FIRST UNITED CORP/MD/
Form 10-Q
May 09, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For quarterly period ended March 31, 2018

¨ TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT

For the transition period from ________________ to _________________

Commission file number 0-14237

First United Corporation

(Exact name of registrant as specified in its charter)

Maryland	52-1380770
(State or other jurisdiction of incorporation or organization)	(I. R. S. Employer Identification No.)

19 South Second Street, Oakland, Maryland	21550-0009
(Address of principal executive offices)	(Zip Code)

(800) 470-4356

(Registrant's telephone number, including area code)

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 periods that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes þ No ¨

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definition of “large accelerated filer”, “accelerated filer”, “smaller reporting company”, and “emerging growth company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ¨	Accelerated filer þ
Non-accelerated filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company ¨
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 standard 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 ¨ No þ

Indicate the number of shares outstanding of each of the issuer’s classes of common stock, as of the latest practicable date: 7,067,425 shares of common stock, par value $.01 per share, as of April 30, 2018.

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

FIRST UNITED CORPORATION

Consolidated Statement of Financial Condition

(In thousands, except per share and percentage data)

	March 31, 2018 (Unaudited)	December 31, 2017
Assets		
Cash and due from banks	$19,408	$ 82,273
Interest bearing deposits in banks	1,818	1,479
Cash and cash equivalents	21,226	83,752
Investment securities – available-for-sale (at fair value)	145,604	146,470
Investment securities – held to maturity (fair value $91,335 at March 31, 2018 and $95,346 at December 31, 2017)	91,878	93,632
Restricted investment in bank stock, at cost	5,352	5,204
Loans	937,493	892,518
Allowance for loan losses	(10,470)	(9,972)
Net loans	927,023	882,546
Premises and equipment, net	32,553	30,881
Goodwill and other intangible assets, net	11,004	11,004
Bank owned life insurance	42,454	42,155
Deferred tax assets	8,936	9,252
Other real estate owned	9,514	10,141
Accrued interest receivable and other assets	23,868	21,433
Total Assets	$1,319,412	$ 1,336,470
Liabilities and Shareholders' Equity		
Liabilities:		
Non-interest bearing deposits	$249,035	$ 252,049
Interest bearing deposits	768,828	787,341
Total deposits	1,017,863	1,039,390
Short-term borrowings	55,210	48,845
Long-term borrowings	115,929	120,929
Accrued interest payable and other liabilities	19,276	18,916
Total Liabilities	1,208,278	1,228,080
Shareholders' Equity:		

Common Stock – par value $.01 per share; Authorized 25,000 shares; issued and outstanding 7,067,425 shares at March 31, 2018 and December 31, 2017	71	71
Surplus	31,606	31,553
Retained earnings	103,230	101,359
Accumulated other comprehensive loss	(23,773)	(24,593)
Total Shareholders’ Equity	111,134	108,390
Total Liabilities and Shareholders’ Equity	$1,319,412	$1,336,470

See accompanying notes to the consolidated financial statements

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FIRST UNITED CORPORATION

Consolidated Statement of Operations

(In thousands, except per share data)

	Three months ended March 31,	
	2018	2017
	(Unaudited)	
Interest income		
Interest and fees on loans	$ 10,481	$ 9,652
Interest on investment securities		
Taxable	1,447	1,300
Exempt from federal income tax	238	231
Total investment income	1,685	1,531
Other	196	144
Total interest income	12,362	11,327
Interest expense		
Interest on deposits	856	768
Interest on short-term borrowings	30	16
Interest on long-term borrowings	894	1,174
Total interest expense	1,780	1,958
Net interest income	10,582	9,369
Provision for loan losses	447	609
Net interest income after provision for loan losses	10,135	8,760
Other operating income		
Net gains	34	5
Service charges	792	735
Trust department	1,664	1,515
Debit card income	553	556
Bank owned life insurance	299	309
Brokerage commissions	245	213
Other	123	136
Total other income	3,676	3,464
Total other operating income	3,710	3,469
Other operating expenses		
Salaries and employee benefits	5,919	5,303
FDIC premiums	133	84
Equipment	683	640
Occupancy	638	621
Data processing	932	807
Professional Services	336	253
Other real estate owned	385	174
Other	1,665	1,574
Total other operating expenses	10,691	9,456

Income before income tax expense	3,154	2,773
Provision for income tax expense	648	793
Net Income	2,506	1,980
Accumulated preferred stock dividends	0	(540)
Net Income Available to Common Shareholders	$ 2,506	$ 1,440
Basic and diluted net income per common share	$ 0.35	$ 0.22
Weighted average number of basic and diluted shares outstanding	7,067	6,530
Dividends declared per common share	$ 0.09	$ 0.00

See accompanying notes to the consolidated financial statements

FIRST UNITED CORPORATION

Consolidated Statement of Comprehensive Income

(In thousands)

	Three months ended March 31,	
	2018	2017
Comprehensive Income (in thousands)	(Unaudited)	
Net Income	$ 2,506	$ 1,980
Other comprehensive income/(loss), net of tax and reclassification adjustments:		
Net unrealized gains on investments with OTTI	645	98
Net unrealized (losses)/gains on all other AFS securities	(1,078)	78
Net unrealized gains on HTM securities	45	61
Net unrealized gains on cash flow hedges	443	52
Net unrealized gains on pension	736	194
Net unrealized gains on SERP	29	22
Other comprehensive income, net of tax	820	505
Comprehensive income	$ 3,326	$ 2,485

See accompanying notes to the consolidated financial statements

FIRST UNITED CORPORATION

Consolidated Statement of Changes in Shareholders’ Equity

(In thousands)

	Preferred Stock	Common Stock	Surplus	Retained Earnings	Accumulated Other Comprehensive Loss	Total Shareholders' Equity
	(Unaudited)					
Balance at January 1, 2017	20,000	63	22,178	92,922	(21,465)	113,698
Net income				5,269		5,269
Other comprehensive income					1,255	1,255
Stock based compensation			192			192
Common stock issued		8	9,183			9,191
Preferred stock redemption	(20,000)					(20,000)
Reclassification of certain tax effect				4,383	(4,383)	0
Preferred stock dividends paid				(1,215)		(1,215)
Balance at December 31, 2017	0	71	31,553	101,359	(24,593)	108,390
Net income				2,506		2,506
Other comprehensive income					820	820
Common stock dividend declared - $.09 per share				(635)		(635)
Stock based compensation			53			53
Balance at March 31, 2018	$0	$ 71	$31,606	$103,230	$ (23,773)	$ 111,134

See accompanying notes to the consolidated financial statements

FIRST UNITED CORPORATION

Consolidated Statement of Cash Flows

(In thousands)

	Three months ended March 31, 2018	2017
	(Unaudited)	
Operating activities		
Net income	$2,506	$1,980
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan losses	447	609
Depreciation	548	459
Stock compensation	53	37
Gain on sales of other real estate owned	(20)	(30)
Write-downs of other real estate owned	295	70
Originations of loans held for sale	(5,137)	(1,796)
Proceeds from sale of loans held for sale	5,330	2,021
Gains from sale of loans held for sale	(43)	(15)
Losses on disposal of fixed assets	0	1
Net amortization of investment securities discounts and premiums- AFS	8	109
Net amortization of investment securities discounts and premiums- HTM	28	30
Losses on sales of investment securities – available-for-sale	9	9
Amortization of deferred loan fees	(156)	(385)
Increase in accrued interest receivable and other assets	(799)	(1,933)
(Increase)/decrease in deferred tax benefit	(512)	336
Increase/(decrease) in accrued interest payable and other liabilities	967	(831)
Earnings on bank owned life insurance	(299)	(309)
Net cash provided by operating activities	3,225	362
Investing activities		
Proceeds from maturities/calls of investment securities available-for-sale	1,659	3,554
Proceeds from maturities/calls of investment securities held-to-maturity	1,726	1,997
Proceeds from sales of investment securities available-for-sale	0	3,830
Purchases of investment securities available-for-sale	(1,405)	(4,145)
Purchases of investment securities held-to-maturity	0	(2,877)
Proceeds from sales of other real estate owned	470	147
Proceeds from disposal of fixed assets	0	1
Net (increase)/decrease in FHLB stock	(148)	5
Net increase in loans	(19,868)	(1,654)
Purchases of loans	(25,168)	0
Purchases of premises and equipment	(2,220)	(1,456)
Net cash used in investing activities	(44,954)	(598)

