years. Covenants not to compete are amortized over their three to five-year contractual lives. The Corporation completes a goodwill analysis at least on an annual basis or more often if events and circumstances indicate that there may be impairment. The Corporation also completes an impairment test for other intangible assets on an annual basis or more often if events and circumstances indicate a possible impairment. There can be no assurance that future impairment analyses will not result in a charge to earnings.

Mortgage servicing rights are recognized as separate assets when mortgage loans are sold and the servicing rights are retained. Capitalized mortgage servicing rights are reported in other intangible assets on the consolidated balance sheets and are amortized into noninterest income in proportion to, and over the period of, the estimated future net servicing period of the underlying mortgage loans. Mortgage servicing rights are evaluated for impairment, on a quarterly basis, based upon the fair value of the servicing rights as compared to amortized cost. The Corporation estimates the fair value of mortgage servicing rights using discounted cash flow models that calculate the present value of estimated future net servicing income. The model uses readily available prepayment speed assumptions for the current interest rates of the portfolios serviced. Mortgage servicing rights are carried at the lower of amortized cost or estimated fair value. Impairment is recognized through a valuation allowance, to the extent that fair value is less than the unamortized capitalized amount.

Bank Owned Life Insurance

The Corporation carries bank owned life insurance at the net cash surrender value of the policies. Changes in the net cash surrender value of these policies are reflected in noninterest income. Proceeds from and purchases of bank owned life insurance are reflected in the consolidated statements of cash flows under investing activities. The Corporation recognizes a liability for the future death benefit for certain endorsement split-dollar life insurance arrangements that provide an employee with a death benefit in a postretirement/termination period.

Other Real Estate Owned

Other real estate owned represents properties acquired through customers' loan defaults and is included in other assets. The real estate is stated at an amount equal to the loan balance prior to foreclosure, plus costs incurred for improvements to the property, but no more than the fair value of the property, less estimated costs to sell. Any write-down, at or prior to the dates the real estate is considered foreclosed, is charged to the allowance for loan losses. Subsequent write-downs and any gain or loss upon the sale of real estate owned is recorded in other noninterest income. Expenses incurred in connection with holding such assets are recorded in other noninterest expense.

Derivative Financial Instruments

The Corporation recognizes all derivative financial instruments on its balance sheet at fair value. Derivatives that are not hedges must be adjusted to fair value through income. If a derivative is a hedge, depending on the nature of the hedge, changes in the fair value of the derivative are either offset against the change in fair value of the hedged assets, liabilities, or firm commitments through earnings, or recognized in other comprehensive income until the underlying forecasted transaction is recognized in earnings. The ineffective portion of a derivative's change in fair value is recognized in earnings immediately. To determine fair value, the Corporation uses third party pricing models that incorporate assumptions about market conditions and risks that are current at the reporting date.

The Corporation may use interest-rate swap agreements to modify interest rate characteristics from variable to fixed or fixed to variable in order to reduce the impact of interest rate changes on future net interest income. The Corporation accounts for its interest-rate swap contracts in cash flow hedging relationships by establishing and documenting the effectiveness of the instrument in offsetting the change in cash flows of assets or liabilities that are being hedged. To determine effectiveness, the Corporation performs an analysis to identify if changes in fair value of the derivative correlate to the equivalent changes in the forecasted interest receipts related to a specified hedged item. Recorded amounts related to interest-rate swaps are included in other assets or liabilities. Changes in the fair value of derivative instruments designated as hedges of future cash flows are recognized in accumulated other comprehensive income until the underlying forecasted transactions occur, at which time the deferred gains and losses are recognized in earnings. The change in fair value of the ineffective part of the instrument would be charged to earnings, potentially causing material fluctuations in reported earnings in the period of the change relative to comparable periods. In a fair value hedge, the fair values of the interest rate swap agreements and changes in the fair values of the hedged items are recorded in the Corporation's consolidated balance sheet with the corresponding gain or loss being recognized in the consolidated statement of income. The difference between changes in the fair values of interest rate swap agreements and the hedged items represents hedge ineffectiveness and is recorded in net interest income in the consolidated statement of income. The Corporation performs an assessment, both at the inception of the hedge and quarterly thereafter, to determine whether these derivatives are highly effective in offsetting changes in the value of the hedged items.

In connection with its mortgage banking activities, the Corporation enters into commitments to originate certain fixed-rate residential mortgage loans for customers, also referred to as interest rate locks. In addition, the Corporation enters into forward commitments for the future sale of mortgage loans to third-party investors to hedge the effect of changes in interest rates on the value of the interest rate locks. Forward loan sale commitments may also be in the form of commitments to sell individual mortgage loans at a fixed price at a future date. Both the interest rate locks and the forward loan sale commitments are accounted for as derivatives and carried at fair value, determined as the amount that would be necessary to settle each derivative financial instrument at the balance sheet date. Gross derivative assets and liabilities are recorded within other assets and other liabilities on the consolidated balance sheets, with changes in fair value during the period recorded within the net gain on mortgage banking activities on the consolidated statements of income.

Federal Home Loan Bank Stock, Federal Reserve Bank Stock and Certain Other Investments without Readily Determinable Fair Values

Federal Home Loan Bank stock, Federal Reserve Bank stock and certain other investments without readily determinable fair values are classified as other assets on the consolidated balance sheets. These investments are carried at cost and evaluated for impairment periodically or if events or circumstances indicate that there may be impairment.

Income Taxes

There are two components of income tax expense: current and deferred. Current income tax expense approximates cash to be paid or refunded for taxes for the applicable period. Deferred income taxes are provided for temporary differences between amounts reported for financial statement and tax purposes. Deferred income taxes are computed using the asset and liability method, such that deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between financial reporting amounts and the tax basis of existing assets and liabilities based on currently enacted tax laws and tax rates in effect for the periods in which the differences are expected to reverse. Deferred tax assets are subject to management's judgment based upon available evidence that future realizations are "more likely than not." If management determines that the Corporation is not more likely than not, to realize some or all of the net deferred tax asset in the future, a charge to income tax expense may be required to reduce the value of the net deferred tax asset to the expected realizable value. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized. Penalties are recorded in noninterest expense in the year they are assessed and paid and are treated as a non-deductible expense for tax purposes. Interest is recorded in noninterest expense in the year it is assessed and paid and is treated as a deductible expense for tax purposes.

Retirement Plans and Other Postretirement Benefits

Substantially all employees who were hired before December 8, 2009 are covered by a noncontributory retirement plan. Effective December 31, 2009, the benefits previously accrued under the noncontributory retirement plan were frozen and the plan was amended and converted to a cash balance plan, with participants not losing any pension benefits already earned in the plan. Prior to the cash balance plan conversion effective December 31, 2009, the plan provided benefits based on a formula of each participant's final average pay. Future benefits under the cash balance plan accrue by crediting participants annually with an amount equal to a percentage of earnings in that year based on years of credited service as defined in the plan. Employees hired on or after December 8, 2009 are not eligible to participate in the noncontributory retirement plan. The Corporation also provides supplemental executive retirement benefits, a portion of which is in excess of limits imposed on qualified plans by federal tax law; these plans are non-qualified benefit plans. These non-qualified benefit plans are not offered to new participants; all current participants are now retired. The Corporation provides certain postretirement healthcare and life insurance benefits for retired employees. The Corporation's measurement date for plan assets and obligation is fiscal year-end. The Corporation recognizes on its consolidated balance sheet the funded status of its defined pension plans and changes in the funded status of the plan in the year in which the changes occur. An under-funded position would create a liability and an over-funded position would create an asset, with a correlating deferred tax asset or liability. The net impact would be an adjustment to equity as accumulated other comprehensive income (loss). The Corporation recognizes as a component of other comprehensive income (loss), net of tax, the actuarial gains and losses and the prior service costs and credits that arise during the period.

The Corporation sponsors a 401(k) deferred salary savings plan, which is a qualified defined contribution plan, and which covers all employees of the Corporation and its subsidiaries, and provides that the Corporation make matching contributions as defined by the plan.

The Corporation sponsors a Supplemental Non-Qualified Pension Plan (SNQPP) which was established in 1981 for employees who have served for several years, with ability and distinction, in one of the primary policy-making senior level positions in the Corporation. The SNQPP was established prior to the existence of a 401(k) deferred salary savings, employee stock purchase and long-term incentive plans and therefore is not offered to new participants; all current participants are now retired. These non-qualified plans are accounted for under guidance for deferred compensation arrangements.

Stock-Based Compensation

The fair value of share based awards is recognized as compensation expense over the vesting period based on the grant-date fair value of the awards. The Corporation uses the Black-Scholes Model to estimate the fair value of each option on the date of grant. The Black-Scholes Model estimates the fair value of employee stock options using a pricing model which takes into consideration the exercise price of the option, the expected life of the option, the current market price and its expected volatility, the expected dividends on the stock and the current risk-free interest rate for the expected life of the option. The Corporation grants stock options to employees with an exercise price equal to the fair value of the shares at the date of grant. The Corporation grants both fixed and variable (performance-based) restricted stock. The performance-based restricted stock awards vest based upon the Corporation's performance against selected peers with respect to certain financial measures over a three-year period. The fair value of fixed restricted stock is equivalent to the fair value on the date of grant and is amortized over the vesting period. The fair value of the performance-based restricted stock is equivalent to the fair value on the date of grant and is amortized over the vesting period adjusted for a probability factor of achieving the performance goals.

Dividend Reinvestment and Employee Stock Purchase Plans

The Univest Dividend Reinvestment Plan allows for the issuance of 1,968,750 shares of common stock. During 2015 and 2014, 87,946 and 82,922 shares, respectively, were issued under the dividend reinvestment plan, with 464,235 shares available for future purchase at December 31, 2015.

The 1996 Employee Stock Purchase Plan allows for the issuance of 984,375 shares of common stock. Employees may elect to make contributions to the plan in an aggregate amount not less than 2% or more than 10% of such employee's total compensation. These contributions are then used to purchase stock during an offering period determined by the Corporation's Employee Stock Purchase Plan Committee. The purchase price of the stock is 90% of the closing sale price on the last trading day of each quarter. Compensation expense is recognized as the discount is greater than 5% of the fair value. During 2015 and 2014, 26,440 and 23,271 shares, respectively, were issued under the employee stock purchase plan, with 706,184 shares available for future purchase at December 31, 2015.

Marketing and Advertising Costs

The Corporation's accounting policy is to expense marketing and advertising costs as incurred, when the advertisement first takes place, or over the expected useful life of the related asset, as would be the case with billboards.

Statement of Cash Flows

The Corporation has defined those items included in the caption "Cash and due from banks" as cash and cash equivalents.

Trust Assets

Assets held by the Corporation in a fiduciary or agency capacity for its customers are not included in the consolidated financial statements since such items are not assets of the Corporation.

Earnings per Share

The Corporation uses the two-class method to calculate earnings per share as the unvested restricted stock issued under the Corporation's equity incentive plans are participating shares with nonforfeitable rights to dividends. Under the two-class method, earnings per common share are computed by dividing the sum of distributed earnings to common shareholders and undistributed earnings allocated to common shareholders by the weighted average number of common shares outstanding for the period. In applying the two-class method, undistributed earnings are allocated to both common shares and participating securities based on the number of weighted average shares outstanding during the period. Diluted earnings per share reflect additional common shares that would have been outstanding if options on common shares had been exercised, as well as any adjustment to income that would

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result from the assumed issuance. Potential common shares that may be issued by the Corporation relate solely to outstanding stock options, and are determined using the treasury stock method. The effects of options to issue common stock are excluded from the computation of diluted earnings per share in periods in which the effect would be antidilutive.

Recent Accounting Pronouncements

In September 2015, the Financial Accounting Standards Board (FASB) issued an Accounting Standards Update (ASU) simplifying the accounting for measurement-period adjustments related to business combinations. The ASU eliminates the requirement to retrospectively adjust the financial statements for measurement-period adjustments that occur in periods after a business combination is consummated. Under this ASU, measurement-period adjustments are calculated as if they were known at the acquisition date, but are recognized in the reporting period in which they are determined. The ASU requires additional disclosures about the impact on current period income statement line items of adjustments that would have been recognized in prior periods if prior period information had been revised. The amendments in this ASU are effective for financial statements of public businesses issued for fiscal years and interim periods within those years beginning after December 15, 2015, or January 1, 2016 for the Corporation. The adoption of this ASU will not have any impact on the Corporation's financial statements.

In April 2015, the FASB issued an ASU simplifying the presentation of debt issuance costs. The ASU requires that debt issuance costs related to a recognized debt liability shall be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The costs will continue to be amortized to interest expense using the effective interest method. The ASU is effective for financial statements of public business issued for fiscal years beginning after December 15, 2015, or January 1, 2016 for the Corporation. The adoption of ASU will not impact the Corporation's balance sheet presentation as the Corporation currently follows this presentation consistent with the guidance in FASB Concepts Statement No. 6.

In May 2014, the FASB issued an ASU regarding revenue from contracts with customers which clarifies the principles for recognizing revenue and develops a common standard for U.S. GAAP and International Financial Reporting Standards. The ASU establishes a core principle that would require an entity to identify the contract(s) with a customer, identify the performance obligations in the contract, determine the transaction price, allocate the transaction price to the performance obligations in the contract and recognize revenue when (or as) the entity satisfies a performance obligation. The ASU provides for improved disclosure requirements that require entities to disclose sufficient information that enables users of financial statements to understand the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. In August 2015, the FASB issued an ASU deferring the original effective date of this guidance by one year. This guidance is now effective for fiscal years and interim periods within those years beginning after December 15, 2017, or January 1, 2018 for the Corporation. The Corporation is in the process of evaluating the impact of the adoption of this guidance on the Corporation's financial statements; however, it is anticipated the impact will be only related to timing.

In January 2014, the FASB issued an ASU regarding reclassification of residential real estate collateralized consumer mortgage loans upon foreclosure. The ASU clarifies that when an in-substance repossession or foreclosure occurs, and a creditor is considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan, upon either (1) the creditor obtaining legal title to the residential real estate property upon completion of a foreclosure or (2) the borrower conveying all interest in the residential real estate property to the creditor to satisfy that loan through completion of a deed in lieu of foreclosure or through a similar legal agreement. Additionally, the amendments require interim and annual disclosure of both (1) the amount of foreclosed residential real estate property held by the creditor and (2) the recorded investment in consumer mortgage loans collateralized by residential real estate property that are in the process of foreclosure according to local requirements of the applicable jurisdiction. The ASU was issued to eliminate diversity in practice on this topic. The amendment is effective for fiscal years and interim periods within those years beginning after December 15, 2014, or January 1, 2015 for the Corporation. The adoption of this guidance did not have a material impact on the Corporation's financial statements but resulted in expanded disclosures effective March 31, 2015, which are included in Note 5, “Loans and Leases.”

