

UNION BANKSHARES INC

Form DEFA14A

April 10, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Section 240.14a-12

Union Bankshares, Inc.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:



APRIL 10, 2017

AT OR FOR THE YEARS  
ENDED DECEMBER 31

|   |   | 2016  | 2015      | 2014      | 2013      |
|---|---|---|-----------|-----------|-----------|
|   |   | (Dollars in thousands, except per share data) |           |           |           |
|   | Balance Sheet Data  |   |           |           |           |
| We are pleased to invite you to our 126th Annual meeting to be held at 116 Vermont Route 15 West, Morrisville Vermont in the Charlmont Restaurant meeting room on May 17, 2017 at 3:00pm. We hope you will join us for the meeting as well as a reception immediately following. We always enjoy meeting with our long time shareholders as well as meeting newer ones.   | throughout 2017. Hopefully “The Fed” is acting timely to prevent high inflation without damping an economy still in recovery mode. Our balance sheet position is “asset sensitive” meaning it is structured to do well in a rising rate environment. Although, much is being said about rolling back regulations on financial firms, we do not hold much hope that this will  | \$691,381                                     | \$628,879 | \$624,063 | \$585,443 |
|   | Total assets  |   |           |           |           |
|   | Investment securities   | 66,555  | 59,327    | 52,964    | 45,492    |
|   | Loans and loans held for sale   | 541,093                                       | 506,141   | 490,721   | 464,953   |
|   | Allowance for loan losses   | (5,247)                                       | (5,201)   | (4,694)   | (4,647)   |
|   | Deposits  | 597,660                                       | 560,408   | 552,064   | 518,354   |
|   | Borrowed funds  | 31,595  | 9,564     | 15,118    | 13,216    |
|   | Stockholders' equity <sup>1</sup>   | 56,279  | 53,568    | 51,434    | 49,820    |
| Included with this “year in review” are the Proxy for the annual meeting as well as our Annual Report on Form 10-K for the year ended 2016. The Proxy and 10-K provide detailed financial information about your Company. For those so inclined we direct your attention to the Management’s Discussion and Analysis of Financial Condition and Results of Operations section of the 10-K. Though pretty dense, this section really outlines our financial story and provides context to the absolute numbers we present. | of compliance for your Company. Despite this, we view compliance with regulations as a core competency and will respond to regulatory changes as efficiently as possible.   |   |           |           |           |
|   | Income Statement Data   |   |           |           |           |
|   | Total interest and dividend income  | \$26,836                                      | \$25,144  | \$24,852  | \$24,481  |
|   | Total interest expense  | (2,061)                                       | (2,025)   | (2,155)   | (2,459)   |
|   | Net interest and dividend income  | 24,775  | 23,119    | 22,697    | 22,022    |
|   | Provision for loan losses   | (150)   | (550)     | (345)     | (305)     |
|   | Noninterest income  | 10,140  | 9,792     | 8,909     | 8,509     |
|   | Noninterest expenses  | (24,221)                                      | (22,304)  | (21,594)  | (21,229)  |
|   | Income before provision for income taxes  | 10,544  | 10,057    | 9,667     | 8,997     |
|   | Provision for income taxes  | (2,033)                                       | (2,179)   | (1,973)   | (1,862)   |
|   | Net income  | \$8,511                                       | \$7,878   | \$7,694   | \$7,135   |
| For those who may not dig deeply into our 10-K, allow us to provide a summary of our 2016 financial results:  | 2016 was the 125th anniversary of our founding. We held a community celebration at Oxbow Park in Morrisville on July 17th . We brought Rick and the Ramblers to the park with their brand of Western Swing, as well as excellent rock band The Eames Brothers to entertain the crowd. Local vendors provided food and refreshments, face painting, balloon art and all sorts of games for entertaining young and old. We had a great turnout from |   |           |           |           |
| • Net income for 2016 was \$8.5 million, or \$1.91 per share, an 8% improvement over 2015.  |   |   |           |           |           |

- Net interest income increased \$1.7 million, or 7.2% to \$24.8 million.
- Return on average common equity of 15.25%.
- Return on average assets of 1.30%.
- Book value per common share increased 4.9% to \$12.61 as of December 31, 2016.
- Total shareholders' equity increased 5.1% to \$56.3 million compared to December 31, 2015.
- The loan servicing portfolio increased \$29.6 million to \$452.0 million.
- Net loan charge-offs were \$104 thousand, or 0.02% of average loans, for the year ended December 31, 2016.
- Nonperforming loans were 0.81% of total loans.