Financing activities		
Net (decrease)/increase in deposits	(21,527)	12,639
Preferred stock dividends paid	0	(540)
Preferred stock redemption	0	(10,000)
Proceeds from sale of common stock	0	9,349
Rights Offering costs	0	(145)
Cash dividends on common stock	(635)	0
Net increase/(decrease) in short-term borrowings	6,365	(731)
Payments on long-term borrowings	(5,000)	(10,808)
Net cash used in financing activities	(20,797)	(236)
Decrease in cash and cash equivalents	(62,526)	(472)
Cash and cash equivalents at beginning of the year	83,752	63,310
Cash and cash equivalents at end of period	$21,226	$62,838
Supplemental information		
Interest paid	$1,737	$1,896
Non-cash investing activities:		
Transfers from loans to other real estate owned	$118	$279

See accompanying notes to the consolidated financial statements

FIRST UNITED CORPORATION

NoteS to Consolidated Financial Statements (UNAUDITED)

Note 1 – Basis of Presentation

The accompanying unaudited consolidated financial statements of First United Corporation and its consolidated subsidiaries, including First United Bank & Trust (the "Bank"), have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP") for interim financial information, as required by the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 270, *Interim Reporting*, and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, they do not include all the information and footnotes required for annual financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation, consisting of normal recurring items, have been included. Operating results for the three-month period ended March 31, 2018 are not necessarily indicative of the results that may be expected for the full year or for any future interim period. These consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in First United Corporation's Annual Report on Form 10-K for the year ended December 31, 2017. For purposes of comparability, certain prior period amounts have been reclassified to conform to the 2018 presentation. Such reclassifications had no impact on net income or equity.

As used in these notes, the term "the Corporation" refers to First United Corporation and, unless the context clearly requires otherwise, its consolidated subsidiaries.

Note 2 – Earnings Per Common Share

Basic earnings per common share is derived by dividing net income available to common shareholders by the weighted-average number of common shares outstanding during the period and does not include the effect of any potentially dilutive common stock equivalents. Diluted earnings per share is derived by dividing net income available to common shareholders by the weighted-average number of shares outstanding, adjusted for the dilutive effect of outstanding common stock equivalents. There were no common stock equivalents at March 31, 2018 or March 31, 2017.

The following tables set forth the calculation of basic and diluted earnings per common share for the three-month periods ended March 31, 2018 and 2017:

	Three months ended March 31,					
	2018			2017		
(in thousands, except for per share amount)	Income	Average Shares	Per Share Amount	Income	Average Shares	Per Share Amount
Basic and Diluted Earnings Per Share:						
Net income	$2,506			$1,980		
Preferred stock dividends	0			(540)		
Net income available to common shareholders	$2,506	7,067	$ 0.35	$1,440	6,530	$ 0.22

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Note 3 – Net Gains

The following table summarizes the gain/(loss) activity for the three-month periods ended March 31, 2018 and 2017:

	Three months ended March 31,	
(in thousands)	2018	2017
Net gains/(losses):		
Available-for-sale securities:		
Realized gains	$ 0	$ 8
Realized losses	(9)	(17)
Gain on sale of consumer loans	43	15
Losses on disposal of fixed assets	0	(1)
Net gains:	$ 34	$ 5

Note 4 – Cash and Cash Equivalents

Cash and due from banks, which represents vault cash in the retail offices and invested cash balances at the Federal Reserve and other correspondent banks, is carried at cost which approximates fair value.

(in thousands)	March 31, 2018	December 31, 2017
Cash and due from banks, weighted average interest rate of 1.05% (at March 31, 2018)	$ 19,408	$ 82,273

Interest bearing deposits in banks, which represent funds invested at a correspondent bank, are carried at cost which approximates fair value and, as of March 31, 2018 and December 31, 2017, consisted of daily funds invested at the Federal Home Loan Bank ("FHLB") of Atlanta and Merchants and Traders ("M&T").

(in thousands)	March 31, 2018	December 31, 2017
FHLB daily investments, interest rate of 1.57% (at March 31, 2018)	$ 803	$ 464
M&T daily investments, interest rate of 0.15% (at March 31, 2018)	1,015	1,015
	$ 1,818	$ 1,479

Note 5 – Investments

The investment portfolio is classified and accounted for based on the guidance of ASC Topic 320, *Investments – Debt and Equity Securities*.

The amortized cost of debt securities classified as available-for-sale is adjusted for the amortization of premiums to the first call date, if applicable, or to maturity, and for the accretion of discounts to maturity, or, in the case of mortgage-backed securities, over the estimated life of the security. Such amortization and accretion is included in interest income from investments. Interest and dividends are included in interest income from investments. Gains and losses on the sale of securities are recorded using the specific identification method.

The following table shows a comparison of amortized cost and fair values of investment securities at March 31, 2018 and December 31, 2017:

(in thousands)	Amortized Cost	**Gross Unrealized Gains**	Gross Unrealized Losses	Fair Value	OTTI in AOCL
March 31, 2018					
Available for Sale:					
U.S. government agencies	$ 30,000	$ 0	$ 1,139	$ 28,861	$ 0
Commercial mortgage-backed agencies	41,431	0	1,403	40,028	0
Collateralized mortgage obligations	40,229	1	1,341	38,889	0
Obligations of states and political subdivisions	21,915	181	247	21,849	0
Collateralized debt obligations	19,706	0	3,729	15,977	(2,506)
Total available for sale	$ 153,281	$ 182	$ 7,859	$ 145,604	$ (2,506)
Held to Maturity:					
U.S. government agencies	$ 15,911	$ 116	$ 0	$ 16,027	$ 0
Residential mortgage-backed agencies	46,312	12	1,216	45,108	0
Commercial mortgage-backed agencies	17,090	66	166	16,990	0
Collateralized mortgage obligations	4,055	0	187	3,868	0
Obligations of states and political subdivisions	8,510	923	91	9,342	0
Total held to maturity	$ 91,878	$ 1,117	$ 1,660	$ 91,335	$ 0
December 31, 2017					
Available for Sale:					
U.S. government agencies	$ 30,000	$ 0	$ 744	$ 29,256	$ 0
Commercial mortgage-backed agencies	41,771	0	880	40,891	0
Collateralized mortgage obligations	41,298	2	916	40,384	0
Obligations of states and political subdivisions	20,772	365	118	21,019	0
Collateralized debt obligations	19,711	0	4,791	14,920	(3,389)
Total available for sale	$ 153,552	$ 367	$ 7,449	$ 146,470	$ (3,389)
Held to Maturity:					
U.S. government agencies	$ 15,876	$ 447	$ 0	$ 16,323	$ 0
Residential mortgage-backed agencies	47,771	94	423	47,442	0
Commercial mortgage-backed agencies	17,288	236	6	17,518	0
Collateralized mortgage obligations	4,187	0	69	4,118	0
Obligations of states and political subdivisions	8,510	1,443	8	9,945	0
Total held to maturity	$ 93,632	$ 2,220	$ 506	$ 95,346	$ 0

Proceeds from sales/calls of available for sale securities and the realized gains and losses are as follows:

Three months ended

	March 31,	
(in thousands)	2018	2017
Proceeds	$ 0	$ 3,830
Realized gains	0	8
Realized losses	9	17

The following table shows the Corporation's investment securities with gross unrealized losses and fair values at March 31, 2018 and December 31, 2017, aggregated by investment category and the length of time that individual securities have been in a continuous unrealized loss position:

	Less than 12 months		12 months or more	
(in thousands)	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
March 31, 2018				
Available for Sale:				
U.S. government agencies	$ 4,865	$ 136	$ 23,996	$ 1,003
Commercial mortgage-backed agencies	12,384	390	27,644	1,013
Collateralized mortgage obligations	16,982	538	21,438	803
Obligations of states and political subdivisions	10,403	151	2,581	96
Collateralized debt obligations	0	0	15,977	3,729
Total available for sale	$ 44,634	$ 1,215	$ 91,636	$ 6,644
Held to Maturity:				
Residential mortgage-backed agencies	$ 34,240	$ 632	$ 12,510	$ 593
Commercial mortgage-backed agencies	8,717	158	0	0
Collateralized mortgage obligations	0	0	3,868	187
Obligations of states and political subdivisions	2,295	90	0	0
Total held to maturity	$ 45,252	$ 880	$ 16,378	$ 780
December 31, 2017				
Available for Sale:				
U.S. government agencies	$ 4,931	$ 69	$ 24,325	$ 675
Commercial mortgage-backed agencies	12,593	169	28,298	711
Collateralized mortgage obligations	27,387	472	12,447	443
Obligations of states and political subdivisions	2,683	44	2,747	75
Collateralized debt obligations	0	0	14,920	4,791
Total available for sale	$ 47,594	$ 754	$ 82,737	$ 6,695
Held to Maturity:				
Residential mortgage-backed agencies	$ 15,897	$ 135	$ 10,422	$ 288
Commercial mortgage-backed agencies	9,028	6	0	0
Collateralized mortgage obligations	0	0	4,118	69
Obligations of states and political subdivisions	2,377	8	0	0
Total held to maturity	$ 27,302	$ 149	$ 14,540	$ 357