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Note 2. Restrictions on Cash and Due from Banks and Interest-earning Deposit Accounts

The Bank maintains reserve balances under Federal Reserve Bank requirements. The reserve requirement at December 31, 2015 and 2014 was $4.2 million and $2.5 million, respectively, and was satisfied by vault cash held at the Bank’s branches. The average balances at the Federal Reserve Bank of Philadelphia were $36.5 million and $31.5 million for the years ended December 31, 2015 and 2014, respectively.

The Corporation maintains interest-earning deposit accounts at other financial institutions as collateral for risk participation agreements and an interest rate swap agreement. The pledging requirement at December 31, 2015 and 2014 was $460 thousand and $670 thousand, respectively. See Note 16, “Commitments and Contingencies” and Note 17, "Derivative Instruments and Hedging Activities" for additional information.

Note 3. Acquisitions

Fox Chase Bancorp

On December 8, 2015 the Corporation and Fox Chase Bancorp, Inc. (Fox Chase), parent company of Fox Chase Bank, entered into an Agreement and Plan of Merger pursuant to which Fox Chase will be merged with and into the Corporation in a cash and stock transaction with an aggregate value of approximately $239.3 million. Fox Chase had approximately $1.1 billion in assets, $767.7 million in loans, and $765.0 million in deposits at December 31, 2015. Fox Chase's main office is in Hatboro, Pennsylvania and operates full-service banking offices in Pennsylvania and New Jersey. Upon completion, the Corporation's presence will expand in Bucks, Chester, Philadelphia and Montgomery counties in Pennsylvania and into Atlantic and Cape May counties in New Jersey, complementing and expanding the Corporation's existing network of financial centers.

Upon completion of the merger, Fox Chase shareholders will have the right to receive either $21.00 in cash, or a fixed exchange ratio of 0.9731 shares of the Corporation’s common stock, or a combination of the two, for outstanding shares of Fox Chase. The stock/cash election is subject to allocation provisions to assure that 40% of Fox Chase shares receive cash consideration and 60% of Fox Chase shares receive stock consideration. The Merger Agreement has been approved by the Boards of Directors of the Corporation, the Bank, Fox Chase and Fox Chase Bank and remains subject to approval by the shareholders of both companies, as well as their regulatory authorities. The transaction is expected to qualify as a tax-free reorganization for federal income tax purposes. The transaction is expected to close in the third quarter of 2016.

Valley Green Bank

On January 1, 2015, the Corporation completed the acquisition of Valley Green Bank. The merger of Valley Green Bank with and into the Bank was effected pursuant to the terms and conditions of the Agreement and Plan of Merger (Merger Agreement) dated June 17, 2014. Headquartered in the Mt. Airy neighborhood of Philadelphia, Pennsylvania, Valley Green operated three full-service banking offices and two administrative offices for loan production in the greater Philadelphia marketplace. With the assumption of Valley Green Bank’s three branches and two administrative offices for loan production in the Philadelphia marketplace, the Corporation entered a new small business and consumer market and expanded its existing lending network within southeastern Pennsylvania.

The acquisition was an all-stock transaction with an aggregate value of approximately $77 million. Pursuant to the Merger Agreement, each share of Valley Green Bank common stock was cancelled and converted into the right to receive 1.3541shares of Univest common stock, $5 par value, with any fractional share entitled to payment in cash. As a result, the Corporation delivered 3,787,866 shares of the Corporation's common stock to the former shareholders of Valley Green Bank. Valley Green Bank outstanding stock options of 122,377 were exchanged for cash and related payroll taxes of $2.2 million. Approximately $3 thousand in cash was paid for fractional shares.

The transaction was accounted for using the acquisition method of accounting, which required the Corporation to allocate the total consideration transferred to the assets acquired and liabilities assumed, based on their respective fair values at the merger date, with remaining excess consideration recorded as goodwill. The fair value of total assets acquired as a result of the merger totaled $425.2 million, which included $380.9 million in loans and $385.9 million in deposits at January 1, 2015. The results of Valley Green Bank's operations have been included in the Corporation consolidated financial statements prospectively from the date of the merger.

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The following table summarized the consideration paid for Valley Green Bank and the fair value of assets acquired and liabilities assumed at the acquisition date:
(Dollars in thousands, except share data)

Purchase price consideration in common stock:		
Valley Green common shares outstanding	2,797,454	
Exchange ratio	1.3541	
Univest shares issued	3,787,866	
Univest closing stock price at December 31, 2014	$20.24	
Purchase price assigned to Valley Green common shares exchanged for Univest stock		$76,667
Purchase price assigned to cash in lieu of fractional shares		3
Purchase price assigned to Valley Green options settled for cash		2,236
Total purchase price		$78,906
Fair value of assets acquired:		
Cash and due from banks	$4,919	
Federal funds sold	17,442	
Investment securities available-for-sale	12,766	
Loans held for investment	380,924	
Premises and equipment, net	2,973	
Core deposit intangible *	1,520	
Accrued interest receivable and other assets	4,641	
Total identifiable assets		$425,185
Fair value of liabilities assumed:		
Deposits - noninterest bearing	$49,102	
Deposits - interest bearing	336,810	
Change in control accrued payments	2,070	
Accrued interest payable and other liabilities	1,813	
Total liabilities		$389,795
Identifiable net assets		35,390
Goodwill resulting from merger *		$43,516

* Goodwill is not deductible for federal income tax purposes. The goodwill and core deposit intangible are allocated to
the Banking business segment.

The following is a description of the valuation methodologies used to estimate the fair values of major categories of assets acquired and liabilities assumed. In many cases, determining the fair value of the acquired assets and assumed liabilities required the Corporation to estimate cash flows expected to result from those assets and liabilities and to discount those cash flows at appropriate rates of interest, which required the utilization of significant estimates and judgment in accounting for the acquisition.

Cash and due from banks and federal funds sold: The estimated fair values of cash and due from banks and federal fund sold approximated their stated value.

Investment securities available-for-sale: The estimated fair values of the investment securities available for sale, comprised of U.S. government corporations and agencies, were determined using Level 2 inputs in the fair value hierarchy. The fair values were determined using independent pricing services and market-participating brokers. The Corporation's independent pricing service utilized evaluated pricing models that vary by asset class and incorporate available trade, bid and other market information for structured securities, cash flow and, when available, loan performance data. Because many fixed income securities do not trade on a daily basis, the pricing service's evaluated pricing applications apply information as applicable through processes, such as benchmarking of like securities, sector groupings, and matrix pricing, to prepare evaluations. Management reviewed the data and assumptions used in pricing the securities.

Loans held for investment: The most significant fair value determination related to the valuation of acquired loans. The acquisition resulted in loans acquired with and without evidence of credit quality deterioration. There was no carryover related allowance for loan and lease losses.

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The acquired loan portfolio was valued based on current guidance which defines fair value as the price that would be received to sell an asset or transfer a liability in an orderly transaction between market participants at the measurement date. Level 3 inputs were utilized to value the portfolio and included the use of present value techniques employing cash flow estimates and incorporated assumptions that marketplace participants would use in estimating fair values. In instances where reliable market information was not available, the Corporation used assumptions in an effort to determine reasonable fair value. Specifically, management utilized three separate fair value analyses which a market participant would employ in estimating the total fair value adjustment. The three separate fair valuation methodologies used were: 1) interest rate loan fair value analysis; 2) general credit fair value analysis; and 3) specific credit fair value analysis.

For loans acquired without evidence of credit quality deterioration, the Corporation prepared the interest rate loan fair value analysis. Loans were grouped by characteristics such as loan type, term, collateral and rate. Market rates for similar loans were obtained from various external data sources and reviewed by management for reasonableness. The average of these rates was used as the fair value interest rate a market participant would utilize. A present value approach was utilized to calculate the interest rate fair value adjustment. Additionally a general credit fair value adjustment was calculated using a two part general credit fair value analysis: 1) expected lifetime losses; and 2) estimated fair value adjustment for qualitative factors. The expected lifetime losses were calculated using an average of historical losses of the Bank, Valley Green Bank and peer banks. The adjustment related to qualitative factors was impacted by general economic conditions and the risk related to a lack of specific familiarity with Valley Green Bank's underwriting process. Valley Green's loan portfolio without evidence of credit quality deterioration was recorded at a current fair value of $379.2 million. A fair value premium of $4.4 million was recognized to reflect the fair values of loans. A fair value discount of $5.5 million was recognized to reflect the general credit risk of the loan portfolio. The adjustment will be substantially recognized as interest income over approximately 10 years on a level yield amortization method based upon the expected life of the loans.

For loans acquired with evidence of credit quality deterioration the Corporation prepared a specific credit fair value adjustment. Management reviewed the acquired loan portfolio for loans meeting the definition of an impaired loan with deteriorated credit quality. Loans meeting this definition were reviewed by comparing the contractual cash flows to expected collectible cash flows. The aggregate expected cash flows less the acquisition date fair value results in an accretable yield amount. The accretable yield amount will be recognized over the life of the loans on a level yield basis as an adjustment to yield. Any disposals of loans, including sales of loans, payments in full or foreclosures result in the derecognition of the loan at its carrying value with differences in actual results reflected in interest income.

At the acquisition date, the Corporation recorded $1.7 million of acquired impaired loans subject to a nonaccretable discount difference of $5.3 million. The aggregate expected cash flows less the acquisition date fair value results in an accretable yield amount of $305 thousand, which will be recognized over the life of the loans on a level yield basis as an adjustment to yield.

The following is a summary of the acquired impaired loans at January 1, 2015 resulting from the acquisition with Valley Green:

(Dollars in thousands)

Contractually required principal and interest payments	$7,377	
Contractual cash flows not expected to be collected (nonaccretable difference)	(5,344	)
Cash flows expected to be collected	2,033	
Interest component of expected cash flows (accretable difference)	(305	)
Fair value of loans acquired with a deterioration of credit quality	$1,728	

Bank premises - leased: The Corporation assumed five facility lease contracts and no owned properties. The fair value of the lease contracts represents the present value of the pre-tax differential between the expected contractual payments and current market rate lease payments to the first lease termination date discounted by an assumed required rate of return.

Core deposit intangible: Core deposit intangible represents the value assigned to demand, interest checking, money market and savings accounts acquired as part of the acquisition. The core deposit intangible fair value represents the future economic benefit, including the present value of future tax benefits, of the potential cost savings from acquiring core deposits as part of an acquisition compared to the cost of alternative funding sources and was valued utilizing Level 3 inputs. The core deposit intangible of $1.5 million will be amortized using the sum of the years digits method over an estimated life of 10 years.

Deposits: The fair values of demand and saving deposits, with no stated maturities, approximated the carrying value as these accounts are payable on demand. The fair values of time deposits with fixed maturities were estimated by discounting the final maturity using current market interest rate for similar instruments. A fair value premium of $686 thousand was recognized and will be recognized as a reduction to interest expense using a level yield amortization method over the life of the time deposit. The fair value of time deposits were determined using Level 2 inputs in the fair value hierarchy.

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Deferred tax assets and liabilities: Deferred tax assets and liabilities were established for purchase accounting fair value adjustments as the future amortization/accretion of these adjustments represent temporary differences between book income and taxable income.

Direct costs related to the acquisition were expensed as incurred. For the year ended December 31, 2015, the Corporation incurred $2.0 million of Valley Green Bank integration and acquisition-related costs, which have been separately stated in the Corporation's consolidated statements of income.

Supplemental Pro Forma Financial Information (unaudited)

The following unaudited pro forma combined consolidated financial information for the years ended December 31, 2015 and 2014 combine the historical consolidated results of the Corporation and Valley Green Bank and give effect to the merger as if the merger occurred on January 1, 2015 and January 1, 2014, respectively. The pro forma information has been prepared to include the estimated adjustments necessary to record the assets and liabilities of Valley Green Bank at their respective fair values. Furthermore, the unaudited proforma information does not reflect management’s estimate of any revenue-enhancing opportunities or anticipated cost savings.

The pro forma data is not necessarily indicative of the operating results that the Corporation would have achieved had it completed the merger as of the beginning of the period presented and should not be considered as representative of future operations.

The unaudited pro forma data presented below is based on, and should be read together with, the historical financial information of the Corporation included in this Form 10-K for the indicated periods and the historical information of Valley Green Bank included in the Corporation's Current Report on Form 8-K filed with the SEC on January 7, 2015.

	Pro Forma	
	For the Years Ended December 31,	
(Dollars in thousands, except share data)	2015	2014
Net interest income	$93,394	$92,240
Noninterest income	52,949	49,325
Noninterest expense	105,515	98,729
Net income	27,268	27,468
Earnings per share		
Basic	1.39	1.37
Diluted	1.39	1.37

* The year ended December 31, 2015 included integration and acquisition-related costs associated with Valley Green Bank incurred during the first and second quarters of $2.0 million ($1.3 million, net of tax), or $0.07 diluted earnings per share on a tax affected basis. The year ended December 31, 2015 also included $540 thousand ($493 thousand, net of tax) of acquisition-related costs associated with the pending merger with Fox Chase Bancorp during the fourth quarter, or $0.03 diluted earnings per share on a tax affected basis. The year ended December 31, 2015 included restructuring charges of $1.6 million ($1.1 million, net of tax), incurred in the second quarter, related to the consolidation of six financial centers in September of 2015 under the Bank's optimization plan or $0.05 diluted earnings per share on a tax affected basis.