Overall, the directors and management are pleased with our 2016 financial performance. Our challenge is to continue these positive trends over the next year.

It appears that the Federal Reserve is committed to finally tightening monetary policy and has increased the Federal Funds rate in December and March, with more increases to come

employee volunteers and community members. All told, it was a fitting way to celebrate our founding. We would like to remind you of two shareholder services you may want to take advantage of. The first is our relatively new Dividend Reinvestment Program. With this program you may elect to have some or all of your dividends reinvested to buy additional shares of Union Bankshares, Inc. You may also elect to buy additional shares through this program, avoiding brokerage fees. Also, you have the option of setting up a direct deposit of your dividend, avoiding having to wait for a check to arrive in the mail. Please contact Kristy Adam-Alfieri at 802-888-0982 or KAdamsAlfieri@unionbankvt.com if you would like additional information regarding these services, including a prospectus describing our Dividend Reinvestment Program.

Sincerely,

Kenneth D. Gibbons  
Chairman

David S. Silverman  
President  
&  
CEO

| Per Common Share Data                         |           |           |           |           |  |
|---|-----------|-----------|-----------|-----------|--|
| Net income <sup>2</sup>                       | \$1.91    | \$1.77    | \$1.73    | \$1.60    |  |
| Cash dividends paid                           | 1.11      | 1.08      | 1.04      | 1.01      |  |
| Book value <sup>1</sup>                       | 12.61     | 12.02     | 11.54     | 11.17     |  |
| Weighted average number of shares outstanding | 4,459,001 | 4,458,037 | 4,458,393 | 4,457,261 |  |

| Number of shares outstanding |           |           |           |           |  |
|------------------------------|-----------|-----------|-----------|-----------|--|
|                              | 4,462,135 | 4,457,177 | 4,458,430 | 4,458,359 |  |

<sup>1</sup>Stockholders' equity includes unrealized gains or losses, net of applicable income taxes, on investment securities classified as "available-for-sale" and includes the unfunded liability for pension benefits, net of taxes for the defined benefit pension plan.

<sup>2</sup>Computed using the weighted average number of shares outstanding for the period.



Market for Union Bankshares Common Stock

On March 7, 2017, there were 4,462,019 shares of common stock outstanding held by 539 stockholders of record. The number of stockholders does not reflect the number of beneficial owners, including persons or entities who may hold the stock in nominee or "street name." Union Bankshares'

common stock is listed on the NASDAQ Global Market trading under the symbol UNB. For shareholder assistance please contact Kristy Adams Alfieri at 802.888.0982 or our Transfer Agent, Broadridge Corporate Issuer Solutions, Inc., at 866.321.8022.

Stock Performance Graph

The following graph illustrates the annual percentage change in the cumulative total shareholder return of the Company's common stock for the period of December 31, 2011 through December 31, 2016. For purposes of comparison, the graph illustrates comparable shareholder returns of

the SNL Bank \$500M-\$1B Index and the NASDAQ Composite Index. The graph assumes a \$100 investment on December 31, 2011 in each case and measures the amount by which the market value, assuming reinvestment of dividends, has changed during the five year period ended December 31, 2016.