Management systematically evaluates securities for impairment on a quarterly basis. Based upon application of accounting guidance for subsequent measurement in ASC Topic 320 (ASC Section 320-10-35), management assesses whether (a) the Corporation has the intent to sell a security being evaluated and (b) it is more likely than not that the Corporation will be required to sell the security prior to its anticipated recovery. If neither applies, then declines in the fair values of securities below their cost that are considered other-than-temporary declines are split into two components. The first is the loss attributable to declining credit quality. Credit losses are recognized in earnings as realized losses in the period in which the impairment determination is made. The second component consists of all other losses, which are recognized in other comprehensive loss. In estimating other than temporary impairment ("OTTI") losses, management considers (1) the length of time and the extent to which the fair value has been less than cost, (2) adverse conditions specifically related to the security, an industry, or a geographic area, (3) the historic and implied volatility of the fair value of the security, (4) changes in the rating of the security by a rating agency, (5) recoveries or additional declines in fair value subsequent to the balance sheet date, (6) failure of the issuer of the security to make scheduled interest or principal payments, and (7) the payment structure of the debt security and the likelihood of the issuer being able to make payments that increase in the future. Management also monitors cash flow projections for securities that are considered beneficial interests under the guidance of ASC Subtopic 325-40, *Investments – Other – Beneficial Interests in Securitized Financial Assets*, (ASC Section 325-40-35). Further discussion about the evaluation of securities for impairment can be found in Item 2 of Part I of this report under the heading "*Investment Securities*".

Management believes that the valuation of certain securities is a critical accounting policy that requires significant estimates in preparation of the Corporation's consolidated financial statements. Management utilizes an independent third party to prepare both the impairment valuations and fair value determinations for the Corporation's collateralized debt obligation ("CDO") portfolio consisting of pooled trust preferred securities. Based on management's review of the assumptions and results of the third-party review, it believes that the valuations are adequate at March 31, 2018.

U.S. Government Agencies – Available for Sale – There was one U.S. government agency in an unrealized loss position for less than 12 months as of March 31, 2018. There were four U.S. government agency investments in an unrealized loss position for more than 12 months as of March 31, 2018. The securities are of investment grade and the Corporation does not intend to sell them, and it is not more than likely than not that the Corporation will be required to sell them before recovery of their amortized cost basis, which may be at maturity. Accordingly, management does not consider these investments to be other-than-temporarily impaired at March 31, 2018.

Commercial Mortgage-Backed Agencies – Available for Sale – There were two commercial mortgage-backed agencies in an unrealized loss position for less than 12 months as of March 31, 2018. There were six commercial mortgage-backed agencies in an unrealized loss position for more than 12 months as of March 31, 2018. The securities are of the highest investment grade and the Corporation has the intent and ability to hold the investments to maturity. Accordingly, management does not consider these investments to be other-than-temporarily impaired at March 31, 2018.

Collateralized Mortgage Obligations – Available for Sale – There were five collateralized mortgage obligations in an unrealized loss position for less than 12 months as of March 31, 2018. There were three collateralized mortgage obligations in an unrealized loss position for more than 12 months as of March 31, 2018. The securities are of the highest investment grade and the Corporation has the intent and ability to hold the investments to maturity. Accordingly, management does not consider these investments to be other-than-temporarily impaired at March 31, 2018.

Obligations of State and Political Subdivisions – Available for Sale – There were nine obligations of state and political subdivisions that have been in an unrealized loss position for less than 12 months and two securities that have been in an unrealized loss position for 12 months or more at March 31, 2018. These investments are of investment grade as determined by the major rating agencies and management reviews the ratings of the underlying issuers and performs an in-depth credit analysis on the securities. Management believes that this portfolio is well-diversified throughout the United States, and all bonds continue to perform according to their contractual terms. The Corporation does not intend to sell these investments and it is not more likely than not that the Corporation will be required to sell the investments before recovery of their amortized cost basis, which may be at maturity. Accordingly, management does not consider these investments to be other-than-temporarily impaired at March 31, 2018.

Collateralized Debt Obligations – Available for Sale - The $3.7 million in unrealized losses greater than 12 months at March 31, 2018 relates to 10 pooled trust preferred securities that are included in the CDO portfolio. See Note 9 for a discussion of the methodology used by management to determine the fair values of these securities. Based upon a review of credit quality and the cash flow tests performed by the independent third party, management determined that there were no securities that had credit-related non-cash OTTI charges during the first three months of 2018. The unrealized losses on the remaining securities in the portfolio are primarily attributable to continued depression in marketability, liquidity and the current economic environment.

U.S. Government Agencies – Held to Maturity – There were no U.S. government agencies in an unrealized loss position as of March 31, 2018.

Residential Mortgage-Backed Agencies – Held to Maturity - Eighteen residential mortgage-backed agencies have been in an unrealized loss position for less than 12 months as of March 31, 2018. Thirteen residential mortgage-backed agency investments were in an unrealized loss position for more than 12 months as of March 31, 2018. The securities are of the highest investment grade and the Corporation has the intent and ability to hold the investments to maturity. Accordingly, management does not consider these investments to be other-than-temporarily impaired at March 31, 2018.

Commercial Mortgage-Backed Agencies – Held to Maturity - There was one commercial mortgage-backed agency investments in an unrealized loss position for less than 12 months as of March 31, 2018. The security is of the highest investment grade and the Corporation has the intent and ability to hold the investment to maturity. Accordingly, management does not consider this investment to be other-than-temporarily impaired at March 31, 2018. There were no commercial mortgage-backed agencies in a loss position for more than 12 months as of March 31, 2018.

Collateralized Mortgage Obligations – Held to Maturity – There were no collateralized mortgage obligations in an unrealized loss position for less than 12 months as of March 31, 2018. There was one collateralized mortgage obligation in a loss position for more than 12 months as of March 31, 2018. The security is of the highest investment grade and the Corporation has the intent and ability to hold the investment to maturity. Accordingly, management does not consider this investment to be other-than-temporarily impaired at March 31, 2018.

Obligations of State and Political Subdivisions – Held to Maturity –There was one obligation of state and political subdivisions that has been in an unrealized loss for less than 12 months. The security is of the highest investment grade and the Corporation has the intent and ability to hold the investment to maturity. Accordingly, management does not consider this investment to be other-than-temporarily impaired at March 31, 2018. There were no obligations of state and political subdivisions securities in an unrealized loss position for more than 12 months as of March 31, 2018.

The following tables present a cumulative roll-forward of the amount of non-cash OTTI charges related to credit losses which have been recognized in earnings for the trust preferred securities in the CDO portfolio held and not intended to be sold for the three-month periods ended March 31, 2018 and 2017:

	Three months ended March 31,	
(in thousands)	2018	2017
Balance of credit-related OTTI at January 1	$ 2,958	$ 3,124
Reduction for increases in cash flows expected to be collected	(55)	(2)
Balance of credit-related OTTI at March 31	$ 2,903	$ 3,122

The amortized cost and estimated fair value of securities by contractual maturity at March 31, 2018 are shown in the following table. Actual maturities may differ from contractual maturities because the issuers of the securities may have the right to call or prepay obligations with or without call or prepayment penalties.

