STEWARDSHIP FINANCIAL CORP
Form 10-Q
August 11, 2017
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended June 30, 2017

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

For the transition period from __________ to __________

Commission file number 1-33377
Stewardship Financial Corporation
(Exact name of registrant as specified in its charter)

New Jersey	22-3351447
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
630 Godwin Avenue, Midland Park, NJ	07432
(Address of principal executive offices)	(Zip Code)

(201) 444-7100
(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

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

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

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.

Large accelerated filer o	Accelerated filer o
Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company x

Indicate by check mark whether the registrant is an emerging growth company as defined in

Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company [ ]

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. [ ]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes o No x

The number of shares outstanding, net of treasury stock, of the Registrant's Common Stock, no par value, as of August 8, 2017 was 8,642,716.

Stewardship Financial Corporation
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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

Stewardship Financial Corporation and Subsidiary
Consolidated Statements of Financial Condition

	June 30, 2017 (Unaudited)	December 31, 2016
	(Dollars in thousands)	
Assets		
Cash and due from banks	$19,314	$11,508
Other interest-earning assets	145	172
Cash and cash equivalents	19,459	11,680
Securities available-for-sale	116,244	98,583
Securities held to maturity; estimated fair value of $51,573 (at June 30, 2017) and $51,530 (at December 31, 2016)	52,091	52,330
Federal Home Loan Bank of New York stock, at cost	5,169	3,515
Loans held for sale	446	773
Loans, net of allowance for loan losses of $8,550 (at June 30, 2017) and $7,905 (at December 31, 2016)	683,162	595,952
Premises and equipment, net	6,700	6,566
Accrued interest receivable	2,327	2,133
Other real estate owned, net	—	401
Bank owned life insurance	20,802	16,558
Other assets	6,907	7,044
Total assets	$913,307	$795,535
Liabilities and Shareholders' equity		
Liabilities		
Deposits:		
Noninterest-bearing	$177,678	$169,306
Interest-bearing	543,215	489,624
Total deposits	720,893	658,930
Federal Home Loan Bank of New York advances	93,760	59,200
Subordinated Debentures and Subordinated Notes	23,284	23,252
Accrued interest payable	965	794
Accrued expenses and other liabilities	1,894	1,972
Total liabilities	840,796	744,148
Shareholders' equity		
Common stock, no par value: 20,000,000 and 10,000,000 shares authorized at June 30, 2017 and December 31, 2016, respectively; 8,644,566 and 6,121,329 shares issued and outstanding at June 30, 2017 and December 31, 2016, respectively	60,657	41,626

Retained earnings	12,807	11,082
Accumulated other comprehensive income (loss), net	(953)	(1,321)
Total Shareholders' equity	72,511	51,387
Total liabilities and Shareholders' equity	$913,307	$795,535

See accompanying notes to unaudited consolidated financial statements.

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Stewardship Financial Corporation and Subsidiary
Consolidated Statements of Income
(Unaudited)

	Three Months Ended June 30, 2017	2016	Six Months Ended June 30, 2017	2016
	(Dollars in thousands, except per share amounts)			
Interest income:				
Loans	$ 7,008	$ 6,116	$ 13,594	$ 11,768
Securities held to maturity:				
Taxable	247	298	487	568
Nontaxable	53	100	112	203
Securities available-for-sale:				
Taxable	570	409	1,056	786
Nontaxable	15	6	29	12
FHLB dividends	44	31	78	63
Other interest-earning assets	6	19	11	28
Total interest income	7,943	6,979	15,367	13,428
Interest expense:				
Deposits	719	561	1,352	1,118
FHLB-NY Borrowings	319	201	562	404
Subordinated Debentures and Subordinated Notes	371	362	739	775
Total interest expense	1,409	1,124	2,653	2,297
Net interest income before provision for loan losses	6,534	5,855	12,714	11,131
Provision for loan losses	260	(450)	560	(800)
Net interest income after provision for loan losses	6,274	6,305	12,154	11,931
Noninterest income:				
Fees and service charges	519	530	1,054	1,059
Bank owned life insurance	129	107	244	208
Gain on calls and sales of securities, net	—	32	—	56
Gain on sales of mortgage loans	38	19	55	37
Gain on sale of other real estate owned	13	6	13	6
Miscellaneous	114	138	246	285
	813	832	1,612	1,651

Total noninterest income				
Noninterest expenses:				
Salaries and employee benefits	2,880	2,742	5,724	5,457
Occupancy, net	393	404	802	802
Equipment	162	148	324	298
Data processing	456	477	925	949
Advertising	211	157	347	308
FDIC insurance premium	109	90	186	196
Charitable contributions	120	90	245	160
Stationery and supplies	48	47	88	80
Legal	48	46	84	90
Bank-card related services	142	150	284	281
Other real estate owned, net	9	28	24	102
Miscellaneous	505	620	1,164	1,178
Total noninterest expenses	5,083	4,999	10,197	9,901
Income before income tax expense	2,004	2,138	3,569	3,681
Income tax expense	736	776	1,310	1,328
Net income	1,268	1,362	$ 2,259	$ 2,353
Basic and diluted earnings per common share	$ 0.16	$ 0.22	$ 0.32	$ 0.39
Weighted average number of basic and diluted common shares outstanding	8,174,484	6,111,729	7,155,367	6,102,040

See accompanying notes to unaudited consolidated financial statements.

Stewardship Financial Corporation and Subsidiary
Consolidated Statements of Comprehensive Income
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
	(In thousands)			
Net income	$1,268	$1,362	$2,259	$2,353
Other comprehensive income (loss), net of tax:				
Change in unrealized holding gains on securities available-for-sale	187	244	392	916
Reclassification adjustment for gains in net income	—	(20)	—	(35)
Accretion of loss on securities reclassified to held to maturity	6	25	13	70
Change in fair value of interest rate swap	(37)	—	(37)	37
Total other comprehensive income	156	249	368	988
Total comprehensive income	$1,424	$1,611	$2,627	$3,341

See accompanying notes to unaudited consolidated financial statements.

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Stewardship Financial Corporation and Subsidiary
Consolidated Statement of Changes in Shareholders' Equity
(Unaudited)

	Six Months Ended June 30, 2017				
	Common Stock		Retained	Accumulated Other Comprehen-sive Income	
	Shares	Amount	Earnings	(Loss), Net	Total
	(In thousands)				
Balance -- December 31, 2016	6,121,329	$41,626	$11,082	$ (1,321)	$51,387
Issuance of common stock, net of costs	2,509,090	18,860	—	—	18,860
Cash dividends declared on common stock	—	—	(443)	—	(443)
Payment of discount on dividend reinvestment plan	—	(2)	—	—	(2)
Common stock issued under dividend reinvestment plan	5,012	44	—	—	44
Common stock issued under stock plans	1,547	14	—	—	14
Issuance of restricted stock	20,876	185	(185)	—	—
Amortization of restricted stock, net	(13,288)	(118)	94	—	(24)
Tax benefit from restricted stock vesting	—	48	—	—	48
Net income	—	—	2,259	—	2,259
Other comprehensive income	—	—	—	368	368
Balance -- June 30, 2017	8,644,566	$60,657	$12,807	$ (953)	$72,511

	Six Months Ended June 30, 2016				
	Common Stock		Retained	Accumulated Other Comprehen-sive Income	
	Shares	Amount	Earnings	(Loss), Net	Total
	(In thousands)				
Balance -- December 31, 2015	6,085,528	$41,410	$7,008	$ (845)	$47,573
Cash dividends declared on common stock	—	—	(305)	—	(305)
Payment of discount on dividend reinvestment plan	—	(2)	—	—	(2)
Common stock issued under dividend reinvestment plan	6,700	36	—	—	36
Common stock issued under stock plans	1,761	10	—	—	10
Issuance of restricted stock	34,332	198	(198)	—	—
Amortization of restricted stock, net	(15,291)	(86)	114	—	28
Tax benefit from restricted stock vesting	—	5	—	—	5
Net income	—	—	2,353	—	2,353
Other comprehensive income	—	—	—	988	988
Balance -- June 30, 2016	6,113,030	$41,571	$8,972	$ 143	$50,686

See accompanying notes to unaudited consolidated financial statements.

Stewardship Financial Corporation and Subsidiary
Consolidated Statements of Cash Flows
(Unaudited)

	Six Months Ended June 30,	
	2017	2016
	(In thousands)	
Cash flows from operating activities:		
Net income	$2,259	$2,353
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization of premises and equipment	190	185
Amortization of premiums and accretion of discounts, net	258	285
Amortization of restricted stock	(24)	28
Amortization of subordinated debenture issuance costs	32	33
Accretion of deferred loan fees	69	34
Provision for loan losses	560	(800)
Originations of mortgage loans held for sale	(4,257)	(2,825)
Proceeds from sale of mortgage loans	4,639	3,803
Gain on sales of mortgage loans	(55)	(37)
Gain on calls and sales of securities	—	(56)
Gain on sale of other real estate owned	(13)	(6)
Deferred income tax expense (benefit)	(178)	248
Excess tax benefit from restricted stock vesting	48	—
Increase in accrued interest receivable	(194)	55
Increase (decrease) in accrued interest payable	171	(9)
Earnings on bank owned life insurance	(244)	(208)
(Increase) decrease in other assets	67	339
Decrease in other liabilities	(115)	(117)
Net cash provided by operating activities	3,213	3,305
Cash flows from investing activities:		
Purchase of securities available-for-sale	(24,128)	(21,288)
Proceeds from maturities and principal repayments on securities available-for-sale	6,902	6,305
Proceeds from sales and calls on securities available-for-sale	—	11,050
Purchase of securities held to maturity	(3,675)	(24,898)
Proceeds from maturities and principal repayments on securities held to maturity	3,154	3,464
Proceeds from calls on securities held to maturity	720	16,570
Purchase of FHLB-NY stock	(9,890)	(866)
Sale of FHLB-NY stock	8,236	824
Net increase in loans	(87,839)	(11,055)
Proceeds from sale of other real estate owned	414	184
Purchase of bank owned life insurance	(4,000)	(2,000)
Additions to premises and equipment	(324)	(64)
Net cash used in investing activities	(110,430)	(21,774)
Cash flows from financing activities:		
Net increase in noninterest-bearing deposits	8,372	12,633
Net increase in interest-bearing deposits	53,591	9,083
Increase in long term borrowings	25,000	—
Repayment of long term borrowings	(5,000)	—
Net increase in short term borrowings	14,560	—

Proceeds from issuance of common stock, net of costs	18,860	—
Cash dividends paid on common stock	(443)	(305)
Payment of discount on dividend reinvestment plan	(2)	(2)
Issuance of common stock for cash	58	46
Excess tax benefit from restricted stock vesting	—	5
Net cash provided by financing activities	114,996	21,460
Net increase in cash and cash equivalents	7,779	2,991
Cash and cash equivalents - beginning	11,680	10,910
Cash and cash equivalents - ending	$19,459	$13,901

Stewardship Financial Corporation and Subsidiary
Consolidated Statements of Cash Flows, continued
(Unaudited)

	Six Months Ended June 30,	
	2017	2016
	(In thousands)	
Supplemental disclosures of cash flow information:		
Cash paid during the period for interest	$2,482	$2,306
Cash paid during the period for income taxes	$1,197	$746
Transfers from loans to other real estate owned	$—	$152

See accompanying notes to unaudited consolidated financial statements.

Stewardship Financial Corporation and Subsidiary
Notes to Consolidated Financial Statements
June 30, 2017
(Unaudited)

Note 1. Summary of Significant Accounting Policies

Certain information and note disclosures normally included in the unaudited consolidated financial statements prepared in accordance with U.S. generally accepted accounting principles (“GAAP”) have been omitted pursuant to the rules and regulations of the Securities and Exchange Commission (the “SEC”). These unaudited consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Stewardship Financial Corporation Annual Report on Form 10-K for the fiscal year ended December 31, 2016, filed with the SEC on March 22, 2017 (the “2016 Annual Report”).