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Note 4. Investment Securities

The following table shows the amortized cost and the estimated fair value of the held-to-maturity securities and available-for-sale securities at December 31, 2015 and 2014, by contractual maturity within each type:

(Dollars in thousands)	At December 31, 2015 Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	At December 31, 2014 Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Securities Held-to-Maturity								
Corporate bonds:								
Within 1 year	$21,047	$134	$—	$21,181	$13,088	$82	$—	$13,170
After 1 year to 5 years	19,943	1	(64)	19,880	41,259	388	(52)	41,595
	40,990	135	(64)	41,061	54,347	470	(52)	54,765
Total	$40,990	$135	$(64)	$41,061	$54,347	$470	$(52)	$54,765
Securities Available-for-Sale								
U.S. treasuries:								
After 1 year to 5 years	$4,978	$—	$(91)	$4,887	$4,972	$—	$(127)	$4,845
	4,978	—	(91)	4,887	4,972	—	(127)	4,845
U.S. government corporations and agencies:								
Within 1 year	10,389	—	(29)	10,360	—	—	—	—
After 1 year to 5 years	92,148	26	(378)	91,796	122,328	48	(532)	121,844
	102,537	26	(407)	102,156	122,328	48	(532)	121,844
State and political subdivisions:								
Within 1 year	—	—	—	—	600	2	—	602
After 1 year to 5 years	17,362	80	(29)	17,413	12,326	17	(59)	12,284
After 5 years to 10 years	47,969	1,188	(32)	49,125	49,554	1,616	(77)	51,093
Over 10 years	34,334	1,160	—	35,494	37,004	1,792	(1)	38,795
	99,665	2,428	(61)	102,032	99,484	3,427	(137)	102,774
Residential mortgage-backed securities:								
After 1 year to 5 years	9,713	12	(13)	9,712	5,066	17	—	5,083
After 5 years to 10 years	60	—	—	60	4,856	—	(32)	4,824
Over 10 years	3,517	65	—	3,582	3,661	75	—	3,736
	13,290	77	(13)	13,354	13,583	92	(32)	13,643
Collateralized mortgage obligations:								
Over 10 years	3,215	—	(82)	3,133	3,810	—	(85)	3,725
	3,215	—	(82)	3,133	3,810	—	(85)	3,725
Corporate bonds:								
Within 1 year	250	—	—	250	4,998	22	—	5,020
After 1 year to 5 years	19,446	25	(158)	19,313	29,505	88	(244)	29,349

After 5 years to 10 years	10,148	—	(266)	9,882	20,442	—	(371)	20,071
Over 10 years	60,000	—	(2,770)	57,230	—	—	—	—
	89,844	25	(3,194)	86,675	54,945	110	(615)	54,440
Money market mutual funds:								
No stated maturity	16,726	—	—	16,726	11,675	—	—	11,675
	16,726	—	—	16,726	11,675	—	—	11,675
Equity securities:								
No stated maturity	426	381	—	807	854	483	—	1,337
	426	381	—	807	854	483	—	1,337
Total	$330,681	$2,937	$(3,848)	$329,770	$311,651	$4,160	$(1,528)	$314,283

Expected maturities may differ from contractual maturities because debt issuers may have the right to call or prepay obligations without call or prepayment penalties. Unrealized losses in investment securities at December 31, 2015 and 2014 do not represent other-than-temporary impairments.

Securities with a carrying value of $210.1 million and $230.9 million at December 31, 2015 and 2014, respectively, were pledged to secure public deposits and for other purposes as required by law.

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The following table presents information related to sales of securities available-for-sale during the years ended December 31, 2015, 2014 and 2013:

	For the Years Ended December 31,		
(Dollars in thousands)	2015	2014	2013
Securities available-for-sale:			
Proceeds from sales	$77,308	$32,967	$76,361
Gross realized gains on sales	1,295	635	3,396
Gross realized losses on sales	30	—	7
Tax expense related to net realized gains on sales	443	222	1,186

The Corporation did not recognize any other-than-temporary impairment charges on debt securities for the years ended December 31, 2015, 2014 and 2013. The Corporation realized other-than-temporary impairment charges to noninterest income of $5 thousand, $0 thousand, and $0 thousand on its equity portfolio during the years ended December 31, 2015, 2014 and 2013, respectively.

At December 31, 2015 and 2014, there were no investments in any single non-federal issuer representing more than 10% of shareholders' equity.

The following table shows the fair value of securities that were in an unrealized loss position at December 31, 2015 and 2014 by the length of time those securities were in a continuous loss position:

	Less than Twelve Months		Twelve Months or Longer		Total	
(Dollars in thousands)	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
At December 31, 2015						
Securities Held-to-Maturity						
Corporate bonds	$12,078	$(9)	$4,953	$(55)	$17,031	$(64)
Total	$12,078	$(9)	$4,953	$(55)	$17,031	$(64)
Securities Available-for-Sale						
U.S. treasuries	$—	$—	$4,887	$(91)	$4,887	$(91)
U.S. government corporations and agencies	72,157	(379)	4,972	(28)	77,129	(407)
State and political subdivisions	10,251	(49)	1,335	(12)	11,586	(61)
Residential mortgage-backed securities	4,751	(13)	—	—	4,751	(13)
Collateralized mortgage obligations	—	—	3,133	(82)	3,133	(82)
Corporate bonds	72,234	(2,941)	10,669	(253)	82,903	(3,194)
Total	$159,393	$(3,382)	$24,996	$(466)	$184,389	$(3,848)
At December 31, 2014						
Securities Held-to-Maturity						
Corporate bonds	$15,036	$(27)	$4,987	$(25)	$20,023	$(52)
Total	$15,036	$(27)	$4,987	$(25)	$20,023	$(52)
Securities Available-for-Sale						
U.S. treasuries	$—	$—	$4,845	$(127)	$4,845	$(127)
U.S. government corporations and agencies	39,607	(80)	62,140	(452)	101,747	(532)
State and political subdivisions	10,246	(31)	9,303	(106)	19,549	(137)
Residential mortgage-backed securities	4,824	(32)	—	—	4,824	(32)
Collateralized mortgage obligations	—	—	3,725	(85)	3,725	(85)
Corporate bonds	21,949	(328)	15,805	(287)	37,754	(615)
Total	$76,626	$(471)	$95,818	$(1,057)	$172,444	$(1,528)

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Note 5. Loans and Leases

Summary of Major Loan and Lease Categories

	At December 31, 2015			At December 31, 2014
(Dollars in thousands)	Originated	Acquired	Total	Total
Commercial, financial and agricultural	$479,980	$24,535	$504,515	$457,827
Real estate-commercial	759,342	126,550	885,892	628,478
Real estate-construction	91,904	4,637	96,541	79,887
Real estate-residential secured for business purpose	94,280	124,503	218,783	36,932
Real estate-residential secured for personal purpose	177,850	3,305	181,155	166,850
Real estate-home equity secured for personal purpose	125,361	11,594	136,955	108,250
Loans to individuals	29,406	326	29,732	29,941
Lease financings	125,440	—	125,440	118,460
Total loans and leases held for investment, net of deferred income	$1,883,563	$295,450	$2,179,013	$1,626,625
Unearned lease income, included in the above table	$(13,829)	$—	$(13,829)	$(14,131)
Net deferred costs, included in the above table	4,244	—	4,244	3,218
Overdraft deposits included in the above table	35	—	35	50

Overdraft deposits are re-classified as loans and are included in the total loans and leases on the balance sheet.

The carrying amount of acquired loans at December 31, 2015 totaled $295.5 million, including $1.3 million of loans acquired with deteriorated credit quality, or acquired credit impaired loans from the Valley Green Bank acquisition. Acquired credit impaired loans are accounted for in accordance with ASC Topic 310-30. See Note 3, "Acquisition" for additional information.

The outstanding principal balance and carrying amount for acquired credit impaired loans at December 31, 2015 were as follows:

(Dollars in thousands)	At December 31, 2015
Outstanding principal balance	$3,551
Carrying amount	1,253
Allowance for loan losses	8

The following table presents the changes in accretable yield on acquired credit impaired loans:

(Dollars in thousands)	For the Year Ended December 31, 2015
Beginning of period	$—
Acquisition of credit impaired loans	305
Reclassification from nonaccretable difference	574
Accretable yield amortized to interest income	(717)
Disposals	(18)
End of period	$144

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The Corporation is a lessor of equipment under agreements expiring at various dates through the year 2023. At December 31, 2015 and 2014, the schedule of minimum lease payments receivable is as follows:

	At December 31,	
(Dollars in thousands)	2015	2014
Within 1 year	$54,093	$50,340
After 1 year through 2 years	40,250	38,084
After 2 years through 3 years	25,940	25,888
After 3 years through 4 years	13,914	13,667
After 4 years through 5 years	4,853	4,312
Thereafter	219	300
Total future minimum lease payments receivable	139,269	132,591
Less: Unearned income	(13,829)	(14,131)
Total lease financing receivables, net of unearned income	$125,440	$118,460

Age Analysis of Past Due Loans and Leases

The following presents, by class of loans and leases, an aging of past due loans and leases, loans and leases which are current and the recorded investment in loans and leases 90 days or more past due which are accruing interest at December 31, 2015 and 2014:

(Dollars in thousands)	30-59 Days Past Due	60-89 Days Past Due	90 Days or more Past Due	Total Past Due	Current	Acquired Credit Impaired	Total Loans and Leases Held for Investment	Recorded Investment 90 Days or more Past Due and Accruing Interest
At December 31, 2015								
Commercial, financial and agricultural	$864	$298	$4,279	$5,441	$498,757	$ 317	$504,515	$ —
Real estate—commercial real estate and construction:								
Commercial real estate	12,103	—	1,102	13,205	872,174	513	885,892	—
Construction	—	—	—	—	96,541	—	96,541	—
Real estate—residential and home equity:								
Residential secured for business purpose	1,406	2,356	727	4,489	213,871	423	218,783	—
Residential secured for personal purpose	990	69	309	1,368	179,787	—	181,155	—
Home equity secured for personal purpose	777	52	174	1,003	135,952	—	136,955	—
Loans to individuals	198	97	173	468	29,264	—	29,732	173
Lease financings	1,294	652	646	2,592	122,848	—	125,440	206
Total	$17,632	$3,524	$7,410	$28,566	$2,149,194	$ 1,253	$2,179,013	$ 379
At December 31, 2014								
Commercial, financial and agricultural	$145	$747	$2,567	$3,459	$454,368	$ —	$457,827	$ —

Real estate—commercial real estate and construction:								
Commercial real estate	361	913	1,163	2,437	626,041	—	628,478	—
Construction	—	405	5,525	5,930	73,957	—	79,887	—
Real estate—residential and home equity:								
Residential secured for business purpose	167	56	713	936	35,996	—	36,932	—
Residential secured for personal purpose	409	604	60	1,073	165,777	—	166,850	—
Home equity secured for personal purpose	348	—	215	563	107,687	—	108,250	31
Loans to individuals	365	65	365	795	29,146	—	29,941	365
Lease financings	1,610	406	435	2,451	116,009	—	118,460	55
Total	$3,405	$3,196	$11,043	$17,644	$1,608,981	$ —	$1,626,625	$ 451

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Non-Performing Loans and Leases

The following presents, by class of loans and leases, non-performing loans and leases at December 31, 2015 and 2014:

	At December 31, 2015				2014			
(Dollars in thousands)	Nonaccrual Loans and Leases*	Accruing Troubled Debt Restructured Loans and Lease Modifications	Loans and Leases 90 Days or more Past Due and Accruing Interest	Total Non-Performing Loans and Leases	Nonaccrual Loans and Leases*	Accruing Troubled Debt Restructured Loans and Lease Modifications	Loans and Leases 90 Days or more Past Due and Accruing Interest	Total Non-Performing Loans and Leases
Commercial, financial and agricultural	$6,915	$1,602	$—	$8,517	$5,002	$2,851	$—	$7,853
Real estate—commercial real estate and construction:								
Commercial real estate	4,314	2,449	—	6,763	4,413	2,618	—	7,031
Construction	—	—	—	—	5,931	—	—	5,931
Real estate—residential and home equity:								
Residential secured for business purpose	1,863	763	—	2,626	915	—	—	915
Residential secured for personal purpose	376	421	—	797	512	—	—	512
Home equity secured for personal purpose	275	—	—	275	184	—	31	215
Loans to individuals	—	—	173	173	—	—	365	365
Lease financings	440	10	206	656	380	—	55	435
Total	$14,183	$5,245	$379	$19,807	$17,337	$5,469	$451	$23,257

* Includes nonaccrual troubled debt restructured loans and lease modifications of $93 thousand and $3.1 million at December 31, 2015 and December 31, 2014, respectively.

Credit Quality Indicators

The following tables present by class, the recorded investment in loans and leases held for investment by credit quality indicator at December 31, 2015 and 2014.

The Corporation employs a ten (10) grade risk rating system related to the credit quality of commercial loans and residential real estate loans secured for a business purpose of which the first six categories are pass categories (credits not adversely rated). The following is a description of the internal risk ratings and the likelihood of loss related to each risk rating. Loans with risk ratings of one through five are reviewed based on the relationship dollar amount with the borrower: loans with a relationship total of $2.5 million or greater are reviewed quarterly; loans with a relationship balance of less than $2.5 million but greater than $500 thousand are reviewed annually based on the borrower's fiscal year; loans with a relationship balance of less than $500 thousand are reviewed only if the loan becomes 60 days or more past due. Loans with a risk rating of six are also reviewed based on the relationship dollar amount with the borrower: loans with a relationship balance of $2.0 million or greater are reviewed quarterly; loans with a relationship balance of less than $2.0 million but greater than $500 thousand are reviewed annually; loans with a relationship balance of less than $500 thousand are reviewed only if the loan becomes 60 days or more past due. Loans with a risk rating of seven are reviewed at least quarterly, and as often as monthly, at management's discretion. Loans with risk ratings of eight through ten are reviewed monthly.

1. Cash Secured—No credit risk
2. Fully Secured—Negligible credit risk
3. Strong—Minimal credit risk
4. Satisfactory—Nominal credit risk
5. Acceptable—Moderate credit risk
6. Pre-Watch—Marginal, but stable credit risk
7. Special Mention—Potential weakness
8. Substandard—Well-defined weakness
9. Doubtful—Collection in-full improbable
10. Loss—Considered uncollectible

Commercial Credit Exposure Credit Risk by Internally Assigned Grades

The following table presents classifications for originated loans:

(Dollars in thousands)	Commercial, Financial and Agricultural	Real Estate—Commercial	Real Estate—Construction	Real Estate—Residential Secured for Business Purpose	Total
At December 31, 2015					
Grade:					
1. Cash secured/ 2. Fully secured	$968	$—	$5,417	$ —	$6,385
3. Strong	17,328	10,877	—	—	28,205
4. Satisfactory	36,697	36,023	450	9	73,179
5. Acceptable	328,140	530,766	72,630	78,659	1,010,195
6. Pre-watch	61,098	119,117	13,262	7,161	200,638
7. Special Mention	6,074	20,286	—	2,347	28,707
8. Substandard	29,675	42,273	145	6,104	78,197
9. Doubtful	—	—	—	—	—
10. Loss	—	—	—	—	—
Total	$479,980	$759,342	$91,904	$ 94,280	$1,425,506
At December 31, 2014					
Grade:					
1. Cash secured/ 2. Fully secured	$4,248	$—	$1,262	$ —	$5,510
3. Strong	14,013	8,504	3,897	—	26,414
4. Satisfactory	23,931	30,587	8,731	339	63,588
5. Acceptable	301,425	402,719	55,111	24,535	783,790
6. Pre-watch	65,993	123,129	4,956	5,384	199,462
7. Special Mention	7,166	17,505	—	1,304	25,975
8. Substandard	41,051	46,034	5,930	5,370	98,385
9. Doubtful	—	—	—	—	—
10. Loss	—	—	—	—	—
Total	$457,827	$628,478	$79,887	$ 36,932	$1,203,124

The following table presents classifications for acquired loans:

(Dollars in thousands)	Commercial, Financial and Agricultural	Real Estate—Commercial	Real Estate—Construction	Real Estate—Residential Secured for Business Purpose	Total
At December 31, 2015					
Grade:					
1. Cash secured/ 2. Fully secured	$1,411	$—	$—	$ —	$1,411
3. Strong	—	—	—	—	—
4. Satisfactory	1,181	3,561	—	608	5,350
5. Acceptable	18,446	102,122	4,637	113,002	238,207
6. Pre-watch	2,273	10,365	—	8,153	20,791
7. Special Mention	417	8,853	—	367	9,637
8. Substandard	807	1,649	—	2,373	4,829
9. Doubtful	—	—	—	—	—
10. Loss	—	—	—	—	—
Total	$24,535	$126,550	$4,637	$ 124,503	$280,225

The Corporation did not have any acquired loans at December 31, 2014.