	March 31, 2018	
(in thousands)	Amortized Cost	Fair Value
Contractual Maturity		
Available for sale:		
Due after one year through five years	$15,858	$ 15,497
Due after five years through ten years	20,741	19,904
Due after ten years	35,022	31,286
	71,621	66,687
Commercial mortgage-backed agencies	41,431	40,028
Collateralized mortgage obligations	40,229	38,889
Total available for sale	$153,281	$ 145,604
Held to Maturity:		
Due after five years through ten years	$15,911	$ 16,027
Due after ten years	8,510	9,342
	24,421	25,369
Residential mortgage-backed agencies	$46,312	$45,108
Commercial mortgage-backed agencies	17,090	16,990
Collateralized mortgage obligations	4,055	3,868
Total held to maturity	$91,878	$91,335

Note 6 - Restricted Investment in Bank Stock

Restricted stock, which represents required investments in the common stock of the FHLB of Atlanta, Atlantic Community Bankers Bank (“ACBB”) and Community Bankers Bank (“CBB”), is carried at cost and is considered a long-term investment.

Management evaluates the restricted stock for impairment in accordance with ASC Industry Topic 942, *Financial Services – Depository and Lending-* (ASC Section 942-325-35). Management’s evaluation of potential impairment is based on management’s assessment of the ultimate recoverability of the cost of the restricted stock rather than by recognizing temporary declines in value. The determination of whether a decline affects the ultimate recoverability is influenced by criteria such as (a) the significance of the decline in net assets of the issuing bank as compared to the capital stock amount for that bank and the length of time this situation has persisted, (b) commitments by the issuing bank to make payments required by law or regulation and the level of such payments in relation to the operating performance of that bank, and (c) the impact of legislative and regulatory changes on institutions and, accordingly, on the customer base of the issuing bank. Management has evaluated the restricted stock for impairment and believes that no impairment charge is necessary as of March 31, 2018.

The Corporation recognizes dividends received on its restricted stock investments on a cash basis. For the three months ended March 31, 2018, dividends of $65,967 were recognized in earnings. For the comparable period of 2017, dividends of $67,219 were recognized in earnings.

Note 7 – Loans and Related Allowance for Loan Losses

The following table summarizes the primary segments of the loan portfolio at March 31, 2018 and December 31, 2017:

(in thousands)	Commercial Real Estate	Acquisition and Development	**Commercial and Industrial**	Residential Mortgage	Consumer	Total
March 31, 2018						
Individually evaluated for impairment	$ 6,528	$ 930	$ 317	$ 4,244	$ 25	$ 12,044
Collectively evaluated for impairment	$ 290,268	$ 106,365	$ 81,330	$ 414,201	$ 33,285	$ 925,449
Total loans	$ 296,796	$ 107,295	$ 81,647	$ 418,445	$ 33,310	$ 937,493
December 31, 2017						
Individually evaluated for impairment	$ 9,076	$ 976	$ 668	$ 4,201	$ 30	$ 14,951
Collectively evaluated for impairment	$ 274,086	$ 109,554	$ 76,055	$ 394,447	$ 23,425	$ 877,567
Total loans	$ 283,162	$ 110,530	$ 76,723	$ 398,648	$ 23,455	$ 892,518

The segments of the Bank's loan portfolio are disaggregated to a level that allows management to monitor risk and performance. The commercial real estate ("CRE") loan segment is then segregated into two classes. Non-owner occupied CRE loans, which include loans secured by non-owner occupied, non-farm, and nonresidential properties, generally have a greater risk profile than all other CRE loans, which include loans secured by farmland, multifamily structures and owner-occupied commercial structures. The acquisition and development ("A&D") loan segment is segregated into two classes. One-to-four family residential construction loans are generally made to individuals for the acquisition of and/or construction on a lot or lots on which a residential dwelling is to be built. All other A&D loans are generally made to developers or investors for the purpose of acquiring, developing and constructing residential or commercial structures. A&D loans have a higher risk profile because the ultimate buyer, once development is completed, is generally not known at the time of the loan is made. The commercial and industrial ("C&I") loan segment consists of loans made for the purpose of financing the activities of commercial customers. The residential mortgage loan segment is segregated into two classes: amortizing term loans, which are primarily first lien loans and home equity lines of credit, which are generally second liens. The consumer loan segment consists primarily of installment loans (direct and indirect) and overdraft lines of credit connected with customer deposit accounts.

Management uses a 10-point internal risk rating system to monitor the credit quality of the overall loan portfolio. The first six categories are considered not criticized, and are aggregated as “Pass” rated. The criticized rating categories utilized by management generally follow bank regulatory definitions. The Special Mention category includes assets that are currently protected but are potentially weak, resulting in an undue and unwarranted credit risk, but not to the point of justifying a substandard classification. Loans in the substandard category have well-defined weaknesses that jeopardize the liquidation of the debt, and have a distinct possibility that some loss will be sustained if the weaknesses are not corrected. All loans greater than 90 days past due are considered Substandard. The portion of a specific allocation of the allowance for loan losses that management believes is associated with a pending event that could trigger loss in the short-term will be classified in the Doubtful category. Any portion of a loan that has been charged off is placed in the Loss category.

To help ensure that risk ratings are accurate and reflect the present and future capacity of borrowers to repay a loan as agreed, the Bank has a structured loan rating process with several layers of internal and external oversight. Generally, consumer and residential mortgage loans are included in the Pass categories unless a specific action, such as bankruptcy, repossession, or death occurs to raise awareness of a possible credit event. The Bank’s Commercial Loan Officers are responsible for the timely and accurate risk rating of the loans in the commercial segments at origination and on an ongoing basis. The Bank’s experienced Credit Quality and Loan Review Departments perform an annual review of all commercial relationships of $500,000 or greater. Confirmation of the appropriate risk grade is included as part of the review process on an ongoing basis. The Credit Quality and Loan Review Departments continually review and assess loans within the portfolio. In addition, the Bank engages an external consultant to conduct loan reviews on at least an annual basis. Generally, the external consultant reviews commercial relationships greater than $1,000,000 and/or criticized non-consumer loans greater than $500,000. Detailed reviews, including plans for resolution, are performed on loans classified as Substandard on a quarterly basis. Loans in the Special Mention and Substandard categories that are collectively evaluated for impairment are given separate consideration in the determination of the allowance.

The following table presents the classes of the loan portfolio summarized by the aggregate Pass and the criticized categories of Special Mention and Substandard within the internal risk rating system at March 31, 2018 and December 31, 2017:

(in thousands)	Pass	Special Mention	Substandard	Total
March 31, 2018				
Commercial real estate				
Non owner-occupied	$141,575	$ 0	$ 4,001	$145,576
All other CRE	140,024	4,510	6,686	151,220
Acquisition and development				
1-4 family residential construction	17,531	0	0	17,531
All other A&D	81,825	7,378	561	89,764
Commercial and industrial	80,594	0	1,053	81,647
Residential mortgage				
Residential mortgage - term	339,614	0	4,958	344,572
Residential mortgage - home equity	72,581	147	1,145	73,873
Consumer	33,215	5	90	33,310
Total	$906,959	$ 12,040	$ 18,494	$937,493
December 31, 2017				
Commercial real estate				
Non owner-occupied	$133,725	$ 0	$ 5,843	$139,568
All other CRE	132,003	3,963	7,628	143,594
Acquisition and development				
1-4 family residential construction	17,719	0	0	17,719
All other A&D	84,345	7,294	1,172	92,811
Commercial and industrial	75,299	17	1,407	76,723
Residential mortgage				
Residential mortgage - term	319,059	0	5,326	324,385
Residential mortgage - home equity	73,059	148	1,056	74,263
Consumer	23,391	5	59	23,455
Total	$858,600	$ 11,427	$ 22,491	$892,518

Management further monitors the performance and credit quality of the loan portfolio by analyzing the age of the portfolio as determined by the length of time a recorded payment is past due. A loan is considered to be past due when a payment remains unpaid 30 days past its contractual due date. For all loan segments, the accrual of interest is discontinued when principal or interest is delinquent for 90 days or more unless the loan is well-secured and in the process of collection. All non-accrual loans are considered to be impaired. Interest payments received on non-accrual loans are applied as a reduction of the loan principal balance. Loans are returned to accrual status when all principal and interest amounts contractually due are brought current and future payments are reasonably assured. The Corporation’s policy for recognizing interest income on impaired loans does not differ from its overall policy for interest recognition.