The interim unaudited consolidated financial statements included herein have been prepared in accordance with instructions for Form 10-Q and the rules and regulations of the SEC and, therefore, do not include information or footnotes necessary for a complete presentation of consolidated financial condition, results of operations, and cash flows in conformity with GAAP. However, all adjustments, consisting only of normal recurring adjustments, which in the opinion of management are necessary for a fair presentation of the interim consolidated financial statements, have been included. The results of operations for the six months ended June 30, 2017 are not necessarily indicative of the results which may be expected for the entire year.

Principles of consolidation

The consolidated financial statements include the accounts of Stewardship Financial Corporation and its wholly-owned subsidiary, Atlantic Stewardship Bank (the “Bank”), together referred to as “the Corporation”. The Bank includes its wholly-owned subsidiaries, Stewardship Investment Corporation, Stewardship Realty LLC, Atlantic Stewardship Insurance Company, LLC and several other subsidiaries formed to hold title to properties acquired through foreclosure or deed in lieu of foreclosure. The Bank’s subsidiaries have an insignificant impact on the Bank’s daily operations. All intercompany accounts and transactions have been eliminated in the consolidated financial statements.

The consolidated financial statements of the Corporation have been prepared in conformity with GAAP. In preparing the consolidated financial statements, management is required to make estimates and assumptions, based on available information, that affect the amounts reported in the consolidated financial statements and disclosures provided. Actual results could differ significantly from those estimates.

Material estimates

Material estimates that are particularly susceptible to significant changes relate to the determination of the allowance for loan losses and deferred income taxes. Management believes the Corporation’s policies with respect to the methodology for the determination of the allowance for loan losses and the evaluation of deferred income taxes involves a higher degree of complexity and requires management to make difficult and subjective judgments, which often require assumptions or estimates about highly uncertain matters. Changes in these judgments, assumptions or estimates could materially impact results of operations. These critical policies and their application are periodically reviewed with the Audit Committee and the Board of Directors.

Adoption of New Accounting Standards

In May 2014, the Financial Accounting Standards Board (the “FASB”) issued Accounting Standards Update (“ASU”) No. 2014-09, "Revenue from Contracts with Customers (Topic 606)", which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. This ASU will be effective for interim and annual periods beginning after December 15, 2017 and will replace most existing revenue recognition guidance in U.S. GAAP. The Corporation does not expect the guidance to have a material effect on its consolidated financial statements as the ASU is not applicable to financial instruments, the Corporation's main source of revenue, and, therefore, will not affect the majority of the Corporation's revenues.

In January 2016, the FASB issued ASU No. 2016-01, "Financial Instruments - Overall: Recognition and Measurement of Financial Assets and Liabilities." This ASU addresses certain aspects of recognition, measurement, presentation, and disclosure of financial instruments. This amendment supersedes the guidance to classify equity securities with readily determinable fair values into different categories, requires equity securities to be measured at fair value with changes in the fair value recognized through net income, and simplifies the impairment assessment of equity investments without readily determinable fair values. The amendment requires public business entities that are required to disclose the fair value of financial instruments measured at amortized cost on the balance sheet to measure that fair value using the exit price notion. The amendment 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. The amendment requires separate presentation of financial assets and financial liabilities by measurement category and form of financial asset on the balance sheet or in the accompanying notes to the financial statements. The amendment reduces diversity in current practice by clarifying that an entity should evaluate the need for a valuation allowance on a deferred tax asset related to available for sale securities in combination with the entity’s other deferred tax assets. This amendment is effective for fiscal years, including interim periods, beginning after December 15, 2017. Entities should apply the amendment by means of a cumulative-effect adjustment as of the beginning of the fiscal year of adoption, with the exception of the amendment related to equity securities without readily determinable fair values, which should be applied prospectively to equity investments that exist as of the date of adoption. The Corporation is currently evaluating the impact that the adoption of the guidance will have on the Corporation's consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02, “Leases (Subtopic 842).” This ASU requires all lessees to recognize a lease liability and a right-of-use asset, measured at the present value of the future minimum lease payments, at the lease commencement date. Lessor accounting remains largely unchanged under the new guidance. The amendments in ASU 2016-02 are effective for fiscal years, including interim periods, beginning after December 15, 2018. Early adoption of ASU 2016-02 is permitted. The Corporation is currently assessing the impact that the adoption of the guidance will have on the Corporation's consolidated financial statements.

In March 2016, the FASB issued ASU 2016-09, “Compensation – Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting”. The objective of this ASU is to simplify accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. Under ASU 2016-09, all excess tax benefits and tax deficiencies (including tax benefits of dividends on share-based payment awards) should be recognized as income tax expense or benefit in the income statement. The tax effects of exercised or vested awards should be treated as discrete items in the reporting period in which they occur. An entity also should recognize excess tax benefits regardless of whether the benefit reduces taxes payable in the current period. An entity can make an entity-wide accounting policy election to either estimate the number of awards that are expected to vest (current accounting) or account for forfeitures when they occur. Within the cash flow statement, excess tax benefits should be classified along with other income tax cash flows as an operating activity, and cash paid by an employer when directly withholding shares for tax-withholding purposes should be classified as a financing activity. The amendments in ASU 2016-09 are effective for fiscal years, including interim periods, beginning after December 15, 2016. The Corporation's adoption of the guidance in the first quarter of 2017 did not have a material impact on the Corporation's consolidated financial statements.

In June 2016, the FASB issued ASU 2016-13, “Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments”. The main objective of this ASU is to provide financial statement users with more decision-useful information about the expected credit losses on financial instruments by a reporting entity at each reporting date. The amendments in this ASU require financial assets measured at amortized cost to be presented at the net amount expected to be collected. The allowance for credit losses would represent a valuation account that would be deducted from the amortized cost basis of the financial asset(s) to present the net carrying value at the amount expected to be collected on the financial asset. The income statement would reflect the measurement of credit losses for newly recognized financial assets, as well as the expected increases or decreases of expected credit losses that have taken place during the period. The measurement of expected credit losses would be based on relevant information about past events, including historical experience, current conditions, and reasonable and supportable forecasts that affect the collectability of the reported amount. An entity will be required to use judgment in determining the relevant information and estimation methods that are appropriate in its circumstances. The amendments in ASU 2016-13 are effective for fiscal years, including interim periods, beginning after December 15, 2019. Early adoption of ASU 2016-09 is permitted for fiscal years beginning after December 15, 2018. The Corporation is currently evaluating the potential impact that the adoption of the guidance will have on the Corporation's consolidated financial statements.

Note 2. Securities – Available-for-Sale and Held to Maturity

The amortized cost, gross unrealized gains and losses and fair value of the available-for-sale securities were as follows:

	June 30, 2017			
	Amortized	Gross Unrealized		Fair
	Cost	Gains	Losses	Value
	(In thousands)			
U.S. government-sponsored agencies	$20,721	$59	$302	$20,478
Obligations of state and political subdivisions	3,230	8	49	3,189
Mortgage-backed securities	67,742	130	784	67,088
Asset-backed securities (a)	7,524	36	36	7,524
Corporate debt	14,471	108	347	14,232
Total debt securities	113,688	341	1,518	112,511
Other equity investments	3,935	—	202	3,733
	$117,623	$341	$1,720	$116,244

	December 31, 2016			
	Amortized	Gross Unrealized		Fair
	Cost	Gains	Losses	Value
	(In thousands)			
U.S. government-sponsored agencies	$17,789	$61	$405	$17,445
Obligations of state and political subdivisions	3,238	—	142	3,096
Mortgage-backed securities	52,785	150	889	52,046
Asset-backed securities (a)	8,392	—	125	8,267
Corporate debt	14,504	50	517	14,037
Total debt securities	96,708	261	2,078	94,891
Other equity investments	3,886	—	194	3,692
	$100,594	$261	$2,272	$98,583

(a) Collateralized by student loans.

There were no cash proceeds realized from sales and calls of securities available-for-sale for the three and six months ended June 30, 2017. Cash proceeds realized from sales and calls of securities available-for-sale for the three and six months ended June 30, 2016 were $9,000,000 and $11,050,000, respectively. There were no gross gains and no gross losses realized on sales or calls during the three and six months ended June 30, 2017. There were gross gains totaling $7,000 and no gross losses realized on sales or calls during the three and six months ended June 30, 2016.

The following is a summary of the amortized cost, gross unrealized gains and losses and fair value of the held to maturity securities:

	June 30, 2017			
	Amortized	Gross Unrealized		Fair
	Cost	Gains	Losses	Value
	(In thousands)			
U.S. Treasury	$999	$—	$ 3	$996
U.S. government-sponsored agencies	22,829	24	560	22,293
Obligations of state and political subdivisions	5,473	44	17	5,500
Mortgage-backed securities	22,790	127	133	22,784
	$52,091	$195	$ 713	$51,573

	December 31, 2016			
	Amortized	Gross Unrealized		Fair
	Cost	Gains	Losses	Value
	(In thousands)			
U.S. Treasury	$999	$—	$4	$995
U.S. government-sponsored agencies	19,162	28	865	18,325
Obligations of state and political subdivisions	7,102	75	30	7,147
Mortgage-backed securities	25,067	163	167	25,063
	$52,330	$266	$1,066	$51,530

Cash proceeds realized from calls of securities held to maturity for the three and six months ended June 30, 2017 were $380,000 and $720,000, respectively. Cash proceeds realized from calls of securities held to maturity for the three and six months ended June 30, 2016 were $10,230,000 and $16,570,000, respectively. There were no gross gains and no gross losses realized on calls during the three and six months ended June 30, 2017. There were gross gains totaling $25,000 and no gross losses realized on calls during the three months ended June 30, 2016. There were gross gains totaling $49,000 and no gross losses realized on calls during the six months ended June 30, 2016.

Mortgage-backed securities are a type of asset-backed security secured by a mortgage or collection of mortgages, purchased by government agencies such as the Government National Mortgage Association and government sponsored agencies such as the Federal National Mortgage Association and the Federal Home Loan Mortgage Corporation, which then issue securities that represent claims on the principal and interest payments made by borrowers on the loans in the pool.

The following table presents the amortized cost and fair value of the debt securities portfolio by contractual maturity. As issuers may have the right to call or prepay obligations with or without call or prepayment premiums, the actual maturities may differ from contractual maturities. Securities not due at a single maturity date, such as mortgage-backed securities and asset-backed securities, are shown separately.

	June 30, 2017	
	Amortized Cost	Fair Value
	(In thousands)	
Available-for-sale		
Within one year	$1,000	$998
After one year, but within five years	9,033	9,026
After five years, but within ten years	22,840	22,484
After ten years	5,549	5,391
Mortgage-backed securities	67,742	67,088
Asset-backed securities	7,524	7,524
Total	$113,688	$112,511
Held to maturity		
Within one year	$2,271	$2,281
After one year, but within five years	8,790	8,814
After five years, but within ten years	17,738	17,209
After ten years	502	485
Mortgage-backed securities	22,790	22,784
Total	$52,091	$51,573

The following tables summarize the fair value and unrealized losses of those investment securities which reported an unrealized loss at June 30, 2017 and December 31, 2016, and if the unrealized loss position was continuous for the twelve months prior to June 30, 2017 and December 31, 2016.