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Credit Exposure—Real Estate—Residential Secured for Personal Purpose, Real Estate—Home Equity Secured for Personal Purpose, Loans to Individuals, Lease Financing Credit Risk Profile by Payment Activity

The Corporation monitors the credit risk profile by payment activity for the following classifications of loans and leases: residential real estate loans secured for a personal purpose, home equity loans secured for a personal purpose, loans to individuals and lease financings. Nonperforming loans and leases are loans past due 90 days or more, loans and leases on nonaccrual of interest and troubled debt restructured loans and lease modifications. Performing loans and leases are reviewed only if the loan becomes 60 days or more past due. Nonperforming loans and leases are reviewed monthly. Performing loans and leases have a nominal to moderate risk of loss. Nonperforming loans and leases are loans or leases with a well-defined weakness and where collection in-full is unlikely.

The following table presents classifications for originated loans:

(Dollars in thousands)	Real Estate—Residential Secured for Personal Purpose	Real Estate—Home Equity Secured for Personal Purpose	Loans to Individuals	Lease Financing	Total
At December 31, 2015					
Performing	$ 177,053	$ 125,086	$29,233	$124,784	$456,156
Nonperforming	797	275	173	656	1,901
Total	$ 177,850	$ 125,361	$29,406	$125,440	$458,057
At December 31, 2014					
Performing	$ 166,338	$ 108,035	$29,576	$118,025	$421,974
Nonperforming	512	215	365	435	1,527
Total	$ 166,850	$ 108,250	$29,941	$118,460	$423,501

The following table presents classifications for acquired loans:

(Dollars in thousands)	Real Estate—Residential Secured for Personal Purpose	Real Estate—Home Equity Secured for Personal Purpose	Loans to Individuals	Lease Financing	Total
At December 31, 2015					
Performing	$ 3,305	$ 11,594	$326	$—	$15,225
Nonperforming	—	—	—	—	—
Total	$ 3,305	$ 11,594	$326	$—	$15,225

The Corporation did not have any acquired loans at December 31, 2014.

Risks associated with lending activities include, among other things, the impact of changes in interest rates and economic conditions, which may adversely impact the ability of borrowers to repay outstanding loans, and impact the value of the associated collateral.

Commercial, financial and agricultural loans, commercial real estate loans, construction loans and residential real estate loans with a business purpose are generally perceived as having more risk of default than residential real estate loans with a personal purpose and consumer loans. These types of loans involve larger loan balances to a single borrower or groups of related borrowers. Commercial real estate loans may be affected to a greater extent than residential loans by adverse conditions in real estate markets or the economy because commercial real estate borrowers' ability to repay their loans depends on successful development of their properties and factors affecting residential real estate borrowers.

Commercial, financial and agricultural business loans are typically based on the borrowers' ability to repay the loans from the cash flow of their businesses. These loans may involve greater risk because the availability of funds to repay each loan depends substantially on the success of the business itself. In addition, the collateral securing the loans often depreciates over time, is difficult to appraise and liquidate and fluctuates in value based on the success of the business.

Risk of loss on a construction loan depends largely upon whether our initial estimate of the property's value at completion of construction equals or exceeds the cost of the property construction (including interest). During the construction phase, a number of factors can result in delays and cost overruns. If estimates of value are inaccurate or if actual construction costs exceed estimates, the value of the property securing the loan may be insufficient to ensure full repayment when completed through a permanent loan or by seizure of collateral. Included in real estate-construction is track development financing. Risk factors related to track development financing include the demand for residential housing and the real estate valuation market. When projects move slower

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than anticipated, the properties may have significantly lower values than when the original underwriting was completed, resulting in lower collateral values to support the loan. Extended time frames also cause the interest carrying cost for a project to be higher than the builder projected, negatively impacting the builder's profit and cash flow and, therefore, their ability to make principal and interest payments.

Commercial real estate loans and residential real estate loans with a business purpose secured by owner-occupied properties are dependent upon the successful operation of the borrower's business. If the operating company suffers difficulties in terms of sales volume and/or profitability, the borrower's ability to repay the loan may be impaired. Loans secured by properties where repayment is dependent upon payment of rent by third party tenants or the sale of the property may be impacted by loss of tenants, lower lease rates needed to attract new tenants or the inability to sell a completed project in a timely fashion and at a profit.

Commercial, financial and agricultural loans, commercial real estate loans, construction loans and residential real estate loans secured for a business purpose are more susceptible to a risk of loss during a downturn in the business cycle. While, the Corporation has strict underwriting, review, and monitoring procedures in place, these procedures cannot eliminate all of the risks related to these loans.

The Corporation focuses on both assessing the borrower's capacity and willingness to repay and on obtaining sufficient collateral. Commercial, financial and agricultural loans are generally secured by the borrower's assets and by personal guarantees. Commercial real estate and residential real estate loans secured for a business purpose are originated primarily within the Southeastern Pennsylvania market area at conservative loan-to-value ratios and often with a guarantee of the borrowers. Management closely monitors the composition and quality of the total commercial loan portfolio to ensure that any credit concentrations by borrower or industry are closely monitored.

The Corporation originates fixed-rate and adjustable-rate real estate-residential mortgage loans that are secured by the underlying 1-to-4 family residential properties for personal purposes. Credit risk exposure in this area of lending is minimized by the evaluation of the credit worthiness of the borrower, including debt-to-equity ratios, credit scores and adherence to underwriting policies that emphasize conservative loan-to-value ratios of generally no more than 80%. Residential mortgage loans granted in excess of the 80% loan-to-value ratio criterion are generally insured by private mortgage insurance.

In the real estate-home equity loan portfolio secured for a personal purpose, credit exposure is minimized by the evaluation of the creditworthiness of the borrower, including debt-to-equity ratios, credit scores and adherence to the Corporation's underwriting policies. Combined loan-to-value ratios are generally limited to 80%, but increased to 85% for the Corporation's strongest profile borrower. Other credit considerations and compensating factors may support higher combined loan-to-value ratios.

Credit risk for direct consumer loans is controlled by strict adherence to underwriting standards that consider debt-to-income levels and the creditworthiness of the borrower and, if secured, collateral values. These loans are included within the portfolio of loans to individuals.

The primary risks that are involved with lease financing receivables are credit underwriting and borrower industry concentrations. The Corporation has strict underwriting, review, and monitoring procedures in place to mitigate this risk. Risk also lies in the residual value of the underlying equipment. Residual values are subject to judgments as to the value of the underlying equipment that can be affected by changes in economic and market conditions and the financial viability of the residual guarantors and insurers. To the extent not guaranteed or assumed by a third party, or otherwise insured against, the Corporation bears the risk of ownership of the leased assets. This includes the risk that the actual value of the leased assets at the end of the lease term will be less than the residual value. The Corporation greatly reduces this risk primarily by using $1.00 buyout leases, in which the entire cost of the leased equipment is included in the contractual payments, leaving no residual payment at the end of the lease term.

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Reserve for Loan and Lease Losses and Recorded Investment in Loans and Leases
The following presents, by portfolio segment, a summary of the activity in the reserve for loan and lease losses for the years ended December 31, 2015, 2014 and 2013:

(Dollars in thousands)	Commercial, Financial and Agricultural	Real Estate—Commercial and Construction	Real Estate—Residential Secured for Business Purpose	Real Estate—Residential and Home Equity Secured for Personal Purpose	Loans to Individuals	Lease Financings	Unallocated	Total
For the Year Ended December 31, 2015								
Reserve for loan and lease losses:								
Beginning balance	$ 6,920	$ 8,943	$763	$1,124	$360	$985	$ 1,567	$20,662
Charge-offs*	(4,793)	(1,895)	(179)	(279)	(549)	(801)	N/A	(8,496)
Recoveries	1,032	200	28	10	176	214	N/A	1,660
Provision (recovery of provision)	3,259	(684)	43	657	359	644	(655)	3,623
Provision for acquired credit impaired loans	—	8	108	63	—	—	—	179
Ending balance	$ 6,418	$ 6,572	$763	$1,575	$346	$1,042	$ 912	$17,628
For the Year Ended December 31, 2014								
Reserve for loan and lease losses:								
Beginning balance	$ 9,789	$ 8,780	$1,062	$1,284	$694	$1,285	$ 1,600	$24,494
Charge-offs	(2,834)	(4,363)	(140)	(141)	(796)	(576)	N/A	(8,850)
Recoveries	247	524	60	34	265	281	N/A	1,411
(Recovery of provision) provision	(282)	4,002	(219)	(53)	197	(5)	(33)	3,607
Ending balance	$ 6,920	$ 8,943	$763	$1,124	$360	$985	$ 1,567	$20,662
For the Year Ended December 31, 2013								
Reserve for loan and lease losses:								
	$ 11,594	$ 7,507	$639	$980	$679	$1,326	$ 2,021	$24,746

Beginning balance								
Charge-offs	(3,213)	(8,667)	(112)	(195)	(641)	(791)	N/A	(13,619)
Recoveries	320	1,104	13	13	174	515	N/A	2,139
Provision (recovery of provision)	1,088	8,836	522	486	482	235	(421)	11,228
Ending balance	$ 9,789	$ 8,780	$ 1,062	$ 1,284	$ 694	$ 1,285	$ 1,600	$ 24,494

* Includes charge-offs of $1.3 million on two real estate construction loans for one borrower which were subsequently transferred to loans held for sale in the second quarter of 2015 and sold in the fourth quarter of 2015.
N/A – Not applicable

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The following presents, by portfolio segment, the balance in the reserve for loan and lease losses disaggregated on the basis of impairment method and the recorded investment in loans and leases disaggregated on the basis of impairment method at December 31, 2015 and 2014:

(Dollars in thousands)	Commercial, Financial and Agricultural	Real Estate—Commercial and Construction	Real Estate—Residential Secured for Business Purpose	Real Estate—Residential and Home Equity Secured for Personal Purpose	Loans to Individuals	Lease Financings	Unallocated	Total
At December 31, 2015								
Reserve for loan and lease losses:								
Ending balance: individually evaluated for impairment	$ 208	$ —	$ 45	$ 69	$ —	$ —	N/A	$ 322
Ending balance: collectively evaluated for impairment	6,210	6,564	718	1,506	346	1,042	912	17,298
Ending balance: acquired credit impaired loans evaluated for impairment	—	8	—	—	—	—	—	8
Total ending balance	$ 6,418	$ 6,572	$ 763	$ 1,575	$ 346	$ 1,042	$ 912	$ 17,628
Loans and leases held for investment:								
Ending balance: individually evaluated for impairment	$ 12,881	$ 30,088	$ 4,892	$ 1,072	$ —	$ —		$ 48,933
Ending balance: collectively evaluated for impairment	467,099	821,158	89,388	302,139	29,406	125,440		1,834,630
Acquired non-credit impaired loans	24,218	130,674	124,080	14,899	326	—		294,197
Acquired credit impaired loans	317	513	423	—	—	—		1,253
Total ending balance	$ 504,515	$ 982,433	$ 218,783	$ 318,110	$ 29,732	$ 125,440		$ 2,179,013
At December 31, 2014								
Reserve for loan and lease losses:								
	$ 920	$ 78	$ —	$ —	$ —	$ —	N/A	$ 998

Ending balance: individually evaluated for impairment								
Ending balance: collectively evaluated for impairment	6,000	8,865	763	1,124	360	985	1,567	19,664
Total ending balance	$ 6,920	$ 8,943	$ 763	$ 1,124	$ 360	$ 985	$ 1,567	$ 20,662
Loans and leases held for investment:								
Ending balance: individually evaluated for impairment	$ 16,561	$ 35,926	$ 3,008	$ 696	$ —	$ —		$ 56,191
Ending balance: collectively evaluated for impairment	441,266	672,439	33,924	274,404	29,941	118,460		1,570,434
Total ending balance	$ 457,827	$ 708,365	$ 36,932	$ 275,100	$ 29,941	$ 118,460		$ 1,626,625

N/A – Not applicable

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Subsequent to the acquisition date, the methods utilized to estimate the required allowance for loan losses for acquired non-impaired loans is similar to originated loans, however, the Corporation records a provision for loan loss only when the required allowance exceeds the remaining unamortized credit mark. The present value of any decreases in expected cash flows after the acquisition date of purchased impaired loans will generally result in an impairment charge recorded as a provision for loan loss, resulting in an increase to the allowance.

Impaired Loans

The following presents, by class of loans, the recorded investment and unpaid principal balance of impaired loans, the amounts of the impaired loans for which there is not an allowance for credit losses and the amounts for which there is an allowance for credit losses at December 31, 2015 and 2014. The impaired loans exclude loans acquired with deteriorated credit quality.

	At December 31,					
	2015			2014		
(Dollars in thousands)	Recorded Investment	Unpaid Principal Balance	Related Allowance	Recorded Investment	Unpaid Principal Balance	Related Allowance
Impaired loans with no related allowance recorded:						
Commercial, financial and agricultural	$10,337	$13,318		$12,628	$13,050	
Real estate—commercial real estate	30,088	30,996		29,779	30,810	
Real estate—construction	—	—		5,931	6,474	
Real estate—residential secured for business purpose	4,597	4,717		3,008	3,044	
Real estate—residential secured for personal purpose	545	554		512	547	
Real estate—home equity secured for personal purpose	170	170		184	184	
Total impaired loans with no related allowance recorded	$45,737	$49,755		$52,042	$54,109	
Impaired loans with an allowance recorded:						
Commercial, financial and agricultural	$2,544	$2,544	$208	$3,933	$3,935	$920
Real estate—commercial real estate	—	—	—	216	216	78
Real estate—residential secured for business purpose	295	295	45	—	—	—
Real estate—residential secured for personal purpose	252	252	16	—	—	—
Real estate—home equity secured for personal purpose	105	105	53	—	—	—
Total impaired loans with an allowance recorded	$3,196	$3,196	$322	$4,149	$4,151	$998
Total impaired loans:						
Commercial, financial and agricultural	$12,881	$15,862	$208	$16,561	$16,985	$920
Real estate—commercial real estate	30,088	30,996	—	29,995	31,026	78
Real estate—construction	—	—	—	5,931	6,474	—
Real estate—residential secured for business purpose	4,892	5,012	45	3,008	3,044	—

Real estate—residential secured for personal purpose	797	806	16	512	547	—
Real estate—home equity secured for personal purpose	275	275	53	184	184	—
Total impaired loans	$48,933	$52,951	$322	$56,191	$58,260	$998

Impaired loans includes nonaccrual loans and leases, accruing troubled debt restructured loans and lease modifications and other accruing impaired loans for which it is probable that not all principal and interest payments due will be collectible in accordance with the contractual terms. These loans are individually measured to determine the amount of potential impairment. The loans are reviewed for impairment based on the fair value of the collateral for collateral dependent loans and for certain loans based on discounted cash flows using the loans' initial effective interest rates. Impaired loans included other accruing impaired loans of $30.0 million and $33.8 million at December 31, 2015 and 2014, respectively. Specific reserves on other accruing impaired loans were $186 thousand and $476 thousand at December 31, 2015 and 2014, respectively.