The following table presents the classes of the loan portfolio summarized by the aging categories of performing loans and non-accrual loans at March 31, 2018 and December 31, 2017:

(in thousands)	Current	30-59 Days Past Due	60-89 Days Past Due	90 Days+ Past Due	Total Past Due and Accruing	Non-Accrual	Total Loans
March 31, 2018							
Commercial real estate							
Non owner-occupied	$143,999	$ 0	$ 0	$ 0	$ 0	$ 1,577	$ 145,576
All other CRE	150,676	127	27	0	154	390	151,220
Acquisition and development							
1-4 family residential construction	17,531	0	0	0	0	0	17,531
All other A&D	82,204	7,393	0	0	7,393	167	89,764
Commercial and industrial	81,276	340	0	5	345	26	81,647
Residential mortgage							
Residential mortgage - term	341,041	1,745	344	0	2,089	1,442	344,572
Residential mortgage - home equity	72,676	378	54	91	523	674	73,873
Consumer	33,064	167	42	12	221	25	33,310
Total	$922,467	$ 10,150	$ 467	$ 108	$ 10,725	$ 4,301	$ 937,493
December 31, 2017							
Commercial real estate							
Non owner-occupied	$136,134	$ 186	$ 0	$ 0	$ 186	$ 3,248	$ 139,568
All other CRE	141,680	461	248	0	709	1,205	143,594
Acquisition and development							
1-4 family residential construction	17,719	0	0	0	0	0	17,719
All other A&D	92,291	0	165	144	309	211	92,811
Commercial and industrial	76,322	0	17	6	23	378	76,723
Residential mortgage							
Residential mortgage - term	319,633	322	2,534	430	3,286	1,466	324,385
Residential mortgage - home equity	72,683	600	400	0	1,000	580	74,263
Consumer	23,273	115	22	15	152	30	23,455
Total	$879,735	$ 1,684	$ 3,386	$ 595	$ 5,665	$ 7,118	$ 892,518

Non-accrual loans totaled $4.3 million at March 31, 2018, compared to $7.1 million at December 31, 2017. The decrease in non-accrual balances at March 31, 2018 was primarily due to payoffs of two relationships totaling $2.5 million. Non-accrual loans that have been subject to partial charge-offs totaled $1.9 million at March 31, 2018, compared to $2.1 million at December 31, 2017. Loans secured by 1-4 family residential real estate properties in the process of foreclosure were $.3 million at March 31, 2018 and $.4 million at December 31, 2017.

Accruing loans past due 30 days or more increased to 1.14% of the loan portfolio at March 31, 2018, compared to .63% at December 31, 2017. The increase for the first three months of 2018 was due primarily to increases in the past due loans in the commercial A&D portfolio related to one large relationship that moved to 30 days past due at the end of the quarter.

An allowance for loan losses ("ALL") is maintained to absorb losses from the loan portfolio. The ALL is based on management's continuing evaluation of the risk characteristics and credit quality of the loan portfolio, assessment of current economic conditions, diversification and size of the portfolio, adequacy of collateral, past and anticipated loss experience, and the amount of non-performing loans.

The Bank's methodology for determining the ALL is based on the requirements of ASC Section 310-10-35, *Receivables-Overall-Subsequent Measurement*, for loans individually evaluated for impairment and ASC Subtopic 450-20, *Contingencies-Loss Contingencies*, for loans collectively evaluated for impairment, as well as the Interagency Policy Statement on the Allowance for Loan and Lease Losses and other bank regulatory guidance. The total of the two components represents the allocated portion of the Bank's ALL. In the second quarter of 2015, management determined that it would be prudent to establish an unallocated portion of the ALL to protect the Bank from other risks associated with the loan portfolio that may not be specifically identifiable.

The following table summarizes the primary segments of the ALL at March 31, 2018 and December 31, 2017, segregated by the amount required for loans individually evaluated for impairment and the amount required for loans collectively evaluated for impairment:

(in thousands)	**Commercial Real Estate**	**Acquisition and Development**	**Commercial and Industrial**	**Residential Mortgage**	**Consumer**	**Unallocated**	**Total**
March 31, 2018							
Individually evaluated for impairment	$ 633	$ 30	$ 10	$ 141	$ 7	$ 0	$821
Collectively evaluated for impairment	$ 3,343	$ 1,130	$ 850	$ 3,537	$ 289	$ 500	$9,649
Total ALL	$ 3,976	$ 1,160	$ 860	$ 3,678	$ 296	$ 500	$10,470
December 31, 2017							
Individually evaluated for impairment	$ 245	$ 40	$ 0	$ 65	$ 12	$ 0	$362
Collectively evaluated for impairment	$ 3,454	$ 1,217	$ 869	$ 3,379	$ 191	$ 500	$9,610
Total ALL	$ 3,699	$ 1,257	$ 869	$ 3,444	$ 203	$ 500	$9,972

Management uses the following methodology for determining impairment on consumer and commercial loans. All nonaccrual loans and all loans designated as troubled debt restructurings ("TDRs") are considered to be impaired. Additionally, an impairment evaluation is performed on any account that meets either of the following criteria: (a) commercial loans that (1) are risk-rated substandard and (2) have a balance of at least $500,000; and (b) commercial loans that are (1) part of a relationship having an amount of $750,000 or more and (2) at least 60 days past-due. For those loans that are not classified as nonaccrual or troubled debt restructures, a judgment is made as to the likelihood that contractual principal and interest will be collected. Loans are considered to be impaired when, based on current information and events, it is probable that the Bank will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in evaluating impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest owed.

Once the determination has been made that a loan is impaired, the determination of whether a specific allocation of the allowance is necessary is measured by comparing the recorded investment in the loan to the fair value of the loan using one of three methods: (a) the present value of expected future cash flows discounted at the loan's effective interest rate; (b) the loan's observable market price; or (c) the fair value of the collateral less selling costs. The method is selected on a loan-by-loan basis, with management primarily utilizing the fair value of collateral method. A valuation grid for impaired loans is used to determine when or how collateral values are to be updated based on size and collateral dependency for commercial loans and foreclosure status for consumer loans. If an updated appraisal has not been received and reviewed in time for the determination of estimated fair value at quarter (or year) end, or if the appraisal is found to be deficient following the Corporation's internal appraisal review process and re-ordered, then the estimated fair value of the collateral is determined by adjusting the existing appraisal by the appropriate percentage from an internally prepared appraisal discount grid. This grid considers the age of a third-party appraisal and the geographic region where the collateral is located. The discount rates in the appraisal discount grid are updated periodically to reflect the most current knowledge that management has available, including the results of current appraisals. A specific allocation of the ALL is recorded if there is any deficiency in collateral value determined by comparing the estimated fair value to the recorded investment of the loan. When updated appraisals are received and reviewed, adjustments are made to the specific allocation as needed.

The evaluation of the need and amount of a specific allocation of the ALL and whether a loan can be removed from impairment status is made on a quarterly basis.

The following table presents impaired loans by class, segregated by those for which a specific allowance was required and those for which a specific allowance was not necessary at March 31, 2018 and December 31, 2017:

	Impaired Loans with Specific Allowance		Impaired Loans with No Specific Allowance	Total Impaired Loans	
(in thousands)	Recorded Investment	Related Allowances	Recorded Investment	**Recorded Investment**	Unpaid Principal Balance
March 31, 2018					
Commercial real estate					
Non owner-occupied	$ 1,648	$ 633	$ 54	$ 1,702	$ 8,663
All other CRE	0	0	4,826	4,826	4,826
Acquisition and development					
1-4 family residential construction	0	0	527	527	527
All other A&D	236	30	167	403	571
Commercial and industrial	10	10	307	317	2,531
Residential mortgage					
Residential mortgage - term	788	104	2,782	3,570	3,883
Residential mortgage – home equity	85	37	589	674	687
Consumer	25	7	0	25	25
Total impaired loans	$ 2,792	$ 821	$ 9,252	$ 12,044	$ 21,713
December 31, 2017					
Commercial real estate					
Non owner-occupied	$ 1,711	$ 245	$ 1,907	$ 3,618	$ 10,579
All other CRE	0	0	5,458	5,458	5,731
Acquisition and development					
1-4 family residential construction	0	0	527	527	527
All other A&D	295	40	154	449	722
Commercial and industrial	0	0	668	668	2,882
Residential mortgage					
Residential mortgage - term	598	65	3,023	3,621	3,919
Residential mortgage – home equity	0	0	580	580	593
Consumer	30	12	0	30	30
Total impaired loans	$ 2,634	$ 362	$ 12,317	$ 14,951	$ 24,983

Loans that are collectively evaluated for impairment are analyzed with general allowances being made as appropriate. For general allowances, historical loss trends are used in the estimation of losses in the current portfolio. These historical loss amounts are modified by other qualitative factors.