Available-for-Sale

June 30, 2017	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
	(In thousands)					
U.S. government- sponsored agencies	$13,025	$ (210)	$3,192	$ (92)	$16,217	$ (302)
Obligations of state and political subdivisions	1,784	(49)	—	—	1,784	(49)
Mortgage-backed securities	46,810	(647)	6,771	(137)	53,581	(784)
Asset-backed securities	—	—	2,984	(36)	2,984	(36)
Corporate debt	7,185	(286)	1,939	(61)	9,124	(347)
Other equity investments	—	—	3,673	(202)	3,673	(202)
Total temporarily impaired securities	$68,804	$ (1,192)	$18,559	$ (528)	$87,363	$ (1,720)

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December 31, 2016	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
	(In thousands)					
U.S. government- sponsored agencies	$10,548	$ (260)	$3,402	$ (145)	$13,950	$ (405)
Obligations of state and political subdivisions	3,095	(142)	—	—	3,095	(142)
Mortgage-backed securities	35,009	(779)	3,360	(110)	38,369	(889)
Asset-backed securities	—	—	8,267	(125)	8,267	(125)
Corporate debt	8,031	(473)	956	(44)	8,987	(517)
Other equity investments	—	—	3,632	(194)	3,632	(194)
Total temporarily impaired securities	$56,683	$ (1,654)	$19,617	$ (618)	$76,300	$ (2,272)

Held to Maturity

June 30, 2017	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
	(In thousands)					
U.S. Treasury	$996	$ (3)	$—	$ —	$996	$ (3)
U.S. government- sponsored agencies	16,458	(529)	1,865	(31)	18,323	(560)
Obligations of state and political subdivisions	484	(17)	—	—	484	(17)
Mortgage-backed securities	13,401	(133)	—	—	13,401	(133)
Total temporarily impaired securities	$31,339	$ (682)	$1,865	$ (31)	$33,204	$ (713)

December 31, 2016	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
	(In thousands)					
U.S. Treasury	$995	$ (4)	$ —	$ —	$995	$ (4)
U.S. government- sponsored agencies	17,022	(865)	—	—	17,022	(865)
Obligations of state and political subdivisions	476	(30)	—	—	476	(30)
Mortgage-backed securities	12,901	(167)	—	—	12,901	(167)
Total temporarily impaired securities	$31,394	$ (1,066)	$ —	$ —	$31,394	$ (1,066)

Other-Than-Temporary-Impairment

At June 30, 2017, there were available-for-sale investments comprising two U.S. government-sponsored agency securities, ten mortgage-backed securities, one asset-backed security, two corporate debt securities, and one other equity investment security in a continuous loss position for twelve months or longer. At June 30, 2017, there were held to maturity investments comprising two U.S. government-sponsored agency securities in a continuous loss position for twelve months or longer. Management has assessed the securities that were in an unrealized loss position at June 30, 2017 and December 31, 2016 and has determined that any decline in fair value below amortized cost primarily relates to changes in interest rates and market spreads and was temporary.

In making this determination management considered the following factors: the period of time the securities were in an unrealized loss position; the percentage decline in comparison to the securities' amortized cost; any adverse conditions specifically related to the security, an industry or a geographic area; the rating or changes to the rating by a credit rating agency; the financial condition of the issuer and guarantor and any recoveries or additional declines in fair value subsequent to the balance sheet date.

The Corporation does not intend to sell these securities in an unrealized loss position and it is not more likely than not that we will be required to sell these securities before the recovery of their amortized cost bases, which may be at maturity.

Note 3. Loans and Allowance for Loan Losses

At June 30, 2017 and December 31, 2016, respectively, the loan portfolio consisted of the following:

	June 30, 2017	December 31, 2016
	(In thousands)	
Commercial:		
Secured by real estate	$32,573	$ 34,213
Other	50,296	47,852
Commercial real estate	470,349	382,551
Commercial construction	11,695	14,943
Residential real estate	85,666	84,321
Consumer:		
Secured by real estate	30,826	30,176
Other	478	244
Government Guaranteed Loans - guaranteed portion	9,532	9,732
Other	641	51
Total gross loans	692,056	604,083
Less: Deferred loan costs, net	344	226
Allowance for loan losses	8,550	7,905
	8,894	8,131
Loans, net	$683,162	$ 595,952

The Corporation has purchased the guaranteed portion of several Government Guaranteed loans. Due to the guarantee of the principal amount of these loans, no allowance for loan losses is established for these loans.

Activity in the allowance for loan losses is summarized as follows:

	For the three months ended June 30, 2017				
	Balance, beginning of period	Provision charged to operations	Loans charged off	Recoveries of loans charged off	Balance, end of period
	(In thousands)				
Commercial	$2,560	$ 84	$ (1)	$ 19	$ 2,662
Commercial real estate	5,149	327	—	26	5,502
Commercial construction	384	(131)	—	—	253
Residential real estate	65	(7)	—	—	58
Consumer	73	(10)	—	—	63
Other loans	—	5	(1)	1	5
Unallocated	15	(8)	—	—	7
Total	$8,246	$ 260	$ (2)	$ 46	$ 8,550

	For the six months ended June 30, 2017				
	Balance, beginning of period	Provision charged to operations	Loans charged off	Recoveries of loans charged off	Balance, end of period
	(In thousands)				
Commercial	$2,663	$ (34)	$ (2)	$ 35	$ 2,662
Commercial real estate	4,734	717	—	51	5,502
Commercial construction	355	(102)	—	—	253
Residential real estate	66	(8)	—	—	58
Consumer	75	(13)	—	1	63
Other loans	—	5	(1)	1	5
Unallocated	12	(5)	—	—	7
Total	$7,905	$ 560	$ (3)	$ 88	$ 8,550

	For the three months ended June 30, 2016				
	Balance, beginning of period	Provision charged to operations	Loans charged off	Recoveries of loans charged off	Balance, end of period
	(In thousands)				
Commercial	$3,720	$ (386)	$ (1)	$ 340	$ 3,673
Commercial real estate	4,413	(156)	(64)	31	4,224
Commercial construction	112	72	—	—	184
Residential real estate	106	—	—	—	106
Consumer	119	19	(7)	1	132
Other loans	1	1	(2)	—	—

Unallocated	69	—	—	—	69
Total	$ 8,540	$ (450)	$ (74)	$ 372	$ 8,388

	For the six months ended June 30, 2016				
	Balance, beginning of period	Provision charged to operations	Loans charged off	Recoveries of loans charged off	Balance, end of period
	(In thousands)				
Commercial	$3,698	$ (402)	$ (3)	$ 380	$ 3,673
Commercial real estate	4,660	(431)	(64)	59	4,224
Commercial construction	114	70	—	—	184
Residential real estate	109	(3)	—	—	106
Consumer	118	19	(7)	2	132
Other loans	3	(1)	(2)	—	—
Unallocated	121	(52)	—	—	69
Total	$8,823	$ (800)	$ (76)	$ 441	$ 8,388

The following table presents the balance in the allowance for loan losses and the recorded investment in loans by portfolio segment and based on the impairment method as of June 30, 2017 and December 31, 2016.

	June 30, 2017								
	Commercial	Commercial Real Estate	Commercial Construction	Residential Real Estate	Consumer	Government Guaranteed	Other Loans	Unallocated	Total
	(In thousands)								
Allowance for loan losses Ending allowance balance attributable to loans									
Individually evaluated for impairment	$35	$ 588	$ —	$ —	$ —	$ —	$ —	$ —	$623
Collectively evaluated for impairment	2,627	4,914	253	58	63	—	5	7	7,927
Total ending allowance balance	$2,662	$ 5,502	$ 253	$ 58	$ 63	$ —	$ 5	$ 7	$8,550
Loans:									
Loans individually evaluated for impairment	$1,496	$ 6,335	$ —	$ —	$ 70	$ —	$ —	$ —	$7,901
Loans collectively evaluated for impairment	81,373	464,014	11,695	85,666	31,234	9,532	641	—	684,155
Total ending loan balance	$82,869	$ 470,349	$ 11,695	$ 85,666	$ 31,304	$ 9,532	$ 641	$ —	$692,056

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	December 31, 2016								
	Commercial	Commercial Real Estate	Commercial Construction	Residential Real Estate	Consumer	Government Guaranteed	Other Loans	Unallocated	Total
	(In thousands)								
Allowance for loan losses Ending allowance balance attributable to loans									
Individually evaluated for impairment	$9	$ 601	$ —	$ —	$ —	$ —	$ —	$ —	$610
Collectively evaluated for impairment	2,654	4,133	355	66	75	—	—	12	7,295
Total ending allowance balance	$2,663	$ 4,734	$ 355	$ 66	$ 75	$ —	$ —	$ 12	$7,905
Loans:									
Loans individually evaluated for impairment	$1,698	$ 6,331	$ —	$ —	$ 78	$ —	$ —	$ —	$8,107
Loans collectively evaluated for impairment	80,367	376,220	14,943	84,321	30,342	9,732	51	—	595,976
Total ending loan balance	$82,065	$ 382,551	$ 14,943	$ 84,321	$ 30,420	$ 9,732	$ 51	$ —	$604,083

The following table presents the recorded investment in nonaccrual loans at the dates indicated:

	June 30, 2017	December 31, 2016
	(In thousands)	
Secured by real estate	$37	$ —
Commercial real estate	719	528
Consumer:		
Secured by real estate	70	78
Total nonaccrual loans	$826	$ 606

At June 30, 2017 there was one residential mortgage past due 90 days and still accruing in the amount of $320,000 which was brought under 90 days past due subsequent to quarter end. At December 31, 2016, there were no loans that were past due 90 days and still accruing.

The following table presents loans individually evaluated for impairment by class of loan at and for the periods indicated:

	At and for the six months ended June 30, 2017				
	Unpaid Principal Balance	Recorded Investment	Allowance for Loan Losses Allocated	Average Recorded Investment	Interest Income Recognized
	(In thousands)				
With no related allowance recorded:					
Commercial:					
Secured by real estate	$1,414	$ 1,289		$ 1,321	$ 41
Commercial real estate	3,495	3,191		3,156	62
Consumer:					
Secured by real estate	77	70		74	—
With an allowance recorded:					
Commercial:					
Secured by real estate	37	37	$ 27	52	—
Other	170	170	8	200	7
Commercial real estate	3,144	3,144	588	3,160	64
	$8,337	$ 7,901	$ 623	$ 7,963	$ 174

During the six months ended June 30, 2017, no interest income was recognized on a cash basis.

	At and for the year ended December 31, 2016				
	Unpaid Principal Balance	Recorded Investment	Allowance for Loan Losses Allocated	Average Recorded Investment	Interest Income Recognized
	(In thousands)				
With no related allowance recorded:					
Commercial:					
Secured by real estate	$1,481	$ 1,353		$ 2,018	$ 92
Other	—	—		27	—
Commercial real estate	3,448	3,156		3,128	181
Consumer:					
Secured by real estate	81	78		81	—
With an allowance recorded:					
Commercial:					
Secured by real estate	120	120	$ —	186	7
Other	225	225	9	247	17
Commercial real estate	3,175	3,175	601	4,109	130
	$8,530	$ 8,107	$ 610	$ 9,796	$ 427

During the year ended December 31, 2016, no interest income was recognized on a cash basis.

The following table presents the aging of the recorded investment in past due loans by class of loans as of June 30, 2017 and December 31, 2016. Nonaccrual loans are included in the disclosure by payment status.

	June 30, 2017					
	30-59 Days Past Due	60-89 Days Past Due	Greater than 90 Days Past Due	Total Past Due	Loans Not Past Due	Total
	(In thousands)					
Commercial:						
Secured by real estate	$—	$—	$ —	$—	$32,573	$32,573
Other	—	—	—	—	50,296	50,296
Commercial real estate	98	514	—	612	469,737	470,349
Commercial construction	—	—	—	—	11,695	11,695
Residential real estate	—	—	320	320	85,346	85,666
Consumer:						
Secured by real estate	3	—	34	37	30,789	30,826
Other	—	—	—	—	478	478
Government Guaranteed	—	—	—	—	9,532	9,532
Other	—	—	—	—	641	641
Total	$101	$514	$ 354	$969	$691,087	$692,056

	December 31, 2016					
	30-59 Days Past Due	60-89 Days Past Due	Greater than 90 Days Past Due	Total Past Due	Loans Not Past Due	Total
	(In thousands)					
Commercial:						
Secured by real estate	$—	$ —	$ —	$—	$34,213	$34,213
Other	—	—	—	—	47,852	47,852
Commercial real estate	106	—	—	106	382,445	382,551
Commercial construction	—	—	—	—	14,943	14,943
Residential real estate	—	—	—	—	84,321	84,321
Consumer:						
Secured by real estate	6	—	40	46	30,130	30,176
Other	—	—	—	—	244	244
Government Guaranteed	—	—	—	—	9,732	9,732
Other	—	—	—	—	51	51
Total	$112	$ —	$ 40	$152	$603,931	$604,083

Troubled Debt Restructurings

In order to determine whether a borrower is experiencing financial difficulty necessitating a restructuring, an evaluation is performed of the probability that the borrower will be in payment default on any of its debt in the foreseeable future without the modification. This evaluation is performed under the Corporation's internal underwriting policy. A loan is considered to be in payment default once it is contractually 90 days past due under the modified terms.