UNION BANKSHARES COMMON STOCK

| 2016           |         |           | 2015    |         |           |
|----------------|---------|-----------|---------|---------|-----------|
| HIGH           | LOW     | DIVIDENDS | HIGH    | LOW     | DIVIDENDS |
| First Quarter  |         |           |         |         |           |
| \$29.10        | \$27.06 | \$0.27    | \$26.68 | \$23.75 | \$0.27    |
| Second Quarter |         |           |         |         |           |
| \$37.18        | \$28.26 | \$0.28    | \$28.06 | \$25.16 | \$0.27    |
| Third Quarter  |         |           |         |         |           |

TOTAL RETURN PERFORMANCE

|                |         |        |                |         |        |
|----------------|---------|--------|----------------|---------|--------|
| \$36.92        | \$33.69 | \$0.28 | \$27.07        | \$25.50 | \$0.27 |
| Fourth Quarter |         |        | Fourth Quarter |         |        |
| \$48.80        | \$32.75 | \$0.28 | \$28.05        | \$26.06 | \$0.27 |

2016 Year In Review 3 4 2016 Year In Review

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|  |  |  |  |
|--|--|--|--|
| <p>125th Anniversary<br/>1891-2016</p> <p>2016 marked a major<br/>milestone for Union<br/>Bank:</p> <p>our 125th<br/>anniversary. Much<br/>has changed since<br/>July 27, 1891—when<br/>Union Savings Bank<br/>and Trust Company<br/>opened for business<br/>with \$50 thousand in<br/>capital, one branch,<br/>and a few employees.<br/>For instance, the bank<br/>now has over \$56<br/>million in capital, 17<br/>branch locations, 3<br/>loan production<br/>offices and 200<br/>employees. Still, at its<br/>core, the business of<br/>community banking<br/>remains the same:<br/>keeping deposits safe,<br/>giving customers<br/>convenient financial<br/>choices and making<br/>loans to help people<br/>in our local<br/>communities buy<br/>homes, grow<br/>businesses and create<br/>jobs.</p> <p>Stay Local. Go Far.</p> <p>In celebration of our<br/>anniversary and to<br/>highlight our Stay<br/>Local. Go Far.<br/>branding message<br/>Union Bank</p> | <p>and municipal<br/>deposit<br/>originations and<br/>outstanding<br/>asset quality, the<br/>Commercial<br/>Lending Team<br/>continued to<br/>help drive the<br/>Bank’s financial<br/>results. With<br/>good asset<br/>quality, and<br/>strong capital<br/>and liquidity,<br/>we look forward<br/>to continuing to<br/>meet the needs<br/>of our<br/>customers and<br/>communities<br/>that we serve.</p> <p>Mortgage<br/>Lending</p> <p>2016 was<br/>another<br/>outstanding year<br/>for mortgage<br/>loan<br/>originations. In<br/>fact we had<br/>record<br/>performance in<br/>the ongoing<br/>revenue earned<br/>from servicing<br/>mortgage loans<br/>and in the<br/>volume of<br/>construction and<br/>mortgage loans<br/>originated.<br/>Repeat</p> | <p><b>DIRECTORS</b></p> <p>Kenneth D. Gibbons - Chairman</p> <p>Neil J. Van Dyke - Vice Chairman</p> <p>Steven J. Bourgeois</p> <p>Dawn D. Bugbee</p> <p>John M. Goodrich</p> <p>Timothy W. Sargent</p> <p>David S. Silverman</p> <p>John H. Steel</p> <p>Schuyler W. Sweet</p> <p><b>OFFICERS</b></p> <p>Kenneth D. Gibbons - Chairman</p> <p>David S. Silverman - President &amp;<br/>CEO</p> <p>Karyn J. Hale - Chief Financial<br/>Officer</p> <p>John H. Steel - Secretary</p> <p>Kristy Adams Alfieri - Assistant<br/>Secretary</p> <p>Jeffrey G. Coslett - Vice President</p> | <p><b>OFFICERS</b></p> <p>Kristy Adams Alfieri - Administrative<br/>Officer</p> <p>Diana M. Ashley - Assistant Vice<br/>President</p> <p>Stacey M. Belanger - Asset<br/>Management Officer</p> <p>Rhonda L. Bennett - Vice President</p> <p>Karen L. Blanchard Smith - Assistant<br/>Vice President</p> <p>Sherrie A. Bull - Vice President</p> <p>Karen R. Carlson - Vice President</p> <p>Stacey L.B. Chase - Assistant Vice<br/>President</p> <p>Barbara J. Churchill - Assistant Vice<br/>President</p> <p>Everett C. Comstock - Collections<br/>Officer</p> <p>Jeffrey G. Coslett - Senior Vice<br/>President</p> <p>Michael C. Curtis - Vice President</p> <p>Jennifer M. Degree - Assistant Vice<br/>President</p> <p>Ronald C. Dion - Assistant Vice<br/>President</p> <p>Jessica M. Eastman - Vice President</p> <p>Charles W. Goldstein - Assistant Vice<br/>President</p> <p>Don D. Goodhue - Vice President</p> <p>Jonathan J. Gould - Senior Vice<br/>President</p> <p>Melissa A. Greene - Vice President</p> <p>Paul E. Grogan - Facilities Officer</p> <p>Karyn J. Hale - Senior Vice President &amp;<br/>CFO</p> |
|--|--|--|--|