The classes described above, which are based on the Federal call code assigned to each loan, provide the starting point for the ALL analysis. Management tracks the historical net charge-off activity (full and partial charge-offs, net of full and partial recoveries) at the call code level. A historical charge-off factor is calculated utilizing a defined number of consecutive historical quarters. Consumer pools currently utilize a rolling 12 quarters, while Commercial pools currently utilize a rolling eight quarters.

“Pass” rated credits are segregated from “Criticized” credits for the application of qualitative factors. “Pass” pools for commercial and residential real estate are further segmented based upon the geographic location of the underlying collateral. There are seven geographic regions utilized – six that represent the Bank’s lending footprint and a seventh for all out-of-market credits. Different economic environments and resultant credit risks exist in each region that are acknowledged in the assignment of qualitative factors. Loans in the criticized pools, which possess certain qualities or characteristics that may lead to collection and loss issues, are closely monitored by management and subject to additional qualitative factors.

Management supplements the historical charge-off factor with a number of additional qualitative factors that are likely to cause estimated credit losses associated with the existing loan pools to differ from historical loss experience. The additional factors, which are evaluated quarterly and updated using information obtained from internal, regulatory, and governmental sources, are: (a) national and local economic trends and conditions; (b) levels of and trends in delinquency rates and non-accrual loans; (c) trends in volumes and terms of loans; (d) effects of changes in lending policies; (e) experience, ability, and depth of lending staff; (f) value of underlying collateral; and (g) concentrations of credit from a loan type, industry and/or geographic standpoint.

Management reviews the loan portfolio on a quarterly basis using a defined, consistently applied process in order to make appropriate and timely adjustments to the ALL. When information confirms all or part of specific loans to be uncollectible, these amounts are promptly charged off against the ALL. Residential mortgage and consumer loans are charged off after they are 120 days contractually past due. All other loans are charged off based on an evaluation of the facts and circumstances of each individual loan. When the Bank believes that its ability to collect is solely dependent on the liquidation of the collateral, a full or partial charge-off is recorded promptly to bring the recorded investment to an amount that the Bank believes is supported by an ability to collect on the collateral. The circumstances that may impact the Bank’s decision to charge-off all or a portion of a loan include default or non-payment by the borrower, scheduled foreclosure actions, and/or prioritization of the Bank’s claim in bankruptcy. There may be circumstances where, due to pending events, the Bank will place a specific allocation of the ALL on a loan for which a partial charge-off has been previously recognized. This specific allocation may be either charged off or removed depending upon the outcome of the pending event. Full or partial charge-offs are not recovered until full principal and interest on the loan have been collected, even if a subsequent appraisal supports a higher value. Loans with partial charge-offs generally remain in non-accrual status. Both full and partial charge-offs reduce the recorded investment of the loan and the ALL and are considered to be charge-offs for purposes of all credit loss metrics and trends, including the historical rolling charge-off rates used in the determination of the ALL.

The following tables present the activity in the ALL for the three-month periods ended March 31, 2018 and 2017:

(in thousands)	Commercial Real Estate	Acquisition and Development	Commercial and Industrial	Residential Mortgage	Consumer	Unallocated	Total
ALL balance at January 1, 2018	$ 3,699	$ 1,257	$ 869	$ 3,444	$ 203	$ 500	$9,972

Charge-offs	0	(91)	0	(154)	(68)	0	(313)
Recoveries	59	214	18	38	35	0	364
Provision	218	(220)	(27)	350	126	0	447
ALL balance at March 31, 2018	$ 3,976	$ 1,160	$ 860	$ 3,678	$ 296	$ 500	$ 10,470
ALL balance at January 1, 2017	$ 3,913	$ 871	$ 858	$ 3,588	$ 188	$ 500	$ 9,918
Charge-offs	(429)	(18)	(33)	(148)	(84)	0	(712)
Recoveries	5	11	1,455	220	77	0	1,768
Provision	2,078	19	(1,344)	(158)	14	0	609
ALL balance at March 31, 2017	$ 5,567	$ 883	$ 936	$ 3,502	$ 195	$ 500	$ 11,583

The ALL is based on estimates, and actual losses may vary from current estimates. Management believes that the granularity of the homogeneous pools and the related historical loss ratios and other qualitative factors, as well as the consistency in the application of assumptions, result in an ALL that is representative of the risk found in the components of the portfolio at any given date.

The following table presents the average recorded investment in impaired loans by class and related interest income recognized for the periods indicated:

(in thousands)	Three months ended March 31, 2018 Average investment	Interest income recognized on an accrual basis	Interest income recognized on a cash basis	Three months ended March 31, 2017 Average investment	Interest income recognized on an accrual basis	Interest income recognized on a cash basis
Commercial real estate						
Non owner-occupied	$2,660	$ 4	$ 66	$6,366	$ 6	$ 0
All other CRE	5,142	49	56	9,320	53	0
Acquisition and development						
1-4 family residential construction	527	6	0	582	6	0
All other A&D	426	3	0	1,891	23	0
Commercial and industrial	493	5	0	290	3	0
Residential mortgage						
Residential mortgage - term	3,595	32	0	4,018	33	0
Residential mortgage – home equity	627	0	7	224	0	0
Consumer	28	0	0	0	0	0
Total	$13,498	$ 99	$ 129	$22,691	$ 124	$ 0

In the normal course of business, the Bank modifies loan terms for various reasons. These reasons may include as a retention strategy, remaining competitive in the current interest rate environment, and re-amortizing or extending a loan term to better match the loan's payment stream with the borrower's cash flows. A modified loan is considered to be a TDR when the Bank has determined that the borrower is troubled (i.e., experiencing financial difficulties). The Bank evaluates the probability that the borrower will be in payment default on any of its debt obligations in the foreseeable future without modification. To make this determination, the Bank performs a global financial review of the borrower and loan guarantors to assess their current ability to meet their financial obligations.

When the Bank restructures a loan to a troubled borrower, the loan terms (i.e., interest rate, payment amount, amortization period, and/or maturity date) are modified in such a way as to enable the borrower to cover the modified debt service payments based on current financials and cash flow adequacy. If a borrower's hardship is thought to be temporary, then modified terms are only offered for that time period. Where possible, the Bank obtains additional collateral and/or secondary payment sources at the time of the restructure in order to put the Bank in the best possible position if the borrower is not able to meet the modified terms. To date, the Bank has not forgiven any principal as a restructuring concession. The Bank will not offer modified terms if it believes that modifying the loan terms will only delay an inevitable permanent default.

All loans designated as TDRs are considered impaired loans and may be in either accruing or non-accruing status. The Bank’s policy for recognizing interest income on impaired loans does not differ from its overall policy for interest recognition. Accordingly, the accrual of interest is discontinued when principal or interest is delinquent for 90 days or more unless the loan is well-secured and in the process of collection. If the loan was accruing at the time of the modification, then it continues to be in accruing status subsequent to the modification. Non-accrual TDRs may return to accruing status when there has been sufficient payment performance for a period of at least six months. TDRs are considered to be in payment default if, subsequent to modification, the loans are transferred to non-accrual status or to foreclosure. Loans may be removed from being reported as a TDR in the calendar year following the modification if the interest rate at the time of modification was consistent with the interest rate for a loan with comparable credit risk and the loan has performed according to its modified terms for at least six months.

The volume and type of TDR activity is considered in the assessment of the local economic trends' qualitative factor used in the determination of the ALL for loans that are evaluated collectively for impairment.

During the three months ended March 31, 2018, there were no new TDRs, no modifications on existing TDRs and no payment defaults.