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The following presents by class of loans, the average recorded investment in impaired loans and an analysis of interest on impaired loans. A loan may remain on accrual status if it is in the process of collection and is either guaranteed or well secured. Therefore, interest income on accruing impaired loans is recognized using the accrual method.

	For the Years Ended December 31,								
	2015			2014			2013		
(Dollars in thousands)	Average Recorded Investment	Interest Income Recognized*	Additional Interest Income That Would Have Been Recognized Under Original Terms	Average Recorded Investment	Interest Income Recognized*	Additional Interest Income That Would Have Been Recognized Under Original Terms	Average Recorded Investment	Interest Income Recognized*	Additional Interest Income That Would Have Been Recognized Under Original Terms
Loans held for sale	$1,832	$ —	$ 110	$—	$ —	$ —	$—	$ —	$ —
Loans held for investment:									
Commercial, financial and agricultural	15,383	423	481	15,334	540	258	6,412	172	200
Real estate—commercial real estate	23,692	996	330	26,662	1,143	323	25,728	837	717
Real estate—construction	3,164	—	162	10,412	103	463	14,621	124	680
Real estate—residential secured for business purpose	3,805	144	161	2,524	77	61	672	19	10
Real estate—residential secured for personal purpose	729	2	43	719	—	49	760	—	45
Real estate—home equity secured for personal purpose	184	—	11	106	—	10	8	—	—
Loans to individuals	—	—	—	4	—	—	40	4	—
Total	$48,789	$ 1,565	$ 1,298	$55,761	$ 1,863	$ 1,164	$48,241	$ 1,156	$ 1,652

* Includes interest income recognized on a cash basis for nonaccrual loans of $37 thousand, $23 thousand and $6 thousand for the years ended December 31, 2015, 2014 and 2013, respectively and interest income recognized on the accrual method for accruing impaired loans of $1.5 million, $1.8 million and $1.2 million for the years ended December 31, 2015, 2014 and 2013, respectively.

Any income accrued on 1-to-4 family residential properties after the loan becomes 90 days past due, which is not placed on non-accrual, is held in a reserve for uncollected interest. The reserve for uncollected interest was $0 thousand and $1 thousand at December 31, 2015 and 2014, respectively.

The Bank maintains a reserve in other liabilities for off-balance sheet credit exposures that currently are unfunded. The reserve for these off-balance sheet credits was $381 thousand and $338 thousand at December 31, 2015 and 2014, respectively.

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Troubled Debt Restructured Loans

The following presents, by class of loans, information regarding accruing and nonaccrual loans that were restructured during the years ended December 31, 2015 and 2014:

	For the Years Ended December 31,							
	2015				2014			
(Dollars in thousands)	Number of Loans	Pre-Restructuring Outstanding Recorded Investment	Post-Restructuring Outstanding Recorded Investment	Related Allowance	Number of Loans	Pre-Restructuring Outstanding Recorded Investment	Post-Restructuring Outstanding Recorded Investment	Related Allowance
Accruing Troubled Debt Restructured Loans:								
Commercial, financial and agricultural	4	$ 1,140	$ 1,140	$ —	6	$ 1,824	$ 1,824	$ 507
Real estate—commercial real estate	1	405	405	—	1	1,000	1,000	—
Real estate—residential secured for business purpose	1	353	353	—	—	—	—	—
Total	6	$ 1,898	$ 1,898	$ —	7	$ 2,824	$ 2,824	$ 507
Nonaccrual Troubled Debt Restructured Loans:								
Commercial, financial and agricultural	1	$ 122	$ 122	$ 22	—	$ —	$ —	$ —
Real estate—commercial real estate	—	—	—	—	1	50	50	—
Real estate—residential secured for business purpose	—	—	—	—	2	688	688	—
Total	1	$ 122	$ 122	$ 22	3	$ 738	$ 738	$ —

The Corporation grants concessions primarily related to extensions of interest-only payment periods and an occasional payment modification. These modifications typically are for a short-term basis up to one year. The goal when restructuring a credit is to establish a reasonable period of time to provide cash flow relief to customers experiencing cash flow difficulties. Accruing troubled debt restructured loans are primarily comprised of loans on which interest is being accrued under the restructured terms, and the loans are current or less than ninety days past due.

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The following presents, by class of loans, information regarding the types of concessions granted on accruing and nonaccrual loans that were restructured during the years ended December 31, 2015 and 2014:

	Temporary Payment Reduction		Interest Rate Reduction		Maturity Date Extension		Payments Suspended		Amortization Period Extension		Total Concessions Granted	
(Dollars in thousands)	No. of Loans	Amount	No. of Loans	Amount	No. of Loans	Amount	No. of Loans	Amount	No. of Loans	Amount	No. of Loans	Amount
For the Year Ended December 31, 2015												
Accruing Troubled Debt Restructured Loans:												
Commercial, financial and agricultural	1	$ 143	—	$ —	1	$ 500	—	$ —	2	$ 497	4	$ 1,140
Real estate—commercial real estate	—	—	—	—	—	—	—	—	1	405	1	405
Real estate—residential secured for business purpose	1	353	—	—	—	—	—	—	—	—	1	353
Total	2	$ 496	—	$ —	1	$ 500	—	$ —	3	$ 902	6	$ 1,898
Nonaccrual Troubled Debt Restructured Loans:												
Commercial, financial and agricultural	1	$ 122	—	$ —	—	$—	—	$ —	—	$ —	1	$ 122
Total	1	$ 122	—	$ —	—	$—	—	$ —	—	$ —	1	$ 122
For the Year Ended December 31, 2014												
Accruing Troubled Debt Restructured Loans:												
Commercial, financial and agricultural	—	$ —	—	$ —	5	$ 1,699	1	$ 125	—	$ —	6	$ 1,824
Real estate—commercial real estate	—	—	—	—	1	1,000	—	—	—	—	1	1,000
Total	—	$ —	—	$ —	6	$ 2,699	1	$ 125	—	$ —	7	$ 2,824
Nonaccrual Troubled Debt Restructured Loans:												
Real estate—commercial real estate	—	$ —	1	$ 50	—	$—	—	$ —	—	$ —	1	$ 50
Real estate—residential secured for business purpose	—	—	1	55	1	633	—	—	—	—	2	688
Total	—	$ —	2	$ 105	1	$ 633	—	$ —	—	$ —	3	$ 738

The following presents, by class of loans, information regarding accruing and nonaccrual troubled debt restructured loans, for which there were payment defaults within twelve months of the restructuring date:

	For the Years Ended December 31,			
	2015		2014	
(Dollars in thousands)	Number of Loans	Recorded Investment	Number of Loans	Recorded Investment
Accruing Troubled Debt Restructured Loans:				
Total	—	$—	—	$—
Nonaccrual Troubled Debt Restructured Loans:				
Commercial, financial and agricultural	1	$143	—	$—
Total	1	$143	—	$—

The following presents, by class of loans, information regarding consumer mortgages collateralized by residential real estate property that are in the process of foreclosure at December 31, 2015 and 2014:

(Dollars in thousands)	At December 31, 2015	At December 31, 2014
Real estate-residential secured for personal purpose	$313	$62
Real estate-home equity secured for personal purpose	60	—
Total	$373	$62

The Corporation held no foreclosed consumer residential real estate property at December 31, 2015 and 2014.

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Note 6. Premises and Equipment

The following table reflects the components of premises and equipment:

(Dollars in thousands)	At December 31, 2015	2014
Land and land improvements	$11,527	$10,576
Premises and improvements	40,936	37,348
Furniture and equipment	26,456	24,303
Total cost	78,919	72,227
Less: accumulated depreciation	(36,763)	(35,218)
Net book value	$42,156	$37,009

Note 7. Goodwill and Other Intangible Assets

The Corporation has core deposit and customer-related intangibles and mortgage servicing rights, which are not deemed to have an indefinite life and therefore will continue to be amortized over their useful life using the present value of projected cash flows. The amortization of intangible assets for the years ended December 31, 2015, 2014 and 2013 was $3.6 million, $3.3 million and $2.3 million, respectively. In 2015, 2014 and 2013, impairment on customer-related intangibles was recognized in other noninterest expense in the amount of $0 thousand, $31 thousand and $83 thousand, respectively. The Corporation also has goodwill with a net carrying amount of $112.7 million at December 31, 2015, which is deemed to be an indefinite intangible asset and is not amortized. The Corporation recorded goodwill of $43.5 million and core deposit intangibles of $1.5 million related to the Valley Green Bank acquisition on January 1, 2015.

In accordance with ASC Topic 350, the Corporation performed a qualitative assessment of goodwill during the fourth quarter of 2015 and determined it was more likely than not that the fair value of the Corporation, including each of the identified reporting units was more than its carrying amount; therefore, the Corporation did not need to perform the two-step impairment test for the Corporation or the reporting units. The Corporation completed the most recent impairment test for goodwill during the fourth quarter of 2014. The Corporation also completed an impairment test for other intangible assets during the fourth quarter of 2015. There was no goodwill impairment or material impairment of identifiable intangibles recorded during 2013 through 2015.

Changes in the carrying amount of the Corporation's goodwill by business segment for the years ended December 31, 2015 and 2014 were as follows:

(Dollars in thousands)	Banking	Wealth Management	Insurance	Consolidated
Balance at December 31, 2013	$35,058	$8,625	$13,834	$57,517
Addition to goodwill from acquisitions	—	6,809	3,391	10,200
Balance at December 31, 2014	35,058	15,434	17,225	67,717
Addition to goodwill from acquisitions	43,516	—	1,424	44,940
Balance at December 31, 2015	$78,574	$15,434	$18,649	$112,657

The following table reflects the components of intangible assets at the dates indicated:

	At December 31, 2015			At December 31, 2014		
(Dollars in thousands)	Gross Carrying Amount	Accumulated Amortization and Fair Value Adjustments	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization and Fair Value Adjustments	Net Carrying Amount
Amortized intangible assets:						
Core deposit intangibles	$1,520	$276	$1,244	$—	$—	$—
Customer related intangibles	14,227	8,728	5,499	13,397	6,726	6,671
Mortgage servicing rights	12,233	6,356	5,877	10,559	5,050	5,509

Total amortized intangible assets	$27,980	$15,360	$12,620	$23,956	$11,776	$12,180

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The estimated aggregate amortization expense for core deposit and customer related intangibles for each of the five succeeding fiscal years and thereafter follows:

Year	(Dollars in thousands)	Amount
2016		$1,871
2017		1,544
2018		1,170
2019		847
2020		577
Thereafter		734

The Corporation has originated mortgage servicing rights which are included in other intangible assets on the consolidated balance sheet. Mortgage servicing rights are amortized in proportion to, and over the period of, estimated net servicing income on a basis similar to the interest method and an accelerated amortization method for loan payoffs. Mortgage servicing rights are subject to impairment testing on a quarterly basis. The aggregate fair value of these rights was $8.0 million and $6.9 million at December 31, 2015 and 2014, respectively. The fair value of mortgage servicing rights was determined using a discount rate of 10.0% at December 31, 2015 and 2014.

Changes in the mortgage servicing rights balance are summarized as follows:

	For the Years Ended December 31,		
(Dollars in thousands)	2015	2014	2013
Beginning of period	$5,509	$5,519	$4,152
Servicing rights capitalized	1,674	1,118	2,485
Amortization of servicing rights	(1,306)	(1,378)	(1,365)
Changes in valuation allowance	—	250	247
End of period	$5,877	$5,509	$5,519
Mortgage loans serviced for others	$863,947	$796,835	$751,891

Activity in the valuation allowance for mortgage servicing rights was as follows:

	For the Years Ended December 31,		
(Dollars in thousands)	2015	2014	2013
Valuation allowance, beginning of period	$—	$(250)	$(497)
Additions	—	—	—
Reductions	—	250	247
Direct write-downs	—	—	—
Valuation allowance, end of period	$—	$—	$(250)

The estimated amortization expense of mortgage servicing rights for each of the five succeeding fiscal years and thereafter is as follows:

Year	(Dollars in thousands)	Amount
2016		$902
2017		783
2018		672
2019		574
2020		489
Thereafter		2,457

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Note 8. Accrued Interest Receivable and Other Assets

The following table provides the details of accrued interest receivable and other assets:

	At December 31,	
(Dollars in thousands)	2015	2014
Other real estate owned	$1,276	$955
Accrued interest receivable	7,463	6,086
Accrued income and other receivables	2,725	2,655
Fair market value of derivative financial instruments	1,089	788
Other prepaid expenses	10,880	13,963
Federal Reserve Bank stock, Federal Home Loan Bank stock and other not readily marketable equity securities	8,880	4,487
Net federal deferred tax assets	10,521	10,756
Total accrued interest and other assets	$42,834	$39,690

At December 31, 2015 and 2014, the Bank held $6.6 million and $3.3 million, respectively, in Federal Reserve Bank stock as required by the Federal Reserve Bank. In the first quarter of 2015, the Bank purchased an additional $2.3 million of Federal Reserve Bank stock due to the increase of capital in conjunction with the acquisition of Valley Green Bank. The Bank is a member of the FHLB, and as such, is required to hold FHLB stock as a condition of membership as determined by the FHLB. The Bank is required to hold additional stock in the FHLB in relation to the level of outstanding borrowings. The Bank held FHLB stock of $2.2 million and $1.1 million at December 31, 2015 and 2014, respectively. Additionally, the FHLB might require its members to increase its capital stock requirements. Changes in the credit ratings of the U.S. government and federal agencies, including the FHLB, could increase the borrowing costs of the FHLB and possibly have a negative impact on its operations and long-term performance. It is possible this could have an adverse effect on the value of the Corporation's investment in the FHLB stock. The Corporation determined there was no other-than-temporary impairment of its investment in FHLB stock at December 31, 2015. Therefore, at December 31, 2015, the FHLB stock is recorded at cost.