At June 30, 2017 and December 31, 2016, the Corporation had $7.7 million and $8.0 million, respectively, of loans whose terms have been modified in troubled debt restructurings. Of these loans, $7.1 million and $7.5 million were performing in accordance with their new terms at June 30, 2017 and December 31, 2016, respectively. The remaining troubled debt restructurings are reported as nonaccrual loans. Specific reserves of $595,000 and $610,000 have been allocated for the troubled debt restructurings at June 30, 2017 and December 31, 2016, respectively. As of June 30, 2017 and December 31, 2016, the Corporation has committed $235,000 and $190,000, respectively, of additional funds to a single customer with an outstanding line of credit that is classified as a troubled debt restructuring.

As of June 30, 2017, there was one troubled debt restructuring for $514,000 which was in payment default within twelve months following the modification. As of June 30, 2016, there were no trouble debt restructurings that were in payment default within twelve months following the modification.

There were no new loans classified as a troubled debt restructuring during the three and six months ended June 30, 2017 or June 30, 2016.

Credit Quality Indicators

The Corporation categorizes certain loans into risk categories based on relevant information about the ability of the borrowers to service their debt, such as: current financial information, historical payment experience, credit documentation, public information, and current economic trends, among other factors. The Corporation analyzes loans individually by classifying the loans as to credit risk. This analysis includes non-homogeneous loans, such as commercial, commercial real estate and commercial construction loans. This analysis is performed at the time the loan is originated and annually thereafter. The Corporation uses the following definitions for risk ratings.

Special Mention – A Special Mention asset has potential weaknesses that deserve management's close attention, which, if left uncorrected, may result in deterioration of the repayment prospects for the asset or the Bank's credit position at some future date. Special Mention assets are not adversely classified and do not expose the Bank to sufficient risk to warrant adverse classification.

Substandard – Substandard loans are inadequately protected by the current net worth and paying capacity of the borrower or by the collateral pledged, if any. Loans so classified must have a well-defined weakness or weaknesses that jeopardize the repayment and liquidation of the debt. These loans are characterized by the distinct possibility that the Bank will sustain some loss if the deficiencies are not corrected.

Doubtful – A Doubtful loan has all of the weaknesses inherent in those classified as Substandard with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently known facts, conditions, and values, highly questionable or improbable. The likelihood of loss is extremely high, but because of certain important and reasonably specific factors, an estimated loss is deferred until a more exact status can be determined.

Loss – A loan classified Loss is considered uncollectible and of such little value that its continuance as an asset is not warranted. This classification does not necessarily mean that an asset has absolutely no recovery or salvage value, but rather it is not practical or desirable to defer writing off a basically worthless asset even though partial recovery may be effected in the future.

Loans not meeting the criteria above that are analyzed individually as part of the above described process are considered to be pass rated loans. As of June 30, 2017 and December 31, 2016, and based on the most recent analysis performed at those times, the risk category of loans by class is as follows:

	June 30, 2017					
	Pass	Special Mention	Substandard	Doubtful	Loss	Total
	(In thousands)					
Commercial:						
Secured by real estate	$29,651	$2,473	$ 449	$ —	$ —	$32,573
Other	49,510	229	557	—	—	50,296
Commercial real estate	455,050	13,178	2,121	—	—	470,349
Commercial construction	11,695	—	—	—	—	11,695
Total	$545,906	$15,880	$ 3,127	$ —	$ —	$564,913

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	December 31, 2016					
	Pass	Special Mention	Substandard	Doubtful	Loss	Total
	(In thousands)					
Commercial:						
Secured by real estate	$32,159	$1,601	$ 453	$ —	$ —	$34,213
Other	46,865	404	583	—	—	47,852
Commercial real estate	366,251	14,345	1,955	—	—	382,551
Commercial construction	14,943	—	—	—	—	14,943
Total	$460,218	$16,350	$ 2,991	$ —	$ —	$479,559

The Corporation considers the performance of the loan portfolio and its impact on the allowance for loans losses. For the residential real estate and consumer loan segments, the Corporation also evaluates credit quality based on payment activity. The following table presents the recorded investment in residential real estate and consumer loans based on payment activity as of June 30, 2017 and December 31, 2016.

	June 30, 2017		
	Current	Past Due or Nonaccrual	Total
	(In thousands)		
Residential real estate	$85,346	$ 320	$85,666
Consumer:			
Secured by real estate	30,789	37	30,826
Other	478	—	478
Total	$116,613	$ 357	$116,970

	December 31, 2016		
	Current	Past Due or Nonaccrual	Total
	(In thousands)		
Residential real estate	$84,321	$ —	$84,321
Consumer:			
Secured by real estate	30,130	46	30,176
Other	244	—	244
Total	$114,695	$ 46	$114,741

Note 4. Fair Value of Financial Instruments

Fair value is the exchange price that would be received for an asset or paid to transfer a liability (exit price) in an orderly transaction between market participants on the measurement date. There are three levels of inputs that may be used to measure fair value:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect a reporting entity's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

The fair values of investment securities are determined by quoted market prices, if available (Level 1). For securities where quoted prices are not available, fair values of investment securities are determined by matrix pricing, which is a mathematical technique widely used in the industry to value debt securities without relying exclusively on quoted prices for the specific securities but rather by relying on the securities' relationship to other benchmark quoted securities (Level 2 inputs). As the Corporation is responsible for the determination of fair value, it performs quarterly analyses on the prices received from the pricing service to determine whether the prices are reasonable estimates of fair value. Specifically, the Corporation compares the prices received from the pricing service to a secondary pricing source. The Corporation's internal price verification procedures have not historically resulted in adjustment in the prices obtained from the pricing service.

The interest rate swaps are reported at fair values obtained from brokers who utilize internal models with observable market data inputs to estimate the values of these instruments (Level 2 inputs).

The Corporation measures impairment of collateralized loans and other real estate owned ("OREO") based on the estimated fair value of the collateral less estimated costs to sell the collateral, incorporating assumptions that experienced parties might use in estimating the value of such collateral (Level 3 inputs). At the time a loan or OREO is considered impaired, it is valued at the lower of cost or fair value. Generally, impaired loans carried at fair value have been partially charged-off or receive specific allocations of the allowance for loan losses. OREO is initially recorded at fair value less estimated selling costs. For collateral dependent loans and OREO, fair value is commonly based on real estate appraisals. These appraisals may utilize a single valuation approach or a combination of approaches including comparable sales and the income approach. Adjustments are routinely made in the appraisal process by the independent appraisers to adjust for differences between the comparable sales and income data available. Such adjustments typically result in a Level 3 classification of the inputs for determining fair value. Non-real estate collateral may be valued using an appraisal, the net book value recorded for the collateral on the borrower's financial statements, or aging reports. Collateral is then adjusted or discounted based on management's historical knowledge, changes in market conditions from the time of the valuation, and management's expertise and knowledge of the borrower and borrower's business, resulting in a Level 3 fair value classification. Impaired loans are evaluated on a quarterly basis for additional impairment and adjusted accordingly.

Appraisals are generally obtained to support the fair value of collateral. Appraisals for both collateral-dependent impaired loans and OREO are performed by licensed appraisers whose qualifications and licenses have been reviewed and verified by the Corporation. The Corporation utilizes a third party to order appraisals and, once received, reviews the assumptions and approaches utilized in the appraisal as well as the resulting fair value in comparison with independent data sources such as recent market data or industry-wide statistics.

Real estate appraisals typically incorporate measures such as recent sales prices for comparable properties. In addition, appraisers may make adjustments to the sales price of the comparable properties as deemed appropriate based on the age, condition or general characteristics of the subject property. Management generally applies a 12% discount to real estate appraised values to cover disposition / selling costs and to reflect the potential price reductions in the market necessary to complete an expedient transaction and to factor in the impact of the perception that a transaction being completed by a bank may result in further price reduction pressure.

Assets and Liabilities Measured on a Recurring Basis

Assets and liabilities measured at fair value on a recurring basis are summarized below:

		Fair Value Measurements Using:		
	Carrying Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	At June 30, 2017 (In thousands)			
Assets:				
Available-for-sale securities				
U.S. government - sponsored agencies	$20,478	$—	$ 20,478	$ —
Obligations of state and political subdivisions	3,189	—	3,189	—
Mortgage-backed securities	67,088	—	67,088	—
Asset-backed securities	7,524	—	7,524	—
Corporate debt	14,232	—	14,232	—
Other equity investments	3,733	3,673	60	—
Total available-for-sale securities	$116,244	$3,673	$ 112,571	$ —
Liabilities:				
Interest Rate Swap	$62	$—	$ 62	$ —

		Fair Value Measurements Using:		
	Carrying Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	At December 31, 2016 (In thousands)			
Assets:				
Available-for-sale securities				
U.S. government - sponsored agencies	$17,445	$—	$ 17,445	$ —
Obligations of state and political subdivisions	3,096	—	3,096	—
Mortgage-backed securities	52,046	—	52,046	—
Asset-backed securities	8,267	—	8,267	—
Corporate debt	14,037	—	14,037	—

Other equity investments	3,692	3,632	60	—
Total available-for-sale securities	$98,583	$3,632	$ 94,951	$ —

There were no transfers of assets between Level 1 and Level 2 during the six months ended June 30, 2017 or during the year ended December 31, 2016. There were no changes to the valuation techniques for fair value measurements as of June 30, 2017 and December 31, 2016.

Assets and Liabilities Measured on a Non-Recurring Basis

Assets and liabilities measured at fair value on a non-recurring basis are summarized below:

	Carrying Value	Fair Value Measurements Using: Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	At June 30, 2017 (In thousands)			
Assets:				
Impaired loans				
Commercial:				
Secured by Real Estate	$10	$ —	$ —	$ 10
Commercial real estate	206	—	—	206
	$216	$ —	$ —	$ 216

	Carrying Value	Fair Value Measurements Using: Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	At December 31, 2016 (In thousands)			
Assets:				
Impaired loans				
Commercial real estate	$528	$ —	$ —	$ 528
Other Real Estate Owned	401	—	—	401
	$929	$ —	$ —	$ 929

Collateral-dependent impaired loans measured for impairment using the fair value of the collateral had a recorded investment value of $242,000, resulting in an increase of the allocation for loan losses of $26,000 for the six months ended June 30, 2017.

Collateral-dependent impaired loans measured for impairment using the fair value of the collateral had a recorded investment value of $528,000, with no valuation allowance, resulting in no change of the allocation for loan losses for the year ended December 31, 2016.

At June 30, 2017, there were no OREO properties. At December 31, 2016, OREO had a recorded investment value of $404,000 with a $3,000 valuation allowance. There were no additional valuation allowances recorded during the six months ended June 30, 2017. Additional valuation allowances of $20,000 were recorded during the six months ended June 30, 2016.