During the three months ended March 31, 2017, there were no new TDRs and two existing TDRs which had reached their original modification maturity were re-modified. These re-modifications did not impact the ALL. During the three months ended March 31, 2017, there were no payment defaults. The following table presents the volume and recorded investment at the time of modification of TDRs by class and type of modification that occurred during the three months ended March 31, 2017:

	Temporary Rate Modification		Extension of Maturity		**Modification of Payment and Other Terms**	
(in thousands)	**Number of Contracts**	Recorded Investment	Number of Contracts	Recorded Investment	Number of Contracts	Recorded Investment
Three months ended March 31, 2017						
Commercial real estate						
Non owner-occupied	0	$ 0	0	$ 0	0	$ 0
All other CRE	0	0	0	0	0	0
Acquisition and development						
1-4 family residential construction	0	0	0	0	0	0
All other A&D	0	0	1	244	0	0
Commercial and industrial	0	0	0	0	0	0
Residential mortgage						
Residential mortgage – term	0	0	1	259	0	0
Residential mortgage – home equity	0	0	0	0	0	0
Consumer	0	0	0	0	0	0
Total	0	$ 0	2	$ 503	0	$ 0

Note 8 - Other Real Estate Owned

The following table presents the components of OREO at March 31, 2018 and December 31, 2017:

(in thousands)	March 31, 2018	December 31, 2017
Commercial real estate	$ 4,207	$ 3,605
Acquisition and development	4,283	5,295
Commercial and industrial	24	24
Residential mortgage	1,000	1,217
Total OREO	$ 9,514	$ 10,141

The following table presents the activity in the OREO valuation allowance for the three-month periods ended March 31, 2018 and 2017:

	For the Three Months Ended March 31,	
(in thousands)	2018	2017
Balance beginning of period	$ 2,740	$ 3,535
Fair value write-down	295	70
Sales of OREO	(124)	(289)
Balance at end of period	$ 2,911	$ 3,316

The following table presents the components of OREO expenses, net, for the three-month periods ended March 31, 2018 and 2017:

	For the Three Months Ended March 31,	
(in thousands)	2018	2017
Gains on real estate, net	$ (20)	$ (30)
Fair value write-down, net	295	70
Expenses, net	148	169
Rental and other income	(38)	(35)
Total OREO expense, net	$ 385	$ 174

Note 9 – Fair Value of Financial Instruments

The Corporation complies with the guidance of ASC Topic 820, *Fair Value Measurements and Disclosures*, which defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements required under other accounting pronouncements. The Corporation also follows the guidance on matters relating to all financial instruments found in ASC Subtopic 825-10, *Financial Instruments – Overall*.

Fair value is defined as the price to sell an asset or to transfer a liability in an orderly transaction between willing market participants as of the measurement date. Fair value is best determined by values quoted through active trading markets. Active trading markets are characterized by numerous transactions of similar financial instruments between willing buyers and willing sellers. Because no active trading market exists for various types of financial instruments, many of the fair values disclosed were derived using present value discounted cash flows or other valuation techniques described below. As a result, the Corporation's ability to actually realize these derived values cannot be assumed.

The Corporation measures fair values based on the fair value hierarchy established in ASC Paragraph 820-10-35-37. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of inputs that may be used to measure fair value under the hierarchy are as follows:

Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets and liabilities. This level is the most reliable source of valuation.

Level 2: Quoted prices that are not active, or inputs that are observable either directly or indirectly, for substantially the full term of the asset or liability. Level 2 inputs include inputs other than quoted prices that are observable for the asset or liability (for example, interest rates and yield curves at commonly quoted intervals, volatilities, prepayment speeds, loss severities, credit risks, and default rates). It also includes inputs that are derived principally from or corroborated by observable market data by correlation or other means (market-corroborated inputs). Several sources are utilized for valuing these assets, including a contracted valuation service, Standard & Poor’s (“S&P”) evaluations and pricing services, and other valuation matrices.

Level 3: Prices or valuation techniques that require inputs that are both significant to the valuation assumptions and not readily observable in the market (i.e. supported with little or no market activity). Level 3 instruments are valued based on the best available data, some of which is internally developed, and consider risk premiums that a market participant would require.

The level established within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. Transfers in and out of Level 1, 2 or 3 are recorded at fair value at the beginning of the reporting period.

Management believes that the Corporation’s valuation techniques are appropriate and consistent with the techniques used by other market participants. However, the use of different methodologies and assumptions could result in a different estimate of fair values at the reporting date. The valuation techniques used by the Corporation to measure, on a recurring and non-recurring basis, the fair value of assets as of March 31, 2018 are discussed in the paragraphs that follow.

Investments – The investment portfolio is classified and accounted for based on the guidance of ASC Topic 320, *Investments – Debt and Equity Securities*.

The fair value of investments is determined using a market approach. As of March 31, 2018, the U.S. Government agencies, residential and commercial mortgage-backed securities, collateralized mortgage obligations, and state and political subdivisions bonds segments are classified as Level 2 within the valuation hierarchy. Their fair values were determined based upon market-corroborated inputs and valuation matrices, which were obtained through third party data service providers or securities brokers through which the Corporation has historically transacted both purchases and sales of investment securities.

The CDO segment, which consists of pooled trust preferred securities issued by banks, thrifts and insurance companies, is classified as Level 3 within the valuation hierarchy. At March 31, 2018, the Corporation owned 10 pooled trust preferred securities with an amortized cost of $19.7 million and a fair value of $16.0 million. The market for these securities at March 31, 2018 is not active and markets for similar securities are also not active. The inactivity was evidenced first by a significant widening of the bid-ask spread in the brokered markets in which these securities trade and then by a significant decrease in the volume of trades relative to historical levels. The new issue market is also inactive, as few CDOs have been issued since 2007. There are currently very few market participants who are willing to effect transactions in these securities. The market values for these securities or any securities other than those issued or guaranteed by the U.S. Department of the Treasury (the “Treasury”) are depressed relative to historical levels. Therefore, in the current market, a low market price for a particular bond may only provide evidence of stress in the credit markets in general rather than being an indicator of credit problems with a particular issue. Given the conditions in the current debt markets and the absence of observable transactions in the secondary and new issue markets, management has determined that (a) the few observable transactions and market quotations that are available are not reliable for the purpose of obtaining fair value at March 31, 2018, (b) an income valuation approach technique (i.e. present value) that maximizes the use of relevant observable inputs and minimizes the use of unobservable inputs will be equally or more representative of fair value than a market approach, and (c) the CDO segment is appropriately classified within Level 3 of the valuation hierarchy because management determined that significant adjustments were required to determine fair value at the measurement date.

Management relies on an independent third party to prepare both the evaluations of OTTI as well as the fair value determinations for its CDO portfolio. Management believes that the valuations are adequately reflected at March 31, 2018.

The approach used by the third party to determine fair value involved several steps, which included detailed credit and structural evaluation of each piece of collateral in each bond, projection of default, recovery and prepayment/amortization probabilities for each piece of collateral in the bond, and discounted cash flow modeling. The discount rate methodology used by the third party combines a baseline current market yield for comparable corporate and structured credit products with adjustments based on evaluations of the differences found in structure and risks associated with actual and projected credit performance of each CDO being valued. Currently, the only active and liquid trading market that exists is for stand-alone trust preferred securities, with a limited market for highly-rated CDO securities that are more senior in the capital structure than the securities in the CDO portfolio. Therefore, adjustments to the baseline discount rate are also made to reflect the additional leverage found in structured instruments.

Derivative financial instruments (Cash flow hedge) – The Corporation's open derivative positions are interest rate swap agreements. Those classified as Level 2 open derivative positions are valued using externally developed pricing models based on observable market inputs provided by a third party and validated by management. The Corporation has considered counterparty credit risk in the valuation of its interest rate swap assets.

Impaired loans – Loans included in the table below are those that are considered impaired with a specific allocation or with a partial charge-off, based upon the guidance of the loan impairment subsection of the *Receivables* Topic, ASC Section 310-10-35, under which the Corporation has measured impairment generally based on the fair value of the loan's collateral. Fair value consists of the loan balance less its valuation allowance and is generally determined based on independent third-party appraisals of the collateral or discounted cash flows based upon the expected proceeds. These assets are included as Level 3 fair values based upon the lowest level of input that is significant to the fair value measurements.

Other real estate owned – OREO included in the table below are considered impaired with specific write-downs. Fair value of other real estate owned is based on independent third-party appraisals of the properties. These values were determined based on the sales prices of similar properties in the approximate geographic area. These assets are included as Level 3 fair values based upon the lowest level of input that is significant to the fair value measurements.