Note 9. Income Taxes

The provision for federal and state income taxes included in the accompanying consolidated statements of income consists of the following:

	For the Years Ended December 31,		
(Dollars in thousands)	2015	2014	2013
Current:			
Federal	$5,113	$2,509	$4,172
State	829	777	591
Deferred:			
Federal	3,877	4,027	922
State	(61)	135	11
	$9,758	$7,448	$5,696

The provision for income taxes differs from the expected statutory provision as follows:

	For the Years Ended December 31,		
(Dollars in thousands)	2015	2014	2013
Expected provision at statutory rate	35.0%	35.0%	35.0%
Difference resulting from:			
Tax exempt interest income	(9.5)	(11.2)	(11.7)
Increase in value of bank owned life insurance assets	(1.2)	(1.9)	(3.9)
Retirement plans	1.9	—	2.6
Other, including state income taxes, valuation allowances and rate differentials	0.2	3.2	0.8

	26.4 %	25.1 %	22.8 %

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During the years ended December 31, 2015 and 2014, the Corporation recorded excess tax benefits resulting from the exercise of employee stock options and restricted stock of $73 thousand (includes a 2014 adjustment of $23 thousand) and $0 thousand respectively, to additional paid-in capital.

At December 31, 2015, the Corporation had no material unrecognized tax benefits, accrued interest or penalties. Penalties are recorded in noninterest expense in the year they are assessed and are treated as a non-deductible expense for tax purposes. Interest is recorded in noninterest expense in the year it is assessed and is treated as a deductible expense for tax purposes. At December 31, 2015, the Corporation's tax years 2012 through 2014 remain subject to federal examination as well as examination by state taxing jurisdictions.

Deferred income taxes reflect the tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Deferred state taxes are combined with federal deferred taxes (net of the impact of deferred state tax on the deferred federal tax) and are shown in the table below by major category of deferred income or expense. The Corporation has a state net operating loss carry-forward of $30.6 million which will begin to expire after December 31, 2018 if not utilized. A valuation allowance at December 31, 2015 and 2014 was attributable to deferred tax assets generated in certain state jurisdictions for which management believes it is more likely than not that such deferred tax assets will not be realized. Additionally, deferred tax assets of $42 thousand and $2 thousand were reversed and recorded to additional paid-in capital during the years ended December 31, 2015 and 2014, respectively, as a result of unrecognized restricted stock and non-qualified stock option expense. During 2015, net deferred taxes of $2.5 million were added due to the Valley Green acquisition.

The assets and liabilities giving rise to the Corporation's deferred tax assets and liabilities are as follows:

	At December 31,	
(Dollars in thousands)	2015	2014
Deferred tax assets:		
Loan and lease loss	$6,012	$7,358
Deferred compensation	2,483	2,492
Actuarial adjustments on retirement benefits*	8,525	8,625
State net operating losses	1,986	1,621
Other-than-temporary impairments on equity securities	317	577
Alternative minimum tax credits**	2,156	1,067
Net unrealized holding losses on securities available-for-sale and swaps*	472	—
Other	1,150	1,125
Gross deferred tax assets	23,101	22,865
Valuation allowance	(1,609)	(1,461)
Total deferred tax assets, net of valuation allowance	21,492	21,404
Deferred tax liabilities:		
Market discount	2,481	2,224
Retirement plans	7,169	5,700
Intangible assets	1,663	2,308
Net unrealized holding gains on securities available-for-sale and swaps*	—	837
Total deferred tax liabilities	11,313	11,069
Net deferred tax assets	$10,179	$10,335

*Represents the amount of deferred taxes recorded in accumulated other comprehensive loss.

** The alternative minimum tax credits have an indefinite life.

Note 10. Retirement Plans and Other Postretirement Benefits

Substantially all employees who were hired before December 8, 2009 are covered by a noncontributory retirement plan. Employees hired on or after December 8, 2009 are not eligible to participate in the noncontributory retirement plan. The Corporation also provides supplemental retirement benefits to certain former executives, a portion of which is in excess of limits imposed on qualified plans by federal tax law; these plans are non-qualified benefit plans. These non-qualified benefit plans are not offered to new participants; all current participants are now retired. Information on these plans are aggregated and reported under “Retirement Plans” within this footnote.

The Corporation also provides certain postretirement healthcare and life insurance benefits for retired employees. This plan provides a fixed cost subsidy that is not dependent on medical inflation. Therefore, health care cost trend rates do not have an effect

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on the amounts reported for this plan. Information on these benefits is reported under "Other Postretirement Benefits" within this footnote.

The Corporation sponsors a 401(k) deferred salary savings plan, which is a qualified defined contribution plan, and which covers all employees of the Corporation and its subsidiaries, and provides that the Corporation makes matching contributions as defined by the plan. Expense recorded by the Corporation for the 401(k) deferred salary savings plan for the years ended December 31, 2015, 2014 and 2013 was $1.0 million, $836 thousand, and $765 thousand, respectively.

The Corporation sponsors a Supplemental Non-Qualified Pension Plan (SNQPP) which was established in 1981 prior to the existence of a 401(k) deferred salary savings plan, employee stock purchase plan and long-term incentive plans and therefore is not offered to new participants; all current participants are now retired. Expense recorded by the Corporation for the SNQPP for the years ended December 31, 2015 and 2013 was $285 thousand and $661 thousand, respectively. The Corporation recognized income in 2014 of $44 thousand primarily due to an increase in the weighted average discount rate from 4.0% for 2013 to 4.9% for 2014.

Information with respect to the Retirement Plans and Other Postretirement Benefits follows:

	Retirement Plans		Other Postretirement Benefits	
(Dollars in thousands)	2015	2014	2015	2014
Change in benefit obligation:				
Benefit obligation at beginning of year	$51,390	$39,593	$2,896	$2,330
Service cost	756	528	59	75
Interest cost	1,953	1,900	110	128
Actuarial loss (gain)	(1,915)	11,462	(141)	455
Benefits paid	(2,374)	(2,093)	(90)	(92)
Benefit obligation at end of year	$49,810	$51,390	$2,834	$2,896
Change in plan assets:				
Fair value of plan assets at beginning of year	$41,437	$40,547	$—	$—
Actual return on plan assets	246	2,821	—	—
Benefits paid	(2,374)	(2,093)	(90)	(92)
Employer contribution and non-qualified benefit payments	2,181	162	90	92
Fair value of plan assets at end of year	$41,490	$41,437	$—	$—
Funded status	(8,320)	(9,953)	(2,834)	(2,896)
Unrecognized net actuarial loss	24,628	25,010	756	950
Unrecognized prior service costs	(1,029)	(1,309)	—	—
Net amount recognized	$15,279	$13,748	$(2,078)	$(1,946)

Information for the pension plan with an accumulated benefit obligation in excess of the fair value of plan assets is shown below.

	At December 31,	
(Dollars in thousands)	2015	2014
Projected benefit obligation	$47,543	$48,928
Accumulated benefit obligation	44,125	45,003
Fair value of plan assets	41,490	41,437

Components of net periodic benefit cost (income) were as follows:

	Retirement Plans			Other Post Retirement Benefits		
(Dollars in thousands)	2015	2014	2013	2015	2014	2013
Service cost	$756	$528	$621	$59	$75	$86
Interest cost	1,953	1,900	1,712	110	128	118

Expected return on plan assets	(3,100)	(2,929)	(2,527)	—	—	—
Amortization of net actuarial loss	1,308	649	1,259	54	17	23
Accretion of prior service cost	(280)	(281)	(235)	—	(7)	(20)
Net periodic benefit cost (income)	$637	$(133)	$830	$223	$213	$207

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(Dollars in thousands)	Retirement Plans	Other Postretirement Benefits
Expected amortization expense for 2016:		
Amortization of net actuarial loss	$1,389	$ 204
Accretion of prior service cost	(282)	—

During 2016, the Corporation expects to contribute approximately $160 thousand to the Retirement Plans and approximately $117 thousand to Other Postretirement Benefits.

The following benefits payments, which reflect expected future service, as appropriate, are expected to be paid:

(Dollars in thousands)	Retirement Plans	Other Postretirement Benefits
For the fiscal year ending:		
2016	$2,470	$117
2017	2,512	119
2018	2,543	122
2019	2,589	127
2020	2,590	132
Years 2021-2025	13,859	746

Weighted-average assumptions used to determine benefit obligations at December 31, 2015 and 2014 were as follows:

	Retirement Plans		Other Postretirement Benefits	
	2015	2014	2015	2014
Assumed discount rate	4.3 %	3.9 %	4.3 %	3.9 %
Assumed salary increase rate	3.0	3.0	—	—

The benefit obligation for all plans at December 31, 2015 and 2014 was based on the RP-2014 mortality table using the most recent projection scales published by the Society of Actuaries. The adoption of the updated projection scale for 2015 and the increase in the discount rate decreased the benefit obligation for all plans at December 31, 2015.

Weighted-average assumptions used to determine net periodic costs for the years ended December 31, 2015 and 2014 were as follows. The discount rate was determined utilizing the Citigroup Pension Discount Curve. Historical investment returns is the basis used to determine the overall expected long-term rate of return on assets.

	Retirement Plans		Other Postretirement Benefits	
	2015	2014	2015	2014
Assumed discount rate	3.9 %	4.9 %	3.9 %	4.9 %
Assumed long-term rate of investment return	7.5	7.5	—	—
Assumed salary increase rate	3.0	3.0	—	—

The Corporation's pension plan asset allocation at December 31, 2015 and 2014, by asset category was as follows:

	Percentage of Plan Assets at December 31,	
	2015	2014
Asset Category:		
Equity securities	59 %	65 %
Debt securities	40	34

Other	1		1	
Total	100	%	100	%

Plan assets include marketable equity securities, corporate and government debt securities, and certificates of deposit. The investment strategy is to keep a 60% equity to 40% fixed income mix to achieve the overall expected long-term rate of return of 7.5%. Equity securities do not include any common stock of the Corporation.

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The major categories of assets in the Corporation’s pension plan at year-end are presented in the following table. Assets are segregated by the level of the valuation inputs within the fair value hierarchy described in Note 18, “Fair Value Disclosures.”

(Dollars in thousands)	Fair Value Measurements at December 31, 2015	2014
Level 1:		
Mutual funds:		
U.S. Large Cap	$15,901	$17,482
U.S. Mid Cap	1,865	2,218
U.S. Small Cap	1,876	2,290
International	4,499	4,961
Income	1,409	972
Short-term investments	622	585
Level 2:		
U.S. government obligations	4,811	3,273
Corporate bonds	5,752	5,621
Level 3:		
Certificates of deposit	4,755	4,035
Total fair value of plan assets	$41,490	$41,437

Mutual fund investments in U.S. large cap funds are comprised primarily of common stock funds which are diversified amongst various industries including basic materials (oil, gas, and other), financial services, healthcare, technology and other industries with some foreign exposure in the companies’ markets. The primary objective is long-term capital appreciation with a secondary objective of current income. Mutual fund investments in U.S. mid cap and small cap funds are comprised mainly of growth and value equity funds with some foreign exposure in the companies’ markets. Mutual fund investments in international funds consist mainly of equity funds that invest in diverse companies mostly based in Europe and the Pacific Basin with the primary objective to provide long-term growth of capital with a secondary objective of current income. Mutual fund investments in income funds are comprised of short-term and intermediate-term bond funds. Corporate bonds are fixed income investment grade bonds of primarily U.S. issuers from diverse industries. Other fixed-income investments include U.S. government agency securities and bank certificates of deposits. The fixed income investments have varying maturities ranging from one to ten years with the objective to maximize investment return while preserving investment principal. Short-term investments are comprised of an interest-bearing money market deposit account with the Bank.

The following table provides a reconciliation of the beginning and ending balances for measurements in hierarchy Level 3 at December 31, 2015 and 2014:

(Dollars in thousands)	Balance at December 31, 2014	Total Unrealized (Losses) or Gains	Total Realized Gains or (Losses)	Purchases	Maturities/ Redemptions	Balance at December 31, 2015
Certificates of deposit	$4,035	$—	$—	$1,805	$(1,085)	$4,755
Total Level 3 assets	$4,035	$—	$—	$1,805	$(1,085)	$4,755

(Dollars in thousands)	Balance at December 31, 2013	Total Unrealized (Losses) or Gains	Total Realized Gains or (Losses)	Purchases	Maturities/ Redemptions	Balance at December 31, 2014
Certificates of deposit	$4,339	$—	$—	$595	$(899)	$4,035
Total Level 3 assets	$4,339	$—	$—	$595	$(899)	$4,035

Note 11. Stock-Based Incentive Plan

The Corporation has a shareholder approved 2013 Long-Term Incentive Plan which replaced the expired 2003 Long-Term Incentive Plan. Under the 2013 Long-Term Incentive Plan, the Corporation may grant options and share awards to employees and non-employee directors up to 2,473,483 shares of common stock, which includes 473,483 shares as a result of the completion of the acquisition of Valley Green Bank on January 1, 2015. The number of shares of common stock available for issuance under the plan is subject to adjustment, as described in the plan. This includes, in the event of any merger, reorganization, consolidation,

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recapitalization, stock dividend, or other change in corporate structure affecting the stock, substitution or adjustment shall be made in the aggregate number of shares reserved for issuance under the plan, in the number and option price of shares subject to outstanding options granted under the plan and in the number and price of shares subject to other awards, as described in the plan. The plan provides for the issuance of options to purchase common shares at prices not less than 100 percent of the fair market value on the date of option grant and have a contractual term of ten years; and for restricted stock awards valued at not less than 100 percent of the fair market value at the date of award grant. For the majority of options issued, after two years, 33.3 percent of the optioned shares become exercisable in each of the following three years and remain exercisable for a period not exceeding ten years from the date of grant. For the majority of the restricted stock awards, the shares vest based upon the Corporation's performance against selected peers with respect to certain financial measures over a three-year period. There were 2,136,273 share awards available for future grants at December 31, 2015 under the plan. At December 31, 2015, there were 668,667 options to purchase common stock and 183,584 unvested restricted stock awards outstanding under the plan.
The following table is a summary of the status of options under the Corporation's long-term incentive plans:

(Dollars in thousands, except per share data)	Shares Under Option	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value at December 31, 2015
Outstanding at December 31, 2014	673,216	$19.46		
Granted	114,500	18.52		
Expired	(80,550)	24.26		
Forfeited	(10,500)	17.83		
Exercised	(27,999)	16.44		
Outstanding at December 31, 2015	668,667	18.88	5.4	$1,546
Exercisable at December 31, 2015	369,502	19.64	3.3	671

The total intrinsic value of options exercised during 2015, 2014, and 2013 was $103 thousand, $47 thousand, and $0 respectively. The Corporation has a stock-for-stock-option exchange (or cashless exercise) program in place, whereby optionees can exchange the value of the spread of in-the-money vested options for Corporation stock having an equivalent value. This broker-assisted exchange allows the optionees to exercise their vested options on a net basis without having to pay the exercise price or related expenses in cash. However, it will result in the optionees acquiring fewer shares than the number of options exercised.