For the Level 3 assets measured at fair value on a non-recurring basis as of June 30, 2017 and December 31, 2016, the significant unobservable inputs used in the fair value measurements were as follows:

June 30, 2017

Assets (Dollars in thousands)	Fair Value	Valuation Technique	Unobservable Inputs	Range
Impaired loans	$ 216	Comparable real estate sales and / or the income approach.	Adjustments for differences between comparable sales and income data available.	5%
			Estimated selling costs.	7%

December 31, 2016

Assets (Dollars in thousands)	Fair Value	Valuation Technique	Unobservable Inputs	Range
Impaired loans	$ 528	Comparable real estate sales and / or the income approach.	Adjustments for differences between comparable sales and income data available.	5%
			Estimated selling costs.	7%
Other real estate owned	$ 401	Comparable real estate sales and / or the income approach.	Adjustments for differences between comparable sales and income data available.	2%
			Estimated selling costs.	7%

Fair value estimates for the Corporation's financial instruments are summarized below:

	Carrying Value	Fair Value Measurements Using: Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	At June 30, 2017 (In thousands)			
Financial assets:				
Cash and cash equivalents	$19,459	$19,459	$ —	$ —
Securities available-for-sale	116,244	3,673	112,571	—
Securities held to maturity	52,091	—	51,573	—
FHLB-NY stock	5,169	N/A	N/A	N/A
Mortgage loans held for sale	446	—	—	446
Loans, net	683,162	—	—	681,466
Financial liabilities:				
Deposits	720,893	525,726	194,942	—
FHLB-NY advances	93,760	—	93,709	—
Subordinated Debentures and Subordinated Notes	23,284	—	—	23,446
Interest rate swap	62	—	62	—

	Carrying Value	Fair Value Measurements Using: Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	December 31, 2016 (In thousands)			
Financial assets:				
Cash and cash equivalents	$11,680	$11,680	$ —	$ —
Securities available-for-sale	98,583	3,632	94,951	—
Securities held to maturity	52,330	—	51,530	—
FHLB-NY stock	3,515	N/A	N/A	N/A
Mortgage loans held for sale	773	—	—	773
Loans, net	595,952	—	—	596,506
Financial liabilities:				
Deposits	658,930	503,949	154,724	—
FHLB-NY advances	59,200	—	59,174	—
Subordinated Debentures and Subordinated Notes	23,252	—	—	23,230

The following methods and assumptions were used to estimate the fair value of each class of financial instrument:

Cash and cash equivalents – The carrying amount approximates fair value and is classified as Level 1.

Securities available-for-sale and held to maturity – The methods for determining fair values were described previously.

FHLB-NY stock - It is not practicable to determine the fair value of FHLB-NY stock due to restrictions placed on the transferability of the stock.

Mortgage loans held for sale – Loans in this category have been committed for sale to third party investors at the current carrying amount resulting in a Level 3 classification.

Loans, net – Fair values are estimated for portfolios of loans with similar financial characteristics. Loans are segregated by type such as residential and commercial mortgages, commercial and other installment loans. The fair value of loans is estimated by discounting cash flows using estimated market discount rates which reflect the credit and interest rate risk inherent in the loans resulting in a Level 3 classification. Fair values estimated in this manner do not fully incorporate an exit-price approach to fair value, but instead are based on a comparison to current market rates for comparable loans.

Deposits – The fair value of deposits, with no stated maturity, such as noninterest-bearing demand deposits, savings, NOW and money market accounts, is equal to the amount payable on demand resulting in a Level 1 classification. The fair value of certificates of deposit is based on the discounted value of cash flows resulting in a Level 2 classification. The discount rate is estimated using market discount rates which reflect interest rate risk inherent in the certificates of deposit. Fair values estimated in this manner do not fully incorporate an exit-price approach to fair value, but instead are based on a comparison to current market rates for comparable deposits.

FHLB-NY advances – With respect to FHLB-NY borrowings, the fair value is based on the discounted value of cash flows. The discount rate is estimated using market discount rates which reflect the interest rate risk and credit risk inherent in the term borrowings resulting in a Level 2 classification.

Subordinated Debentures and Subordinated Notes – The fair value of the Subordinated Debentures and the Subordinated Notes is based on the discounted value of the cash flows. The discount rate is estimated using market rates which reflect the interest rate and credit risk inherent in the Subordinated Debentures and the Subordinated Notes resulting in a Level 3 classification.

Interest rate swap - The fair value of derivatives, which are included in Accrued Expenses and Other Liabilities on the Consolidated Statements of Financial Condition, is based on valuation models using observable market data as of the measurement date (Level 2).

Commitments to extend credit – The fair value of commitments is estimated using the fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the present credit worthiness of the counter parties. At June 30, 2017 and December 31, 2016, the fair value of such commitments were not material.

Limitations

The preceding fair value estimates were made at June 30, 2017 and December 31, 2016 based on pertinent market data and relevant information concerning the financial instruments. These estimates do not include any premiums or discounts that could result from an offer to sell at one time the Corporation's entire holdings of a particular financial instrument or category thereof. Since no market exists for a substantial portion of the Corporation's financial instruments, fair value estimates were necessarily based on judgments with respect to future expected loss experience, current economic conditions, risk assessments of various financial instruments, and other factors. Given the subjective nature of these estimates, the uncertainties surrounding them and the matters of significant judgment that must be applied, these fair value estimates cannot be calculated with precision. Modifications in such assumptions could meaningfully alter these estimates.

Since these fair value approximations were made solely for on- and off-balance sheet financial instruments at June 30, 2017 and December 31, 2016, no attempt was made to estimate the value of anticipated future business. Furthermore, certain tax implications related to the realization of unrealized gains and losses could have a substantial impact on these fair value estimates and have not been incorporated into the estimates.

Note 5. Earnings Per Share

The following reconciles the income available to common shareholders (numerator) and the weighted average common stock outstanding (denominator) for both basic and diluted earnings per share.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
	(Dollars in thousands)			
Net income	$1,268	$ 1,362	$2,259	$ 2,353
Weighted average common shares outstanding - basic	8,174,484	6,111,729	7,155,367	6,102,040
Effect of dilutive securities - stock options	N/A	N/A	N/A	N/A
Weighted average common shares outstanding - diluted	8,174,484	6,111,729	7,155,367	6,102,040
Basic earnings per common share	$0.16	$ 0.22	$0.32	$ 0.39
Diluted earnings per common share	$0.16	$ 0.22	$0.32	$ 0.39

There were no stock options to purchase shares of common stock for the six months ended June 30, 2017 and 2016.

Note 6. Accumulated Other Comprehensive Income

The components of comprehensive income, both gross and net of tax, are presented for the periods below:

	Three Months Ended June 30,					
	2017			2016		
	Gross	Tax Effect	Net	Gross	Tax Effect	Net
	(In thousands)					
Net income	$2,004	$(736)	$1,268	$2,138	$(776)	$1,362
Other comprehensive income (loss):						
Change in unrealized holding gains (losses) on securities available-for-sale	301	(114)	187	395	(151)	244
Reclassification adjustment for gains in net income	—	—	—	(32)	12	(20)
Accretion of loss on securities reclassified to held to maturity	10	(4)	6	41	(16)	25
Change in fair value of interest rate swap	(62)	25	(37)	—	—	—
Total other comprehensive income	249	(93)	156	404	(155)	249
Total comprehensive income	$2,253	$(829)	$1,424	$2,542	$(931)	$1,611

	Six Months Ended June 30,					
	2017			2016		
	Gross	Tax Effect	Net	Gross	Tax Effect	Net
	(In thousands)					
Net income	$3,569	$(1,310)	$2,259	$3,681	$(1,328)	$2,353
Other comprehensive income (loss):						
Change in unrealized holding gains (losses) on securities available-for-sale	632	(240)	392	1,482	(566)	916
Reclassification adjustment for gains in net income	—	—	—	(56)	21	(35)
Accretion of loss on securities reclassified to held to maturity	21	(8)	13	113	(43)	70
Change in fair value of interest rate swap	(62)	25	(37)	62	(25)	37
Total other comprehensive income	591	(223)	368	1,601	(613)	988
Total comprehensive income	$4,160	$(1,533)	$2,627	$5,282	$(1,941)	$3,341

The following tables present the after-tax changes in the balances of each component of accumulated other comprehensive income for the three and six months ended June 30, 2017 and 2016.

	Three Months Ended June 30, 2017 Components of Accumulated Other Comprehensive Income (Loss)			Total
	Unrealized Gains and (Losses) on Available-for-Sale (AFS) Securities (In thousands)	Loss on Securities Reclassified from Available-for-Sale to Held to Maturity	Unrealized Gains and (Losses) on Derivatives	Accumulated Other Comprehensive Income (Loss)
Balance at March 31, 2017	$(1,038)	$ (71)	$ —	$ (1,109)
Other comprehensive income before reclassifications	187	6	(37)	156
Amounts reclassified from other comprehensive income	—	—	—	—
Other comprehensive income	187	6	(37)	156
Balance at June 30, 2017	$(851)	$ (65)	$ (37)	$ (953)

	Six Months Ended June 30, 2017 Components of Accumulated Other Comprehensive Income (Loss)			Total
	Unrealized Gains and (Losses) on Available-for-Sale (AFS) Securities (In thousands)	Loss on Securities Reclassified from Available-for-Sale to Held to Maturity	Unrealized Gains and (Losses) on Derivatives	Accumulated Other Comprehensive Income (Loss)
Balance at December 31, 2016	$(1,243)	$ (78)	$ —	$ (1,321)
Other comprehensive income before reclassifications	392	13	(37)	368
Amounts reclassified from other comprehensive income	—	—	—	—
Other comprehensive income, net	392	13	(37)	368
Balance at June 30, 2017	$(851)	$ (65)	$ (37)	$ (953)

	Three Months Ended June 30, 2016 Components of Accumulated Other Comprehensive Income (Loss)			Total
	Unrealized Gains and (Losses) on Available-for-Sale (AFS) Securities	Loss on Securities Reclassified from Available-for-Sale to Held to Maturity	Unrealized Gains and (Losses) on Derivatives	Accumulated Other Comprehensive Income (Loss)
	(In thousands)			
Balance at March 31, 2016	$47	$ (153)	$ —	$ (106)
Other comprehensive income (loss) before reclassifications	244	25	—	269
Amounts reclassified from other comprehensive income	(20)	—	—	(20)
Other comprehensive income (loss), net	224	25	—	249
Balance at June 30, 2016	$271	$ (128)	$ —	$ 143

	Six Months Ended June 30, 2016 Components of Accumulated Other Comprehensive Income (Loss)			Total
	Unrealized Gains and (Losses) on Available-for-Sale (AFS) Securities	Loss on Securities Reclassified from Available-for-Sale to Held to Maturity	Unrealized Gains and (Losses) on Derivatives	Accumulated Other Comprehensive Income (Loss)
	(In thousands)			
Balance at December 31, 2015	$(610)	$ (198)	$ (37)	$ (845)
Other comprehensive income before reclassifications	916	70	37	1,023
Amounts reclassified from other comprehensive income	(35)	—	—	(35)
Other comprehensive income, net	881	70	37	988
Balance at June 30, 2016	$271	$ (128)	$ —	$ 143

The following tables present amounts reclassified from each component of accumulated other comprehensive income on a gross and net of tax basis for the three and six months ended June 30, 2017 and 2016.

Components of Accumulated Other Comprehensive Income	Three Months Ended June 30, 2017	2016	Income Statement Line Item
	(In thousands)		
Unrealized gains on AFS securities before tax	$ —	$ 32	Gains on securities transactions, net
Tax effect	—	(12)	
Total net of tax	—	20	
Total reclassifications, net of tax	$ —	$ 20	

Components of Accumulated Other Comprehensive Income	Six Months Ended June 30, 2017	2016	Income Statement Line Item
	(In thousands)		
Unrealized gains on AFS securities before tax	$ —	$ 56	Gains on securities transactions, net
Tax effect	—	(21)	
Total net of tax	—	35	
Total reclassifications, net of tax	$ —	$ 35	

Note 7. Common Stock

On April 17, 2017, the Corporation closed the underwritten public offering of 2,509,090 shares of the Corporation’s common stock, which includes 327,272 shares issued pursuant to the full exercise of the underwriter’s over-allotment option, at a price to the public of $8.25 per share, for aggregate gross proceeds of $20.7 million. The net proceeds to the Corporation, after deducting the underwriting discount and offering expenses, were $18.9 million. The Corporation expects to use the net proceeds of this offering to support organic growth and other general corporate purposes.

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

Cautionary Note Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q contains certain "forward-looking statements" with respect to Stewardship Financial Corporation (the "Corporation") within the meaning of the Private Securities Litigation Reform Act of 1995, which forward-looking statements may be identified by the use of such words as "expect," "believe", "anticipate," "should," "plan," "estimate," and "potential." Examples of forward-looking statements include, but are not limited to, estimates with respect to the financial condition, results of operations and business of the Corporation that are subject to various factors which could cause actual results to differ materially from these estimates. These factors include: changes in general, economic and market conditions, legislative and regulatory conditions, or the development of an interest rate environment that adversely affects the Corporation's interest rate spread or other income anticipated from operations and investments. As used in this Form 10-Q, "we", "us" and "our" refer to the Corporation and its consolidated subsidiary, Atlantic Stewardship Bank (the "Bank"), depending on the context.