conducted a contest to customers,  
 pit our Customer Care client referrals,  
 Team against the Call strong  
 Centers of other relationships  
 banks. with builders

On location in our attractive  
 communities, we products and  
 selected pairs of outstanding  
 random people and customer  
 asked one to call service helped  
 Union Bank and the drive this  
 other to call another successful  
 local bank. Neither performance.  
 our staff nor the staff  
 of the other bank The positive  
 knew that this was impact that  
 happening. With an Union Bank has  
 average answering made in the  
 time of eight seconds, lives of first  
 our Customer Care time home  
 Team won each buyers has been  
 competition and consistently  
 reinforced the reality recognized by  
 that in an era of the US  
 impersonal mega- Department of  
 banks, Union Bank Agriculture as  
 offers a more its Rural  
 effective and less Development  
 frustrating way to (RD) Home  
 meet your banking Loan Lender of  
 needs. You can see the Year for  
 the results for Vermont. In  
 yourself on our addition, Union  
 YouTube Channel. Bank is  
 Stay Local Go Far. consistently one  
 of the top  
 Vermont  
 Housing  
 Finance Agency  
 (VHFA)  
 mortgage  
 originators.

DIRECTORS

Kenneth D. Gibbons - Chairman

Randy L. Hannett - Information  
 Technology Officer  
 Claire A. Hinds - Vice President  
 Robert D. Hofmann - Senior Vice  
 President  
 Patricia N. Hogan - Senior Vice  
 President  
 Lura L. Jacques - Vice President

Deposit  
 Accounts  
 Union Bank  
 offers a range of  
 deposit options  
 to serve our

Neil J. Van Dyke - Vice Chairman  
 Steven J. Bourgeois  
 Dawn D. Bugbee  
 John M. Goodrich  
 Nancy C. Putnam  
 Timothy W. Sargent

Lynne P. Jewett - Vice President  
 Therese H. Johansson - Vice President  
 Stephen H. Kendall - Senior Vice  
 President  
 Susan F. Lassiter - Vice President  
 Edward L. Levite - Senior Loan  
 Originator  
 Carrie R. Locklin - Vice President