The Corporation's estimate of the fair value of a stock option is based on expectations derived from historical experience and may not necessarily equate to its market value when fully vested. The life of the option is based on historical factors which include the contractual term, vesting period, exercise behavior and employee turnover. The risk-free rate for periods within the expected term of the option is based on the U.S. Treasury strip rate in effect at the time of grant. Expected volatility is based on the historical volatility of the Corporation's stock over the expected life of the grant. The Corporation uses a straight-line accrual method to recognize stock-based compensation expense over the time-period it expects the options to vest.

The Corporation recognizes compensation expense for stock options over the requisite service period based on the grant-date fair value of those awards expected to ultimately vest. Forfeitures are estimated on the date of grant and revised if actual or expected forfeiture activity differs materially from original estimates. The following aggregated assumptions were used to estimate the fair value of options granted for the periods indicated:

	For the Years Ended December 31,					
	2015		2014		2013	
Expected option life in years	8.0		8.2		8.9	
Risk free interest rate	1.64	%	2.51	%	1.99	%

Expected dividend yield	4.32 %	4.26 %	4.74 %
Expected volatility	49.38 %	50.16 %	49.30 %
Fair value of options	$6.07	$6.53	$5.32

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Following is a summary of nonvested restricted stock awards at December 31, 2015 including changes during the year:

(Dollars in thousands, except per share data)	Nonvested Share Awards	Weighted Average Grant Date Fair Value
Nonvested share awards at December 31, 2014	176,978	$17.02
Granted	65,755	18.62
Vested	(39,215)	15.68
Forfeited	(19,934)	15.97
Nonvested share awards at December 31, 2015	183,584	18.00

The fair value of restricted stock is equivalent to the fair value on the date of grant and is amortized over the vesting period. Certain information regarding restricted stock is summarized below for the periods indicated:

(Dollars in thousands, except per share data)	For the Years Ended December 31,		
	2015	2014	2013
Shares granted	65,755	74,304	70,041
Weighted average grant date fair value	$18.62	$18.63	$16.76
Intrinsic value of awards vested	$749	$735	$505

At December 31, 2015, there was $1.5 million in total unrecognized compensation expense related to nonvested share-based compensation arrangements, which is expected to be recognized over a weighted average period of 2.1 years.

The following table presents information related to the Corporation’s compensation expense related to stock incentive plans recognized for the periods indicated:

	For the Years Ended December 31,		
(Dollars in thousands)	2015	2014	2013
Stock-based compensation expense:			
Stock options	$528	$463	$517
Restricted stock awards	893	679	461
Employee stock purchase plan	53	46	38
Total	$1,474	$1,188	$1,016
Tax benefit on nonqualified stock option expense, restricted stock awards and disqualifying dispositions of incentive stock options	$339	$244	$162

There were no modifications or accelerations to options or restricted stock awards during the period 2013 through 2015.

The Corporation typically issues shares for stock option exercises and grants of restricted stock awards from its treasury stock.

Note 12. Time Deposits

The aggregate amount of time deposits in denominations of $100 thousand or more was $277.3 million at December 31, 2015 and $76.8 million at December 31, 2014, with interest expense of $2.0 million for 2015 and $891 thousand for 2014.

At December 31, 2015, the scheduled maturities of time deposits in denominations of $100 thousand or more are as follows:

(Dollars in thousands)	
Due in 2016	$240,042

Due in 2017	22,603
Due in 2018	8,142
Due in 2019	2,456
Due in 2020	2,103
Thereafter	1,924
Total	$277,270

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Note 13. Borrowings

The Corporation, through the Bank, has short-term and long-term credit facilities with the FHLB with a maximum borrowing capacity of approximately $792.2 million. Advances from the FHLB are collateralized by a blanket floating lien on all first mortgage loans of the Bank, FHLB capital stock owned by the Bank and any funds on deposit with the FHLB. At December 31, 2015 and 2014, there were no outstanding borrowings with the FHLB. At December 31, 2015 and 2014, the Bank had outstanding short-term letters of credit with the FHLB totaling $170.2 million and $55.0 million, respectively, which were utilized to collateralize public funds deposits. The maximum borrowing capacity with the FHLB changes as a function of the Bank's qualifying collateral assets as well as the FHLB's internal credit rating of the Bank and the amount of funds received may be reduced by additional required purchases of FHLB stock.

The Corporation has a $10.0 million line of credit with a correspondent bank. At December 31, 2015, the Corporation had no outstanding borrowings under this line.

The Corporation, through the Bank, maintains federal fund credit lines with several correspondent banks totaling $122.0 million and $82.0 at December 31, 2015 and 2014, respectively. At December 31, 2015 and 2014, the Corporation had no outstanding federal funds purchased with these correspondent banks. Future availability under these lines is subject to the prerogatives of the granting banks and may be withdrawn at will.

The Corporation, through the Bank, has an available line of credit at the Federal Reserve Bank of Philadelphia, the amount of which is dependent upon the balance of loans and securities pledged as collateral. At December 31, 2015 and 2014, the Corporation had no outstanding borrowings from this line.

The following table details key information pertaining to customer repurchase agreements on an overnight basis for the periods indicated:

(Dollars in thousands)	2015		2014		2013	
Balance at December 31	$24,211		$41,974		$37,256	
Weighted average interest rate at year end	0.05	%	0.06	%	0.07	%
Maximum amount outstanding at any month's end	$43,161		$43,266		$110,228	
Average amount outstanding during the year	30,720		41,048		72,211	
Weighted average interest rate during the year	0.05	%	0.06	%	0.06	%

Subordinated Debt

On March 30, 2015, the Corporation completed the issuance of $50 million in aggregate principal amount of fixed-to-floating rate subordinated notes (the "Notes") due 2025 in a private placement transaction to institutional accredited investors. The net proceeds of the offering, which approximated $49 million, increased regulatory capital and will be used for general corporate purposes and to support both organic growth as well as acquisitions, should such opportunities arise. The debt issuance costs are included as a direct deduction from the debt liability and the costs are amortized to interest expense using the effective interest method.

The Notes bear interest at an annual fixed rate of 5.10% from the date of issuance until March 30, 2020, or any early redemption date, with the first interest payment on the Notes occurring on September 30, 2015 and semi-annually thereafter each March 30 and September 30 until March 30, 2020. Thereafter, the Notes will bear interest at an annual rate equal to the three-month LIBOR rate plus 3.544% until March 30, 2025, or any early redemption date, payable quarterly on each March 30, June 30, September 30 and December 30. Beginning with the interest payment date of March 30, 2020, the Corporation has the option, subject to approval of the Federal Reserve Board, to redeem the Notes in whole or in part at a redemption price equal to 100% of the principal amount of the redeemed Notes, plus accrued and unpaid interest to the date of the redemption.

In conjunction with the issuance, the Corporation requested that Kroll Bond Rating Agency ("KBRA") assign a senior unsecured debt rating, a subordinated debt rating and a short-term rating to the Corporation and a deposit rating and short-term rating to the Bank. As such, KBRA assigned the Corporation a senior unsecured debt rating of BBB+, a subordinated debt rating of BBB and a short-term rating of K2. In addition, KBRA assigned a deposit rating of A- and a short-term rating of K2 to the Bank. The outlook on all ratings is stable.

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Note 14. Earnings per Share

The Corporation uses the two-class method to calculate earnings per share as the unvested restricted stock issued under the Corporation's equity incentive plans are participating shares with nonforfeitable rights to dividends. Under the two-class method, earnings per common share are computed by dividing the sum of distributed earnings to common shareholders and undistributed earnings allocated to common shareholders by the weighted average number of common shares outstanding for the period. In applying the two-class method, undistributed earnings are allocated to both common shares and participating securities based on the number of weighted average shares outstanding during the period.

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

	For the Years Ended December 31,		
(Dollars and shares in thousands)	2015	2014	2013
Numerator:			
Net income	$27,268	$22,231	$21,189
Net income allocated to unvested restricted stock	(204)	(245)	(237)
Net income allocated to common shares	$27,064	$21,986	$20,952
Denominator:			
Denominator for basic earnings per share—weighted-average shares outstanding	19,491	16,056	16,420
Effect of dilutive securities—employee stock options	31	23	6
Denominator for diluted earnings per share—adjusted weighted-average shares outstanding	19,522	16,079	16,426
Basic earnings per share	$1.39	$1.37	$1.28
Diluted earnings per share	$1.39	$1.37	$1.28
Average anti-dilutive options and awards excluded from computation of diluted earnings per share	558	559	600

Note 15. Accumulated Other Comprehensive Loss

The following table shows the components of accumulated other comprehensive loss, net of tax benefit, for the periods presented:

(Dollars in thousands)	Net Unrealized Gains (Losses) on Available-for-Sale Investment Securities	Net Change Related to Derivatives Used for Cash Flow Hedges	Net Change Related to Defined Benefit Pension Plans	Accumulated Other Comprehensive Loss
Balance, December 31, 2012	$ 8,344	$(1,241)	$(14,023)	$(6,920)
Net Change	(9,816)	1,241	5,540	(3,035)
Balance, December 31, 2013	(1,472)	—	(8,483)	(9,955)
Net Change	3,183	(157)	(7,533)	(4,507)
Balance, December 31, 2014	1,711	(157)	(16,016)	(14,462)
Net Change	(2,303)	(128)	185	(2,246)
Balance, December 31, 2015	$ (592)	$(285)	$(15,831)	$(16,708)

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The following table illustrates the amounts reclassified out of each component of accumulated comprehensive loss for the periods presented:

Details about Accumulated Other Comprehensive Loss Components	Amount Reclassified from Accumulated Other Comprehensive Loss For the years ended December 31,			Affected Line Item in the Statement of Income
(Dollars in thousands)	2015	2014	2013	
Net unrealized holding gains on available-for-sale investment securities:				
	$1,265	$635	$3,389	Net gain on sales of investment securities
	(5)	—	—	Other-than-temporary impairment on equity securities
	1,260	635	3,389	Total before tax
	(441)	(222)	(1,186)	Tax expense
	$819	$413	$2,203	Net of tax
Cash flow hedge derivative:				
	$—	$—	$(1,866)	Net loss on interest rate swap
	—	—	(1,866)	Total before tax
	—	—	653	Tax benefit
	$—	$—	$(1,213)	Net of tax
Defined benefit pension plans:				
Amortization of net loss included in net periodic pension costs*	$(1,362)	$(666)	$(1,282)	
Accretion of prior service cost included in net periodic pension costs*	280	288	255	
	(1,082)	(378)	(1,027)	Total before tax
	379	132	360	Tax benefit
	$(703)	$(246)	$(667)	Net of tax

* These accumulated other comprehensive loss components are included in the computation of net periodic pension cost. (See Note 10—Retirement Plans and Other Postretirement Benefits for additional details.)

Note 16. Commitments and Contingencies

Loan commitments are made to accommodate the financial needs of the Bank's customers. The Bank offers commercial, mortgage, and consumer credit products to its customers in the normal course of business, which are detailed in Note 5. These products represent a diversified credit portfolio and are generally issued to borrowers within the Bank's locations in Southeastern Pennsylvania. The ability of the customers to repay their credit is, to some extent, dependent upon the economy in the Bank's market areas. Collateral is obtained based on management's credit assessment of the customer.

Standby letters of credit commit the Bank to make payments on behalf of customers when certain specified future events occur. They are primarily issued to support commercial paper, medium and long-term notes and debentures, including industrial revenue obligations. The approximate term is usually one year but some can be up to five years. Historically, substantially all standby letters of credit expire unfunded. If funded, the majority of the letters of credit carry current market interest rates if converted to loans. Because letters of credit are generally un-assignable by either the Bank or the borrower, they only have value to the Bank and the borrower. The carrying amount is recorded as unamortized deferred fees and the exposure is considered in the reserve for credit risk. At December 31, 2015, the maximum potential amount of future payments under letters of credit is $57.6 million. The current carrying amount of the contingent obligation is $450 thousand. This arrangement has credit risk essentially the same as that involved in extending loans to customers and is subject to the Bank’s normal credit policies. Collateral is obtained based on management’s credit assessment of the customer.

The Bank maintains a reserve in other liabilities for estimated losses associated with sold mortgages that may be repurchased. At December 31, 2015, the reserve for sold mortgages was $273 thousand.

The Corporation entered into risk participation agreements (RPAs) as a guarantor to other financial institutions, in order to mitigate those institutions’ credit risk associated with interest rate swaps with third parties. The RPA stipulates that, in the event of default by the third party on the interest rate swap, the Corporation will reimburse a portion of the loss borne by the financial institution. The third parties usually have other borrowing relationships with the Corporation. The Corporation monitors overall borrower collateral and performance, and at the end of December 31, 2015, believes sufficient collateral is available to cover potential swap losses. The Corporation pledges cash or securities to cover a portion of the negative fair value of the RPAs, as measured by the participant financial institution. The terms of the RPAs, which correspond to the terms of the underlying swaps, range from 10 to 13 years. At December 31, 2015, the notional amount of the RPAs was $12.0 million, with a negative fair value of $965 thousand, of which $10 thousand was pledged to the participant financial institutions as collateral. The maximum potential future payment guaranteed by the Corporation cannot be readily estimated, but is dependent upon the fair value of the interest rate swaps at the time of default. If an event of default on all contracts had occurred at December 31, 2015, the Corporation would have been required to make payments of approximately $965 thousand. The RPA requires the Corporation to reimburse the institution in proportion to the pro rata share of the third party transactions, in the event the third party fails to make a payment to the institution. In exchange, the Corporation receives an agreed-upon fee from the institution for taking this risk. The fee is paid upfront to the Corporation and the Corporation recognizes the fee over the term of the loan(s). The fair value of the guarantee was $68 thousand at December 31, 2015.

Based on consultation with the Corporation's legal counsel, management is not aware of any litigation that would be probable of occurring or probable of having a material adverse effect on the Corporation's consolidated balance sheet or statement of income. There are no proceedings pending other than the ordinary routine litigation incident to the business of the Corporation. In addition, there are no material proceedings pending or known to be threatened or contemplated against the Corporation or the Bank by government authorities.