Critical Accounting Policies and Estimates

"Management's Discussion and Analysis of Financial Condition and Results of Operations," as well as disclosures found elsewhere in this Quarterly Report on Form 10-Q, are based upon the Corporation's consolidated financial statements, which have been prepared in conformity with U.S. generally accepted accounting principles ("GAAP"). The preparation of these financial statements requires the Corporation to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. Note 1 to the Corporation's Audited Consolidated Financial Statements for the year ended December 31, 2016, included in the Corporation's 2016 Annual Report, contains a summary of the Corporation's significant accounting policies. Management believes the Corporation's policy with respect to the methodology for the determination of the allowance for loan losses and the evaluation of deferred income taxes involves a higher degree of complexity and requires management to make difficult and subjective judgments, which often require assumptions or estimates about highly uncertain matters. Changes in these judgments, assumptions or estimates could materially impact results of operations. This critical accounting policy and its application are periodically reviewed with the Audit Committee and the Board of Directors.

Allowance for Loan Losses. The allowance for loan losses is based upon management's evaluation of the adequacy of the allowance, including an assessment of known and inherent risks in the loan portfolio, giving consideration to the size and composition of the loan portfolio, actual loan loss experience, level of delinquencies, detailed analysis of individual loans for which full collectability may not be assured, the existence and estimated net realizable value of any underlying collateral and guarantees securing the loans, and current economic and market conditions. Although management uses the best information available, the level of the allowance for loan losses remains an estimate, which is subject to significant judgment and short-term change. Various regulatory agencies, as an integral part of their examination process, periodically review the Corporation's allowance for loan losses. Such agencies may require the Corporation to make additional provisions for loan losses based upon information available to them at the time of their examination. Furthermore, the majority of the Corporation's loans are secured by real estate in the State of New Jersey. Accordingly, the collectability of a substantial portion of the carrying value of the Corporation's loan portfolio is susceptible to changes in local market conditions and may be adversely affected should real estate values decline or the northern New Jersey area experience adverse economic changes. Future adjustments to the allowance for loan losses may be necessary due to economic, operating, regulatory and other conditions beyond the Corporation's control.

Deferred Income Taxes. The Corporation records income taxes in accordance with ASC 740, "Income Taxes," as amended, using the asset and liability method. Accordingly, deferred tax assets and liabilities: (i) are recognized for the expected future tax consequences of events that have been recognized in the financial statements or tax returns; (ii) are attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases; and (iii) are measured using enacted tax rates expected to apply in the years when those temporary differences are expected to be recovered or settled. Where applicable, deferred tax assets are reduced by a valuation allowance for any portions determined not likely to be realized. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income tax expense in the period of enactment. The valuation allowance is adjusted, by a charge or credit to income tax expense, as changes in facts and circumstances warrant.

Financial Condition

Total assets increased $117.8 million to $913.3 million at June 30, 2017 from $795.5 million at December 31, 2016. Securities available-for-sale increased $17.7 million to $116.2 million. Net loans increased $87.2 million to $683.2

million at June 30, 2017 compared to $596.0 million at December 31, 2016, reflecting strong new loan originations, partially offset by normal principal amortization and payoffs. In connection with our previously disclosed capital raise, the Corporation completed an approximate $20.0 million leverage transaction.

Deposits totaled $720.9 million at June 30, 2017, an increase of $62.0 million from $658.9 million at December 31, 2016. The growth in deposits primarily consisted of a $53.6 million increase in interest-bearing accounts. Other borrowings increased to $93.8 million at June 30, 2017 compared to $59.2 million at December 31, 2016 with $20.0 million of the growth attributable to the above noted leverage transaction.

Shareholders' equity reflects the net proceeds of $18.9 million from the Corporation's public offering of shares of common stock of the Corporation during the quarter. On April 17, 2017, the Corporation closed the underwritten public offering of 2,509,090 shares of the Corporation’s common stock, which includes 327,272 shares issued pursuant to the full exercise of the underwriter’s over-allotment option, at a price to the public of $8.25 per share, for aggregate gross proceeds of $20.7 million. The net proceeds to the Corporation, after deducting the underwriting discount and offering expenses, were $18.9 million. The Corporation expects to use the net proceeds of this offering to support organic growth and other general corporate purposes.

Results of Operations

General

The Corporation reported net income of $1.3 million, or $0.16 diluted earnings per common share for the three months ended June 30, 2017 compared to net income of $1.4 million, or $0.22 diluted earnings per share, for the three months ended June 30, 2016. For the six months ended June 30, 2017, the Corporation reported net income of $2.3 million, or $0.32 diluted earnings per common share, compared to net income of $2.4 million, or $0.39 diluted earnings per common share, for the comparable prior year period. While the net results for the current year periods were relatively comparable to the three and six months ended June 30, 2016, the prior year periods benefited from negative provision for loan losses of $450,000 and $800,000, respectively, as compared to provision for loan losses of $260,000 and $560,000 for the three and six months ended June 30, 2017, respectively. Furthermore, earnings per share for the three and six months ended June 30, 2017 were impacted by the 2,509,090 shares issued in the Corporation's recent public offering of common stock.

Net Interest Income

Net interest income, on a tax equivalent basis, for the three and six months ended June 30, 2017 was $6.6 million and $12.8 million compared to $5.9 million and $11.3 million recorded in the prior year period. The net interest rate spread and net yield on interest-earning assets for the three months ended June 30, 2017 were 2.91% and 3.14%, respectively, compared to 3.16% and 3.38% for the three months ended June 30, 2016. For the six months ended June 30, 2017, the net interest rate spread and net yield on interest-earning assets were 2.97% and 3.18%, respectively, compared to 3.03% and 3.24% for the six months ended June 30, 2016.

In general, the net interest rate spread and net yield on interest-earning assets for the current year periods is reflective of the increase in the balance sheet - primarily loan growth funded by deposits.

The following tables reflect the components of the Corporation’s net interest income for the three and six months ended June 30, 2017 and 2016 including: (1) average assets, liabilities and shareholders’ equity based on average daily balances, (2) interest income earned on interest-earning assets and interest expense paid on interest-bearing liabilities, (3) average yields earned on interest-earning assets and average rates paid on interest-bearing liabilities and (4) net yield on interest-earning assets. Nontaxable income from investment securities and loans is presented on a tax-equivalent basis assuming a statutory tax rate of 34% for the periods presented. This was accomplished by adjusting non-taxable income upward to make it equivalent to the level of taxable income required to earn the same amount after taxes.

Analysis of Net Interest Income (Unaudited)
Three Months Ended June 30,

	2017			2016		
	Average Balance	Interest Income/ Expense	Average Rates Earned/ Paid	Average Balance	Interest Income/ Expense	Average Rates Earned/ Paid
	(Dollars in thousands)					
Assets						
Interest-earning assets:						
Loans (1) (2)	$673,413	$7,017	4.18 %	$527,777	$6,125	4.67 %
Taxable investment securities (1)	156,222	861	2.21 %	151,067	738	1.96
Tax-exempt investment securities (1) (2)	8,965	102	4.56	11,992	159	5.33
Other interest-earning assets	1,603	6	1.50	13,947	19	0.55
Total interest-earning assets	840,203	7,986	3.81	704,783	7,041	4.02
Non-interest-earning assets:						
Allowance for loan losses	(8,326)			(8,743)		
Other assets	46,532			42,276		
Total assets	$878,409			$738,316		
Liabilities and Stockholders' Equity						
Interest-bearing liabilities:						
Interest-bearing demand deposits	$237,947	$129	0.22 %	$229,276	$141	0.25 %
Savings deposits	93,754	23	0.10	87,005	23	0.10
Time deposits	192,096	567	1.18	145,993	397	1.09
FHLB-NY borrowing	82,822	319	1.54	40,001	201	2.02
Subordinated debentures and subordinated notes	23,276	371	6.39	23,211	362	6.27
Total interest-bearing liabilities	629,895	1,409	0.90	525,486	1,124	0.86
Non-interest-bearing liabilities:						
Demand deposits	176,489			161,055		
Other liabilities	3,058			2,178		
Stockholders' equity	68,967			49,597		
Total liabilities and stockholders' equity	$878,409			$738,316		
Net interest income (taxable equivalent basis)		6,577			5,917	
Tax equivalent adjustment		(43)			(62)	
Net interest income		$6,534			$5,855	
Net interest spread (taxable equivalent basis)			2.91 %			3.16 %
Net yield on interest-earning assets (taxable equivalent basis) (3)			3.14 %			3.38 %

(1) For purpose of these calculations, nonaccruing loans are included in the average balance. Loans and total interest-earning assets are net of unearned income. Securities are included at amortized cost.
(2) The tax equivalent adjustments are based on a marginal tax rate of 34%.
(3) Net interest income (taxable equivalent basis) divided by average interest-earning assets.

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Analysis of Net Interest Income (Unaudited)
Six Months Ended June 30,

	2017			2016		
	Average Balance	Interest Income/ Expense	Average Rates Earned/ Paid	Average Balance	Interest Income/ Expense	Average Rates Earned/ Paid
	(Dollars in thousands)					
Assets						
Interest-earning assets:						
Loans (1) (2)	$650,513	$13,612	4.22 %	$527,873	$11,787	4.49 %
Taxable investment securities (1)	149,942	1,621	2.18 %	147,806	1,417	1.93
Tax-exempt investment securities (1) (2)	9,321	210	4.54	12,148	322	5.33
Other interest-earning assets	1,214	11	1.83	10,009	28	0.58
Total interest-earning assets	810,990	15,454	3.84	697,836	13,554	3.91
Non-interest-earning assets:						
Allowance for loan losses	(8,154)			(8,794)		
Other assets	45,538			42,076		
Total assets	$848,374			$731,118		
Liabilities and Stockholders' Equity						
Interest-bearing liabilities:						
Interest-bearing demand deposits	$239,309	$256	0.22 %	$227,924	$280	0.25 %
Savings deposits	91,813	47	0.10	85,498	44	0.10
Time deposits	184,627	1,049	1.15	146,718	794	1.09
FHLB-NY borrowing	75,754	562	1.50	40,643	404	2.00
Subordinated debentures and subordinated notes	23,268	739	6.40	23,203	775	6.72
Total interest-bearing liabilities	614,771	2,653	0.87	523,986	2,297	0.88 %
Non-interest-bearing liabilities:						
Demand deposits	170,019			155,749		
Other liabilities	2,992			2,300		
Stockholders' equity	60,592			49,083		
Total liabilities and stockholders' equity	$848,374			$731,118		
Net interest income (taxable equivalent basis)		12,801			11,257	
Tax equivalent adjustment		(87)			(126)	
Net interest income		$12,714			$11,131	
Net interest spread (taxable equivalent basis)			2.97 %			3.03 %
Net yield on interest-earning assets (taxable equivalent basis) (3)			3.18 %			3.24 %

(1) For purpose of these calculations, nonaccruing loans are included in the average balance. Loans and total interest-earning assets are net of unearned income. Securities are included at amortized cost.
(2) The tax equivalent adjustments are based on a marginal tax rate of 34%.
(3) Net interest income (taxable equivalent basis) divided by average interest-earning assets.

For the three and six months ended June 30, 2017, total interest income, on a tax equivalent basis, was $8.0 million and $15.5 million, respectively, compared to $7.0 million and $13.6 million for the same prior year periods. The increase

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reflects an increase in the average balance of interest-earning assets and a slight increase in the average rate earned on interest-earning assets. Average interest-earning assets increased $135.4 million and $113.2 million for the three and six months ended June 30, 2017, compared to the prior year periods. The change in average interest-earning assets primarily reflects an increase from the comparable prior year periods in average loans. Average loans increased $145.6 million and $122.6 million for the three and six months ended June 30, 2017 when compared to the prior year averages. The three and six months ended June 30, 2017 included approximately $18,000 and $134,000 of interest recoveries and prepayment premiums on loan payoffs compared to $474,000 and $501,000 for the same prior year periods. The average rate earned on interest-earning assets was 3.81% and 3.84% for the three and six months ended June 30, 2017 compared to an average rate of 4.02% and 3.91% for the three and six months ended June 30, 2016.