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|                                   |   |   |   |
|-----------------------------------|---|---|---|
| Commercial and Municipal Services | biggest and smallest customers. In collaboration with other banks, we enable businesses, municipalities, non-profits and individuals to conveniently access multi-million-dollar FDIC insurance coverage for CD's and Money Market Sweep accounts. Our school-based Save for Success Program helps student depositors develop sound financial habits at a young age. For those customers who bring larger deposit balances to the bank, we offer Advantage Banking. This package of services rewards and help retain these important depositors who contribute substantially to our ability to fund our extensive community lending activities. | David S. Silverman                            | Adam A. Lory - Assistant Vice President       |
|                                   |   | John H. Steel                                 | John L. Malm - Vice President                 |
|                                   |   | Schuyler W. Sweet                             | Grace E. Maniatty - Assistant Vice President  |
|                                   |   |   | Debra J. Marcoux - Loan Servicing Officer     |
|                                   |   | REGIONAL ADVISORY BOARD MEMBERS               | Jessica L. Miller - Loan Servicing Officer    |
|                                   |   |   | Melynda J. Miller - Mortgage Loan Officer     |
|                                   |   | Michael R. Barrett - St. Johnsbury            | Shane D. Mispel - Assistant Vice President    |
|                                   |   | Karel S. Bourassa - Northern New Hampshire    | Samantha A. Norrie - Assistant Vice President |
|                                   |   | Steven J. Bourgeois - St. Albans              | Tina L. Norton - Assistant Vice President     |
|                                   |   | Stanley T. Fillion - Northern New Hampshire   | Bradley S. Prior - Assistant Vice President   |
|                                   | Rosemary H. Gingue - St. Johnsbury  | Craig S. Provost - Vice President             |   |
|                                   | John M. Goodrich - St. Johnsbury  | Timothy M. Ross - Vice President              |   |
|                                   | Richard L. Isabelle - St. Johnsbury   | Christine A. Sheley - Regional Vice President |   |
|                                   | Christopher M. Knapp - Northern New Hampshire   | David S. Silverman - President & CEO          |   |
|                                   | Coleen K. Kohaut - St. Albans   | Abbie L. Small - Assistant Vice President     |   |
|                                   | Justin P. Lavelly - St. Johnsbury   | Judy R. Smith - Vice President                |   |
|                                   | Daniel J. Luneau - St. Albans   | Curtis C. Swan - Vice President               |   |

For more  
information,  
please contact  
our Customer  
Care Team at  
1.800.753.4343.

Mary K. Parent - St. Johnsbury

Samuel H. Ruggiano - St. Albans

David S. Silverman - All

Schuyler W. Sweet - Northern New  
Hampshire

Carrie W. Tallman - Retail Loan  
Processing Supervisor

Linda M. Watson - Retail Credit  
Administrative Officer

Melyssa S. Whitcomb - Assistant Vice  
President

Suzanne M. Whitney - Marketing  
Officer

Lorraine MG Willett - Vice President

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VERMONT

|                |                       |              |
|----------------|-----------------------|--------------|
| Barre          | Loan Center           |              |
|                | 14 North Main Street  | 802.476.0062 |
| Danville       | 421 Route 2 East      | 802-684-2211 |
| Fairfax        | Jct. Routes 104 & 128 | 802-849-2600 |
| Hardwick       | 103 VT Route 15 West  | 802-472-8100 |
| Jeffersonville | 5062 VT Route15       | 802-644-6600 |
| Johnson        | 198 Lower Main Street | 802-635-6600 |
| Lyndonville    | 183 Depot Street      | 802-626-3100 |
| Newport        | Loan Center           |              |
|                | 325 East Main Street  | 802-334-0750 |
| Morrisville    | 20 Lower Main Street  | 802-888-6600 |
|                | 65 Northgate Plaza    | 802-888-6860 |
| St. Albans     | 15 Mapleville Depot   | 802-524-9000 |
| St. Johnsbury  | 364 Railroad Street   | 802-748-3131 |
|                | 325 Portland Street   | 802-748-3121 |
| S. Burlington  | Loan Center           |              |
|                | 30 Kimball Avenue     | 802-865-1000 |
| Stowe          | 47 Park Street        | 802-253-6600 |

NEW HAMPSHIRE

|              |                 |              |
|--------------|-----------------|--------------|
| Groveton     | 3 State Street  | 603-636-1611 |
| Lincoln      | 135 Main Street | 603-745-4000 |
| Littleton    | 263 Dells Road  | 603-444-7136 |
|              | 76 Main Street  | 603-444-5321 |
| N. Woodstock | 155 Main Street | 603-745-2488 |

UBLOCAL.com  
1-800-753-4343 (toll free)