The following schedule summarizes the Corporation's off-balance sheet financial instruments at December 31, 2015:

(Dollars in thousands)	Contract/Notional Amount
Financial instruments representing credit risk:	
Commitments to extend credit	$700,986
Performance letters of credit	25,854
Financial standby letters of credit	31,754
Other letters of credit	15

At December 31, 2015, the Corporation and its subsidiaries were obligated under non-cancelable leases for various premises and equipment. Portions of certain properties are subleased. A summary of the future minimum rental commitments under non-cancelable operating leases with original or remaining terms greater than one year is as follows:

(Dollars in thousands)

Year	Amount
2016	$2,739
2017	2,759
2018	2,733
2019	2,204
2020	2,234
Thereafter	34,822
Total	$47,491

The following table summarizes rental expense charged to operations for the periods indicated:

	For the Years Ended December 31,		
(Dollars in thousands)	2015	2014	2013
Rental expense	$3,167	$2,732	$2,304
Sublease rental income	(195)	(238)	(278)
Net rental expense	$2,972	$2,494	$2,026

Minimum future rental income receivable under subleases from non-cancelable operating leases was $149 thousand at December 31, 2015.

Note 17. Derivative Instruments and Hedging Activities

The Corporation may use interest-rate swap agreements to modify interest rate characteristics from variable to fixed or fixed to variable in order to reduce the impact of interest rate changes on future net interest income. Recorded amounts related to interest-rate swaps are included in other assets or liabilities. The Corporation's credit exposure on interest rate swaps includes fair value and any collateral that is held by a third party. Changes in the fair value of derivative instruments designated as hedges of future cash flows are recognized in accumulated other comprehensive income until the underlying forecasted transactions occur, at which time the deferred gains and losses are recognized in earnings. For a qualifying fair value hedge, the gain or loss on the hedging instrument is recognized in earnings, and the change in fair value of the hedge item, to the extent attributable to the hedged risk, adjusts the carrying amount of the hedge item and is recognized in earnings.

Derivative loan commitments represent agreements for delayed delivery of financial instruments in which the buyer agrees to purchase and the seller agrees to deliver, at a specified future date, a specified instrument at a specified price or yield. The Corporation's derivative loan commitments are commitments to sell loans secured by 1-to-4 family residential properties whose predominant risk characteristic is interest rate risk. The fair values of these derivative loan commitments are based upon the estimated amount the Corporation would receive or pay to terminate the contracts or agreements, taking into account current interest rates and, when appropriate, the current creditworthiness of the counterparties.

On October 24, 2014, the Corporation entered into an amortizing interest rate swap classified as a cash flow hedge with a notional amount of $20.0 million to hedge a portion of the debt financing of a pool of 10-year maturity fixed rate loans with balances totaling $29.1 million, at time of the hedge, that were originated in 2013. A brokered money market demand account with a balance exceeding the amortizing interest rate swap balance is being used for the cash flow hedge. Under the terms of the swap agreement, the Corporation pays a fixed rate of 2.10% and receives a floating rate based on the one-month LIBOR with a maturity date of November 1, 2022. The Corporation performed an assessment of the hedge for effectiveness at the inception of the hedge and on a recurring basis to determine that the derivative has been and is expected to continue to be highly effective in offsetting changes in cash flows of the hedged item. The Corporation expects that there will be no ineffectiveness over the life of the interest rate swap, and therefore anticipates no portion of the net loss in accumulated other comprehensive loss will be reclassified into interest expense. To the extent there is ineffectiveness, the Corporation would record the ineffectiveness in interest expense. The Corporation pledges cash or securities to cover a portion of the negative fair value of the interest rate swap, as measured by the counterparty. At December 31, 2015, the notional amount of the cash flow hedge was $19.3 million, with a negative fair value of $438 thousand. The Corporation has pledged $450 thousand to the counterparty as collateral for the negative fair value.

On December 23, 2008, the Corporation entered into a cash flow hedge with a notional amount of $20.0 million that had the effect of converting the variable rates on Trust Preferred Securities to a fixed rate. Under the terms of the swap agreement, the Corporation paid a fixed rate of 2.65% and received a floating rate based on the three-month LIBOR with a maturity date of January 7, 2019. During May 2013, the Corporation terminated the swap in conjunction with the submission of a redemption notice to the trustee to redeem the Trust Preferred Securities on July 7, 2013, pursuant to the optional redemption provisions provided in the documents governing the Trust Preferred Securities.

The following table presents the notional amounts and fair values of derivatives not designated as hedging instruments recorded on the consolidated balance sheets at December 31, 2015 and 2014:

(Dollars in thousands)	Notional Amount	Derivative Assets Balance Sheet Classification	Derivative Assets Fair Value	Derivative Liabilities Balance Sheet Classification	Derivative Liabilities Fair Value
At December 31, 2015					
Interest rate locks with customers	$34,450	Other assets	$1,089		$—
Forward loan sale commitments	39,545		—	Other liabilities	102
Total	$73,995		$1,089		$102
At December 31, 2014					

Interest rate locks with customers	$27,007	Other assets	$788		$—
Forward loan sale commitments	30,537		—	Other Liabilities	112
Total	$57,544		$788		$112

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The following table presents the notional amounts and fair values of derivatives designated as hedging instruments recorded on the consolidated balance sheets at December 31, 2015 and 2014:

(Dollars in thousands)	Notional Amount	Derivative Assets Balance Sheet Classification	Derivative Assets Fair Value	Derivative Liabilities Balance Sheet Classification	Derivative Liabilities Fair Value
At December 31, 2015					
Interest rate swap - cash flow hedge	$19,269		$—	Other liabilities	$438
Total	$19,269		$—		$438
At December 31, 2014					
Interest rate swap - cash flow hedge	$19,945		$—	Other Liabilities	$241
Total	$19,945		$—		$241

The following table presents amounts included in the consolidated statements of income for derivatives not designated as hedging instruments for the periods indicated:

(Dollars in thousands)	Statement of Income Classification	For the Years Ended December 31, 2015	2014	2013
Interest rate locks with customers	Net gain (loss) on mortgage banking activities	$301	$467	$(1,226)
Forward loan sale commitments	Net gain (loss) on mortgage banking activities	10	(137)	79
Total		$311	$330	$(1,147)

The following table presents amounts included in the consolidated statements of income for derivatives designated as hedging instruments for the periods indicated:

(Dollars in thousands)	Statement of Income Classification	For the Years Ended December 31, 2015	2014	2013
Interest rate swap—cash flow hedge—net interest payments	Interest expense	$377	$66	$124
Interest rate swap—cash flow hedge—loss on termination	Net loss on termination of interest rate swap	—	—	(1,866)
Net loss		$(377)	$(66)	$(1,990)

The following table presents amounts included in accumulated other comprehensive (loss) income for derivatives designated as hedging instruments at December 31, 2015 and 2014:

(Dollars in thousands)	Accumulated Other Comprehensive (Loss) Income	At December 31, 2015	2014
Interest rate swap—cash flow hedge	Fair value, net of taxes	$(285)	$(157)
Total		$(285)	$(157)

Note 18. Fair Value Disclosures

Fair value is the price that would be received to sell an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants at the measurement date. The Corporation determines the fair value of financial instruments based on the fair value hierarchy. The Corporation maximizes the use of observable inputs and minimizes the use of unobservable inputs when measuring fair value. Observable inputs are inputs that market participants would use in pricing the asset or liability developed based on market data obtained from sources independent of the Corporation. Unobservable inputs are inputs that reflect the Corporation’s assumptions that market participants would use in pricing the asset or liability based on the best information available in the circumstances, including assumptions about risk. Three levels of inputs are used to measure fair value. A financial instrument’s level within the fair value hierarchy is based on the lowest level of input significant to the fair value measurement. Transfers between levels are recognized at the end of the reporting period.

Level 1: Valuations are based on quoted prices in active markets for identical assets or liabilities that the Corporation can access at the measurement date. Since valuations are based on quoted prices that are readily and regularly available in an active market, valuation of these products does not entail a significant degree of judgment.

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Level 2: Valuations are based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.
Level 3: Valuations are based on inputs that are unobservable and significant to the overall fair value measurement. Assets and liabilities utilizing Level 3 inputs include: financial instruments whose value is determined using pricing models, discounted cash-flow methodologies, or similar techniques, as well as instruments for which the fair value calculation requires significant management judgment or estimation.
Following is a description of the valuation methodologies used for instruments measured at fair value on a recurring basis, as well as the general classification of such instruments pursuant to the valuation hierarchy.
Investment Securities
Where quoted prices are available in an active market for identical instruments, investment securities are classified within Level 1 of the valuation hierarchy. Level 1 investment securities include U.S. Treasury securities, most equity securities and money market mutual funds. Mutual funds are registered investment companies which are valued at net asset value of shares on a market exchange at the end of each trading day. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics or discounted cash flows. Examples of instruments, which would generally be classified within Level 2 of the valuation hierarchy, include securities issued by U.S. government sponsored enterprises, mortgage-backed securities, collateralized mortgage obligations, corporate and municipal bonds and certain equity securities. In cases where there is limited activity or less transparency around inputs to the valuation, investment securities are classified within Level 3 of the valuation hierarchy.
Fair values for securities are determined using independent pricing services and market-participating brokers. The Corporation's independent pricing service utilizes evaluated pricing models that vary by asset class and incorporate available trade, bid and other market information for structured securities, cash flow and, when available, loan performance data. Because many fixed income securities do not trade on a daily basis, the pricing service's evaluated pricing applications apply information as applicable through processes, such as benchmarking of like securities, sector groupings, and matrix pricing, to prepare evaluations. If at any time, the pricing service determines that it does have not sufficient verifiable information to value a particular security, the Corporation will utilize valuations from another pricing service. Management has a sufficient understanding of the third party service's valuation models, assumptions and inputs used in determining the fair value of securities to enable management to maintain an appropriate system of internal control.
On a quarterly basis, the Corporation reviews changes, as submitted by the pricing service, in the market value of its security portfolio. Individual changes in valuations are reviewed for consistency with general interest rate movements and any known credit concerns for specific securities. Additionally, on an annual basis, the Corporation has its security portfolio priced by a second pricing service to determine consistency with another market evaluator, except for municipal bonds which are priced by another service provider on a sample basis. If, upon the Corporation's review or in comparing with another service, a material difference between pricing evaluations were to exist, the Corporation may submit an inquiry to its current pricing service regarding the data used to determine the valuation of a particular security. If the Corporation determines there is market information that would support a different valuation than from the current pricing service's evaluation it can submit a challenge for a change to that security's valuation. There were no material differences in valuations noted at December 31, 2015.
Derivative Financial Instruments
The fair values of derivative financial instruments are based upon the estimated amount the Corporation would receive or pay to terminate the contracts or agreements, taking into account current interest rates and, when appropriate, the current creditworthiness of the counterparties. Derivative financial instruments are classified within Level 2 of the valuation hierarchy.

Contingent Consideration Liability
The Corporation estimates the fair value of the contingent consideration liability by using a discounted cash flow model of future contingent payments based on projected revenue related to the acquired business. The estimated fair

value of the contingent consideration liability is reviewed on a quarterly basis and any valuation adjustments resulting from a change of estimated future contingent payments based on projected revenue of the acquired business affecting the contingent consideration liability will be recorded through noninterest expense. Changes in the original assumptions utilized at the time the acquisition closes and identified during the measurement period are recorded in accordance with ASC Topic 805 as an adjustment to goodwill. Due to the significant unobservable input related to the projected revenue, the contingent consideration liability is classified within Level 3 of the valuation hierarchy. An increase in the projected revenue may result in a higher fair value of the contingent consideration liability. Alternatively, a decrease in the projected revenue may result in a lower estimated fair value of the contingent consideration liability.

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For the Sterner Insurance Associates acquisition, the remaining potential cash payments that could result from the contingent consideration arrangement range from $0 to a maximum of $3.9 million over the two-year period ending June 30, 2017. Due to updates to the original assumptions utilized for determining the contingent consideration liability for the Sterner acquisition completed on July 1, 2014, the Corporation recorded a purchase accounting adjustment, in accordance with ASC Topic 805, in 2015 which resulted in an increase to the contingent consideration liability and an increase to goodwill of $1.5 million.

For the Girard Partners acquisition, the remaining potential cash payments that could result from the contingent consideration arrangement range from $0 to a maximum of $13.8 million cumulative over the four-year period ending December 31, 2018. The Corporation recorded a reduction to the contingent liability during 2015 which resulted in a reduction of noninterest expense of $550 thousand. The adjustment reflected that projected revenue levels for earn-out payments in the second through fifth years post-acquisition are anticipated to be lower than originally projected.

For the John T. Fretz Insurance Agency acquisition, the remaining potential future cash payments that could result from the contingent consideration arrangement range from $0 to a maximum of $360 thousand cumulative over the one-year period ending April 30, 2016.

For the Javers Group acquisition, the Corporation recorded a reduction to the contingent liability during 2013 which resulted in a reduction of other noninterest expense of $959 thousand. The adjustment reflected that revenue levels necessary for an earn-out payment in the first year post-acquisition were not met and that revenue growth levels necessary to qualify for subsequent years' earn-out payments to be made are remote. The Javers' original contingent consideration arrangement ranged from $0 to a maximum of $1.7 million cumulative over the three-year period ending June 30, 2015. Therefore, as of December 31, 2015, the fair value of this contingent consideration liability is $0.

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The following table presents the assets and liabilities measured at fair value on a recurring basis at December 31, 2015 and 2014, classified using the fair value hierarchy:

	At December 31, 2015			
(Dollars in thousands)	Level 1	Level 2	Level 3	Assets/ Liabilities at Fair Value
Assets:				
Available-for-sale securities:				
U.S. treasuries	$4,887	$—	$—	$4,887
U.S. government corporations and agencies	—	102,156	—	102,156
State and political subdivisions	—	102,032	—	102,032
Residential mortgage-backed securities	—	13,354	—	13,354
Collateralized mortgage obligations	—	3,133	—	3,133
Corporate bonds	—	—	—	—
Money market mutual funds	16,726	86,675	—	103,401
Equity securities	807	—	—	807
Total available-for-sale securities	22,420	307,350	—	329,770
Interest rate locks with customers	—	1,089	—	1,089
Total assets	$22,420	$308,439	$—	$330,859
Liabilities:				
Contingent consideration liability	$—	$—	$5,577	$5,577
Interest rate swap	—	438	—	438
Forward loan sale commitments	—	102	—	102
Total liabilities	$—	$540	$5,577	$6,117

	At December 31, 2014			
(Dollars in thousands)	Level 1	Level 2	Level 3	Assets/ Liabilities at Fair Value
Assets:				
Available-for-sale securities:				
U.S. treasuries	$4,845	$—	$—	$4,845
U.S. government corporations and agencies	—	121,844	—	121,844
State and political subdivisions	—	102,774	—	102,774
Residential mortgage-backed securities	—	13,643	—	13,643
Collateralized mortgage obligations	—	3,725	—	3,725
Corporate bonds	—	54,440	—	54,440
Money market mutual funds	11,675	—	—	11,675
Equity securities	1,337	—	—	1,337
Total available-for-sale securities	17,857	296,426	—	314,283
Interest rate locks with customers	—	788	—	788
Total assets	$17,857	$297,214	$	