Interest expense increased $285,000 and $356,000 for the three and six months ended June 30, 2017, compared to the same periods for 2016. The average balance of interest-bearing deposits increased $61.5 million and $55.6 million for the three and six months ended June 30, 2017 from the comparable 2016 periods. In addition, for the three and six months ended June 30, 2017, FHLB-NY borrowings accounted for increases of $42.8 million and $35.1 million in average interest-bearing liabilities. For the three and six months ended June 30, 2017, the total cost for interest-bearing deposits was 0.55% and 0.53% compared to 0.49% and 0.49% for the comparable prior year periods. The cost for total interest-bearing liabilities was 0.90% and 0.87% for the three and six months ended June 30, 2017, compared to 0.86% and 0.88% for the comparable prior year periods.

Provision for Loan Losses

The Corporation maintains an allowance for loan losses at a level considered by management to be adequate to cover the probable losses to be incurred associated with its loan portfolio. The Corporation’s policy with respect to the methodology for the determination of the allowance for loan losses involves judgments. The adequacy of the allowance for loan losses is based upon management’s evaluation of the known and inherent risks in the portfolio, consideration of the size and composition of the loan portfolio, actual loan loss experience, the level of delinquencies, detailed analysis of individual loans for which full collectability may not be assured, the existence and estimated net realizable value of any underlying collateral and guarantees securing the loans, and current economic and market conditions.

For the three and six months ended June 30, 2017, the Corporation recorded a $260,000 and $560,000 loan loss provision, respectively, compared to a $450,000 and $800,000 negative loan loss provision for the three and six months ended June 30, 2016. The loan loss provision in the current year periods, compared to negative provisions for loan losses in the prior year periods, reflects the continued growth in the loan portfolio. In addition, due to a stabilization of the economic conditions and overall real estate climate in the primary business markets in which the Corporation operates, the benefits from these qualitative factors improving in prior periods, have been reduced, thus also impacting the need to record a provision.

Nonperforming loans of $826,000 at June 30, 2017, or 0.12% of total gross loans, reflected a slight increase from $606,000 of nonperforming loans, or 0.10% of total gross loans, at December 31, 2016.

The allowance for loan losses was $8.6 million, or 1.24% of total gross loans, as of June 30, 2017 compared to $7.9 million, or 1.31% of total gross loans, as of December 31, 2016. The allowance for loan losses related to impaired loans increased from $610,000 at December 31, 2016 to $623,000 at June 30, 2017. During the three and six months ended June 30, 2017, the Corporation recovered $46,000 and $88,000 of previously charged-off loans compared to $372,000 and $441,000, respectively, during the same periods in 2016. In addition, for the three and six months ended June 30, 2017, the Corporation charged-off $2,000 and $3,000, respectively, of loan balances compared to $74,000 and $76,000, respectively, during the same periods in 2016.

The Corporation monitors its loan portfolio and intends to continue to provide for loan loss reserves based on its ongoing periodic review of the loan portfolio, charge-off activity and general market conditions. There can be no assurances that the current level of provision for loan losses will continue in the future.

See “Asset Quality” section below for a summary of the allowance for loan losses and nonperforming assets.

Noninterest Income

Noninterest income was $813,000 and $1.6 million for the three and six months ended June 30, 2017, respectively, compared to $832,000 and $1.7 million for the prior year periods. The decrease for the three and six months ended

June 30, 2017 are reflective of the fact that noninterest income for the comparable prior year periods included $32,000 and $56,000 of gains on calls and sales of securities, respectively.

Noninterest Expense

Noninterest expenses for the three and six months ended June 30, 2017 was $5.1 million and $10.2 million, respectively, compared to $5.0 million and $9.9 million in the comparable prior year periods. The Corporation continues to appropriately control expenses as the balance sheet grows.

Income Tax Expense

Income tax expense totaled $736,000 and $1.3 million for the three and six months ended June 30, 2017, respectively, representing an effective tax rate of 36.7% for both periods. For the three and six months ended June 30, 2016, income tax expense totaled $776,000 and $1.3 million, respectively, equating to an effective tax rate of 36.3% and 36.1%, respectively. For the 2017 periods, tax expense reflects a higher overall projected effective tax rate as a result of the Corporation's tax exempt income representing a smaller percentage of pretax income.

Asset Quality

The Corporation's principal earning asset is its loan portfolio. Inherent in the lending function is the risk of deterioration in the borrowers' ability to repay loans under existing loan agreements. The Corporation manages this risk by maintaining reserves to absorb probable incurred loan losses. In determining the adequacy of the allowance for loan losses, management considers the risks inherent in its loan portfolio and changes in the nature and volume of its loan activities, along with general economic and real estate market conditions. Although management endeavors to establish a reserve sufficient to offset probable incurred losses in the portfolio, changes in economic conditions, regulatory policies and borrowers' performance could require future changes to the allowance.

Risk elements include nonaccrual loans, past due and restructured loans, potential problem loans, loan concentrations and other real estate owned. The following table shows the composition of nonperforming assets at the end of each of the last four quarters:

	June 30, 2017	March 31, 2017	December 31, 2016	September 30, 2016
	(Dollars in thousands)			
Nonaccrual loans (1)	$826	$592	$606	$929
Loans past due 90 days or more and accruing (2)	320	—	—	—
Total nonperforming loans	1,146	592	606	929
Other real estate owned	—	401	401	834
Total nonperforming assets	$1,146	$993	$1,007	$1,763
Allowance for loan losses	$8,550	$8,246	$7,905	$8,150
Nonperforming loans to total gross loans	0.17 %	0.09 %	0.10 %	0.17 %
Nonperforming assets to total assets	0.13 %	0.12 %	0.13 %	0.23 %
Allowance for loan losses to total gross loans	1.24 %	1.26 %	1.31 %	1.48 %

(1) Generally represents loans as to which the payment of principal or interest is in arrears for a period of more than 90 days. Interest previously accrued on these loans and not yet paid is reversed and charged against income during the current period. Interest earned thereafter is only included in income to the extent that it is received in cash.

(2) Represents a loan as to which payment of principal or interest is contractually past due 90 days or more but which are currently accruing income at the contractually stated rates. A determination is made to continue accruing income on those loans which are sufficiently collateralized and on which management believes all interest and principal owed will be collected.

A loan is generally placed on nonaccrual when, based on current information and events, it is probable that the Corporation will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. The identification of nonaccrual loans reflects careful monitoring of the loan portfolio. The Corporation is focused on resolving nonperforming loans and mitigating future losses in the portfolio. All delinquent loans continue to be reviewed by management.

At June 30, 2017, the balance of nonaccrual loans were comprised of six loans compared to three loans at December 31, 2016. During the six months ended June 30, 2017, nonaccrual loans increased $220,000 to $826,000 compared to $606,000 at December 31, 2016.

Evaluation of all nonperforming loans includes the updating of appraisals and specific evaluation of such loans to determine estimated cash flows from business and/or collateral. We have assessed these loans for collectability and considered, among other things, the borrower's ability to repay, the value of the underlying collateral, and other market conditions to ensure the allowance for loan losses is adequate to absorb probable losses to be incurred. All of our nonperforming loans at June 30, 2017 are secured by real estate collateral. We have continued to record appropriate charge-offs and the existing underlying collateral coverage for the nonperforming loans currently supports collection of our remaining principal.

For loans not included in nonperforming loans, at June 30, 2017, the level of loans past due 30-89 days was $3,000 compared to $112,000 at December 31, 2016. At June 30, 2017 there was one residential mortgage past due 90 days and still accruing in the amount of $320,000 which was brought under 90 days past due subsequent to quarter end. We will continue to monitor delinquencies for early identification of new problem loans.

The Corporation maintains an allowance for loan losses at a level considered by management to be adequate to cover the probable losses to be incurred associated with its loan portfolio. The Corporation's policy with respect to the methodology for the determination of the allowance for loan losses involves a high degree of complexity and requires management to make difficult and subjective judgments.

The adequacy of the allowance for loan losses is based upon management's evaluation of the known and inherent risks in the portfolio, consideration to the size and composition of the loan portfolio, actual loan loss experience, the level of delinquencies, detailed analysis of individual loans for which full collectability may not be assured, the existence and estimated net realizable value of any underlying collateral and guarantees securing the loans, and current economic and market conditions.

In establishing the allowance for loan losses, the Corporation utilizes a two-tier approach by (1) identifying problem loans and allocating specific loss allowances on such loans and (2) establishing a general loan loss allowance on the remainder of its loan portfolio. The Corporation maintains a loan review system that allows for a periodic review of its loan portfolio and the early identification of potential problem loans. Such a system takes into consideration, among other things, delinquency status, size of loans, type of collateral and financial condition of the borrowers.

Allocations of specific loan loss allowances are established for identified loans based on a review of various information including appraisals of underlying collateral. Appraisals are performed by independent licensed appraisers to determine the value of impaired, collateral-dependent loans. Appraisals are periodically updated to ascertain any further decline in value. General loan loss allowances are based upon a combination of factors including, but not limited to, actual loss experience, composition of the loan portfolio, current economic conditions and management's judgment.

When management expects that some portion or all of a loan balance will not be collected, that amount is charged-off as a loss against the allowance for loan losses. For the three and six months ended June 30, 2017 the Corporation recorded net recoveries of $44,000 and $85,000, respectively, compared to net recoveries of $298,000 and $365,000 for the three and six months ended June 30, 2016, respectively. Recorded charge-offs reflect partial writedowns or full charge-offs on nonaccrual loans due to the initial and ongoing evaluations of market values of the underlying real estate collateral in accordance with Accounting Standards Codification ("ASC") 310-40. Regardless of our actions of recording partial and full charge-offs on loans, we continue to aggressively pursue collection, including legal action.

While regular monthly payments continue to be made on many of the nonaccrual loans, certain charge-offs result, nevertheless, from the borrowers' inability to provide adequate documentation evidencing their ability to continue to service their debt. Therefore, consideration has been given to any underlying collateral and appropriate charge-offs recorded based, in general, on the deficiency of such collateral. In general, the charge-offs reflect partial writedowns and full charge-offs on nonaccrual loans due to the initial evaluation of market values of the underlying real estate collateral in accordance with ASC 310-40. Management believes the charge-off of these reserves provides a clearer indication of the value of nonaccrual loans.

At June 30, 2017 and December 31, 2016, the Corporation had $7.7 million and $8.0 million, respectively, of loans the terms of which have been modified in troubled debt restructurings. Of these loans, $7.1 million and $7.5 million were performing in accordance with their new terms at June 30, 2017 and December 31, 2016, respectively. The remaining troubled debt restructurings are reported as nonaccrual loans. Specific reserves of $595,000 and $610,000 have been allocated for the troubled debt restructurings at June 30, 2017 and December 31, 2016, respectively. As of June 30, 2017 and December 31, 2016, the Corporation had committed $235,000 and $190,000, respectively, of additional funds to this borrower.

As of June 30, 2017, there were $15.5 million of other loans not included in the preceding table or discussion of troubled debt restructurings where credit conditions of borrowers, including real estate tax delinquencies, caused management to have concerns about the possibility of the borrowers not complying with the present terms and conditions of repayment and which may result in disclosure of such loans as nonperforming loans at a future date. These loans have been considered by management in conjunction with the analysis of the adequacy of the allowance for loan losses.

The Corporation's lending activities are concentrated in loans secured by real estate located in northern New Jersey. Accordingly, the collectability of a substantial portion of the Corporation's loan portfolio is susceptible to changes in real estate market conditions in northern New Jersey.

Capital Adequacy

The Corporation is subject to capital adequacy guidelines promulgated by the Board of Governors of the Federal Reserve System ("FRB Board"). The Bank is subject to somewhat comparable but different capital adequacy requirements imposed by the Federal Deposit Insurance Corporation (the "FDIC"). The federal banking agencies have adopted risk-based capital guidelines for banks and bank holding companies. The risk-based capital guidelines are designed to make regulatory capital requirements more sensitive to differences in risk profiles among banks and bank holding companies, to account for off-balance sheet exposure, and to minimize disincentives for holding liquid assets. Under these guidelines, assets and off-balance sheet items are assigned to broad risk categories, each with appropriate weights. The resulting capital ratios represent capital as a percentage of total risk-weighted assets and off-balance sheet items.

Federal banking regulators have also adopted leverage capital guidelines to supplement the risk-based measures. Leverage capital to average total assets is determined by dividing Tier 1 Capital as defined under the risk-based capital guidelines by average total assets (non-risk adjusted).

Guidelines for Banks

In December 2010 and January 2011, the Basel Committee on Banking Supervision (the "Basel Committee") published the final texts of reforms on capital and liquidity, which are generally referred to as "Basel III". The Basel Committee is a committee of central banks and bank supervisors and regulators from the major industrialized countries that develops broad policy guidelines for the regulation of banks and bank holding companies. In July 2013, the FDIC and the other federal bank regulatory agencies adopted final rules (the "Basel Rules") to implement certain provisions of Basel III and the Dodd-Frank Wall Street Reform and Consumer Protection Act. The Basel Rules revise the leverage and risk-based capital requirements and the methods for calculating risk-weighted assets. The Basel Rules apply to all depository institutions, top-tier bank holding companies with total consolidated assets of $1 billion or more and top-tier savings and loan holding companies.

Among other things, the Basel Rules (a) establish a new common equity Tier 1 Capital ("CET1") to risk-weighted assets ratio minimum of 4.5% of risk-weighted assets, (b) raise the minimum Tier 1 Capital to risk-based assets requirement ("Tier 1 Capital Ratio) from 4% to 6% of risk-weighted assets and (c) assign a higher risk weight of 150% to exposures that are more than 90 days past due or are on nonaccrual status and to certain commercial real estate facilities. The minimum ratio of Total Capital to risk-weighted assets (including certain off-balance sheet activities, such as standby letters of credit) is 8%. At least 6% of the Total Capital is required to be "Tier 1 Capital", which consists of common shareholders' equity and certain preferred stock, less certain items and other intangible assets. The remainder, "Tier 2 Capital," may consist of (a) the allowance for loan losses of up to 1.25% of risk-weighted assets, (b) excess of qualifying preferred stock, (c) hybrid capital instruments, (d) debt, (e) mandatory convertible securities and (f) qualifying subordinated debt. "Total Capital" is the sum of Tier 1 Capital and Tier 2 Capital less reciprocal holdings of other banking organizations' capital instruments, investments in unconsolidated subsidiaries and any other deductions as determined by the federal banking regulatory agencies on a case-by-case basis or as a matter of policy after formal rule-making. A small bank holding company that has the highest regulatory examination rating and is not contemplating significant growth or expansion must maintain a minimum level of Tier 1 Capital to average total consolidated assets leverage ratio of at least 3%. All other bank holding companies are expected to maintain a leverage ratio of at least 100 to 200 basis points above the stated minimum.

The Basel Rules also require unrealized gains and losses on certain available-for-sale securities to be included for purposes of calculating regulatory capital unless a one-time opt-out is exercised. Additional constraints are also imposed on the inclusion in regulatory capital of mortgage-servicing assets and deferred tax assets. The Basel Rules limit a banking organization's capital distributions and certain discretionary bonus payments if the banking organization does not hold a "capital conservation buffer" consisting of 2.5% of CET1 to risk-weighted assets in addition to the amount necessary to meet its minimum risk-based capital requirements. The purpose of the capital conservation buffer is to ensure that banking organizations conserve capital when it is needed most, allowing them to weather periods of economic stress. Banking institutions with a CET1 Ratio, Tier 1 Capital Ratio and Total Capital Ratio above the minimum capital ratios but below the minimum capital ratios plus the capital conservation buffer will face constraints on their ability to pay dividends, repurchase equity and pay discretionary bonuses to executive officers based on the amount of the shortfall. The Basel Rules became effective for the Bank on January 1, 2015. The capital conservation buffer requirement of 0.625% became effective on January 1, 2016, to be phased in annually through January 1, 2019, when the full capital conservation buffer requirement of 2.50% will become effective. At June 30, 2017, the Bank's capital conservation buffer was 5.40%.

Bank assets are given risk-weights of 0%, 20%, 50%, 100%, and 150%. In addition, certain off-balance sheet items are given similar credit conversion factors to convert them to asset equivalent amounts to which an appropriate risk-weight will apply. These computations result in the total risk-weighted assets. Most loans are assigned to the 100% risk category, except for performing first mortgage loans fully secured by residential property which carry a 50% risk-weighting. Loan exposures past due 90 days or more or on nonaccrual are assigned a risk-weighting of at least 100%. High volatility commercial real estate exposures are assigned to the 150% category. Most investment securities (including, primarily, general obligation claims of states or other political subdivisions of the United States) are assigned to the 20% category, except for municipal or state revenue bonds, which have a 50% risk-weight, and direct obligations of the U.S. Treasury or obligations backed by the full faith and credit of the U.S. government, which have a 0% risk-weight. In converting off-balance sheet items, direct credit substitutes, including general guarantees and standby letters of credit backing nonfinancial obligations, and undrawn commitments (including commercial credit lines with an initial maturity of more than one year) have a 50% risk-weighting. Short-term undrawn commitments and commercial letters of credit with an initial maturity of under one year have a 50% risk-weighting and certain short-term unconditionally cancelable commitments are not risk-weighted.

Guidelines for Small Bank Holding Companies

In April 2015, the FRB Board updated and amended its Small Bank Holding Company Policy Statement. Under the revised Small Bank Holding Company Policy Statement, Basel III capital rules and reporting requirements will not apply to small bank holding companies ("SBHC"), such as the Corporation, that have total consolidated assets of less than $1 billion. The minimum risk-based capital requirements for a SBHC to be considered adequately capitalized are 4% for Tier 1 capital and 8% for total capital to risk-weighted assets.

The regulations for SBHCs classify risk-based capital into two categories: "Tier 1 Capital" which consists of common and qualifying perpetual preferred shareholders' equity less goodwill and other intangibles and "Tier 2 Capital" which consists of (a) the allowance for loan losses of up to 1.25% of risk-weighted assets, (b) the excess of qualifying preferred stock, (c) hybrid capital instruments, (d) debt, (e) mandatory convertible securities and (f) qualifying subordinated debt. Total qualifying capital consists of Tier 1 Capital and Tier 2 Capital less reciprocal holdings of other banking organizations' capital instruments, investments in unconsolidated subsidiaries and any other deductions as determined by the FRB on a case-by-case basis or as a matter of policy after formal rule-making. However, the amount of Tier 2 Capital may not exceed the amount of Tier 1 Capital. The Corporation must maintain a minimum level of Tier 1 Capital to average total consolidated assets leverage ratio of 3%, which is the leverage ratio reserved for top-tier bank holding companies having the highest regulatory examination rating and not contemplating significant growth or expansion.

Bank holding company assets are given risk-weights of 0%, 20%, 50%, and 100%. In addition, certain off-balance sheet items are given similar credit conversion factors to convert them to asset equivalent amounts to which an appropriate risk-weight will apply. These computations result in the total risk-weighted assets.

As of June 30, 2017, the Corporation and the Bank exceeded all regulatory capital requirements as follows:

	Actual	Required for Capital Adequacy Purposes	To Be Well Capitalized Under Prompt Corrective Action Regulations
Tier 1 Leverage ratio			
Corporation	9.15 %	4.00 %	N/A
Bank	10.40 %	4.00 %	5.00 %
Risk-based capital			
Common Equity Tier 1			
Corporation	N/A	N/A	N/A
Bank	12.25 %	4.50 %	6.50 %
Tier 1			
Corporation	10.99 %	4.00 %	N/A
Bank	12.25 %	6.00 %	8.00 %
Total			
Corporation	14.36 %	8.00 %	N/A
Bank	13.40 %	8.00 %	10.00 %

Liquidity and Capital Resources

The Corporation’s primary sources of funds are deposits, amortization and prepayments of loans and mortgage-backed securities, maturities of investment securities and funds provided from operations. While scheduled loan and mortgage-backed securities amortization and maturities of investment securities are a relatively predictable source of funds, deposit flow and prepayments on loans and mortgage-backed securities are greatly influenced by market interest rates, economic conditions and competition. The Corporation’s liquidity, represented by cash and cash equivalents, is a product of its operating, investing and financing activities.

The primary source of cash from operating activities is net income. Liquidity management is both a daily and long-term function of business management. Excess liquidity is generally invested in interest-earning cash accounts or short-term investments, such as federal funds sold.

Cash and cash equivalents increased $7.8 million during the first six months of 2017. Net operating and financing activities provided $3.2 million and $115.0 million, respectively, while investing activities used $110.4 million.

We anticipate that the Corporation will have sufficient funds available to meet its current contractual commitments. Should we need temporary funding, the Corporation has the ability to borrow overnight with the Federal Home Loan Bank-NY (“FHLB-NY”). The Corporation’s overall borrowing capacity is contingent on available collateral to secure borrowings and the ability to purchase additional activity-based capital stock of the FHLB-NY. The Corporation may also borrow from the Discount Window of the Federal Reserve Bank of New York based on the market value of collateral pledged. In addition, the Corporation has available overnight variable repricing lines of credit with other correspondent banks totaling $38 million on an unsecured basis.

On April 17, 2017, the Corporation closed the underwritten public offering of 2,509,090 shares of the Corporation’s common stock, which includes 327,272 shares issued pursuant to the full exercise of the underwriter’s over-allotment option, at a price to the public of $8.25 per share, for aggregate gross proceeds of $20.7 million. The net proceeds to the Corporation, after deducting the underwriting discount and offering expenses, were $18.9 million. The Corporation expects to use the net proceeds of this offering to support organic growth and other general corporate purposes.

With respect to the payment of dividends on common stock, the Corporation has historically paid a quarterly cash dividend; however, management recognizes that the payment of future dividends could be impacted by losses or reduced earnings and the Corporation cannot assure the payment of future dividends. On July 19, 2017, the Corporation announced that its Board of Directors had declared a $0.03 per share cash dividend payable on its common stock to shareholders of record as of August 1, 2017. The dividend is to be paid on August 15, 2017.

ITEM 3. Quantitative and Qualitative Disclosures about Market Risk

Not applicable to smaller reporting companies.

ITEM 4. Controls and Procedures

Evaluation of internal controls and procedures

Based on their evaluation as of the end of the period covered by this Quarterly Report on Form 10-Q, our principal executive officer and principal financial officer have concluded that our internal disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act")) are effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.

Changes in Internal Controls over Financial Reporting

Pursuant to Rule 13a-15(d) under the Exchange Act, our management, with the participation of our principal executive officer and principal financial officer, has evaluated our internal controls over financial reporting and based upon such evaluation concluded that there were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended June 30, 2017 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Part II -- Other Information

Item 6. Exhibits

See Exhibit Index following this report.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

	Stewardship Financial Corporation
Date: August 11, 2017	By: /s/ Paul Van Ostenbridge
	Paul Van Ostenbridge
	President and Chief Executive Officer
	(Principal Executive Officer)
Date: August 11, 2017	By: /s/ Claire M. Chadwick
	Claire M. Chadwick
	Executive Vice President and Chief Financial Officer
	(Principal Financial and Accounting Officer)

EXHIBIT INDEX

Exhibit Number	Description of Exhibits
3.1	Amended and Restated Certificate of Incorporation dated May 15, 2017 of Stewardship Financial Corporation (incorporated by reference to Exhibit 3.1 to the Corporation's Current Report on Form 8-K filed with the SEC on May 18, 2017).
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101	The following material from Stewardship Financial Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2017, formatted in XBRL (Extensible Business Reporting Language): (i) Consolidated Statements of Financial Condition, (ii) Consolidated Statements of Income, (iii) Consolidated Statements of Comprehensive Income, (iv) Consolidated Statement of Changes in Shareholders' Equity, (v) Consolidated Statements of Cash Flows and (vi) Notes to Consolidated Financial Statements, tagged as blocks of text[1]

[1] This exhibit shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof and irrespective of any general incorporation language in any filing, except to the extent the Corporation specifically incorporates it by reference.