For Level 3 assets and liabilities measured at fair value on a recurring and non-recurring basis as of March 31, 2018 and December 31, 2017, the significant unobservable inputs used in the fair value measurements were as follows:

(in thousands)	**Fair Value at March 31, 2018**	Valuation Technique	Significant Unobservable Inputs	**Significant Unobservable Input Value**
Recurring:				
Investment Securities – available for sale	$ 15,977	Discounted Cash Flow	Discount Rate	LIBOR+ 4.75%
Non-recurring:				
Impaired Loans	$ 2,178	Market Comparable Properties	Marketability Discount	10.0% - 15.0% (1) (weighted avg 10.8%)
Other Real Estate Owned	$ 1,055	Market Comparable Properties	Marketability Discount	10.0% - 15.0% (1) (weighted avg 12.4%)

(in thousands)	Fair Value at December 31, 2017	Valuation Technique	Significant Unobservable Inputs	Significant Unobservable Input Value
Recurring:				
Investment Securities – available for sale	$ 14,920	Discounted Cash Flow	Discount Rate	Range of LIBOR+ 4.5% to 5.5%
Non-recurring:				
Impaired Loans	$ 2,507	Market Comparable Properties	Marketability Discount	10.0% - 15.0% (1) (weighted avg 10.9%)
Other Real Estate Owned	$ 1,841	Market Comparable Properties	Marketability Discount	10.0% - 15.0% (1) (weighted avg 13.3%)

NOTE:

(1) Range would include discounts taken since appraisal and estimated values

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For assets measured at fair value on a recurring and non-recurring basis, the fair value measurements by level within the fair value hierarchy used at March 31, 2018 and December 31, 2017 are as follows:

		Fair Value Measurements at March 31, 2018 Using		
	Assets Measured at Fair Value	Quoted Prices in Active Markets for Identical Assets	Significant Other Observable Inputs	Significant Unobservable Inputs
(in thousands)	03/31/18	(Level 1)	(Level 2)	(Level 3)
Recurring:				
Investment securities available-for-sale:				
U.S. government agencies	$ 28,861		$ 28,861	
Commercial mortgage-backed agencies	$ 40,028		$ 40,028	
Collateralized mortgage obligations	$ 38,889		$ 38,889	
Obligations of states and political subdivisions	$ 21,849		$ 21,849	
Collateralized debt obligations	$ 15,977			$ 15,977
Financial Derivatives	$ 1,388		$ 1,388	
Non-recurring:				
Impaired loans	$ 2,178			$ 2,178
Other real estate owned	$ 1,055			$ 1,055

		Fair Value Measurements at December 31, 2017 Using		
	Assets Measured at Fair Value	Quoted Prices in Active Markets for Identical Assets	Significant Other Observable Inputs	Significant Unobservable Inputs
(in thousands)	12/31/2017	(Level 1)	(Level 2)	(Level 3)
Recurring:				
Investment securities available-for-sale:				
U.S. government agencies	$ 29,256		$ 29,256	
Commercial mortgage-backed agencies	$ 40,891		$ 40,891	
Collateralized mortgage obligations	$ 40,384		$ 40,384	
Obligations of states and political subdivisions	$ 21,019		$ 21,019	
Collateralized debt obligations	$ 14,920			$ 14,920
Financial Derivative	$ 781		$ 781	

Non-recurring:		
Impaired loans	$ 2,507	$ 2,507
Other real estate owned	$ 1,841	$ 1,841

There were no transfers of assets between any of the fair value hierarchy for the three-month periods ended March 31, 2018 or 2017.

The following tables show a reconciliation of the beginning and ending balances for fair valued assets measured on a recurring basis using Level 3 significant unobservable inputs for the three-month periods ended March 31, 2018 and 2017:

(In thousands)	Fair Value Measurements Using Significant Unobservable Inputs (Level 3) Investment Securities Available for Sale
Beginning balance January 1, 2018	$ 14,920
Total gains realized/unrealized: Included in other comprehensive income	1,057
Ending balance March 31, 2018	$ 15,977

(in thousands)	Fair Value Measurements Using Significant Unobservable Inputs (Level 3) Investment Securities Available for Sale
Beginning balance January 1, 2017	$ 20,254
Total gains realized/unrealized: Included in other comprehensive income	103
Ending balance March 31, 2017	$ 20,357

Gains (realized and unrealized) included in earnings for the periods identified above are reported in the Consolidated Statement of Operations in Other Operating Income. There were no gains or losses included in earnings attributable to the change in realized/unrealized gains or losses related to the assets for the three- month periods ended March 31, 2018 and 2017.

The disclosed fair values may vary significantly between institutions based on the estimates and assumptions used in the various valuation methodologies. The derived fair values are subjective in nature and involve uncertainties and significant judgment. Therefore, they cannot be determined with precision. Changes in the assumptions could significantly impact the derived estimates of fair value. Disclosure of non-financial assets such as buildings as well as certain financial instruments such as leases is not required. Accordingly, the aggregate fair values presented do not represent the underlying value of the Corporation.

The following tables present fair value information about financial instruments, whether or not recognized in the Consolidated Statement of Financial Condition, for which it is practicable to estimate that value. The actual carrying amounts and estimated fair values of the Corporation's financial instruments that are included in the Consolidated Statement of Financial Condition are as follows:

	March 31, 2018		Fair Value Measurements		
(in thousands)	Carrying Amount	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Financial Assets:					
Cash and due from banks	$19,408	$19,408	$19,408		
Interest bearing deposits in banks	1,818	1,818	1,818		
Investment securities - AFS	145,604	145,604		$ 129,627	$ 15,977
Investment securities - HTM	91,878	91,335		81,993	9,342
Restricted bank stock	5,352	5,352		5,352	
Loans, net [1]	927,023	914,502			914,502
Financial derivatives	1,388	1,388		1,388	
Accrued interest receivable	3,909	3,909		3,909	
Financial Liabilities:					
Deposits – non-maturity	796,122	796,122		796,122	
Deposits – time deposits	221,741	222,792		222,792	
Short-term borrowed funds	55,210	55,210		55,210	
Long-term borrowed funds	115,929	117,799		117,799	
Accrued interest payable	410	410		410	
Off balance sheet financial instruments	0	0	0		

	December 31, 2017		Fair Value Measurements		
(in thousands)	Carrying Amount	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	**Significant Other Observable Inputs** (Level 2)	Significant Unobservable Inputs (Level 3)
Financial Assets:					
Cash and due from banks	$82,273	$82,273	$82,273		
Interest bearing deposits in banks	1,479	1,479	1,479		
Investment securities - AFS	146,470	146,470		$ 131,550	$ 14,920
Investment securities - HTM	93,632	95,346		86,836	8,510
Restricted bank stock	5,204	5,204		5,204	
Loans, net [1]	882,546	883,936			883,936
Financial derivative	781	781		781	
Accrued interest receivable	3,814	3,814		3,814	
Financial Liabilities:					
Deposits- non-maturity	805,263	805,263		805,263	
Deposits- time deposits	234,127	235,489		235,489	
Short-term borrowed funds	48,845	48,845		48,845	
Long-term borrowed funds	120,929	123,906		123,906	
Accrued interest payable	453	453		453	
Off balance sheet financial instruments	0	0	0		

[1] In accordance with the prospective adoption of Accounting Standards Update 2016-01, the fair value of loans at March 31, 2018 was measured using an exit price notion. The fair value of loans at December 31, 2017 was measured using an entry price notion.

Note 10 – Accumulated Other Comprehensive Loss

The following table presents the changes in each component of accumulated other comprehensive loss for the 12 months ended December 31, 2017 and the three-month periods ended March 31, 2018:

(in thousands)	**Investment securities-with OTTI AFS**	**Investment securities-all other AFS**	**Investment securities-HTM**	**Cash Flow Hedge**	**Pension Plan**	SERP	Total
Accumulated OCL, net:							
Balance - January 1, 2017	$ (2,368)	$ (3,218)	$ (1,354)	$ 422	$(14,232)	$(715)	$(21,465)
Other comprehensive income/(loss) before reclassifications	31	638	0	59	(445)	(82)	201
Amounts reclassified from accumulated other comprehensive loss	(121)	36	253	0	781	105	1,054
Reclassification of certain tax effects	(481)	(435)	(246)	101	(3,170)	(152)	(4,383)
Balance – December 31, 2017	$ (2,939)	$ (2,979)	$ (1,347)	$ 582	$(17,066)	$(844)	$(24,593)
Other comprehensive income/(loss) before reclassifications	685	(1,085)	0	443	516	0	559
Amounts reclassified from accumulated other comprehensive loss	(40)	7	45	0	220	29	261
Balance – March 31, 2018	$ (2,294)	$ (4,057)	$ (1,302)	$ 1,025	$(16,330)	$(815)	$(23,773)

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The following tables present the components of comprehensive income for the three-month periods ended March 31, 2018 and 2017:

Components of Comprehensive Income (in thousands)	**Before Tax Amount**	**Tax (Expense) Benefit**	Net
For the three months ended March 31, 2018			
Available for sale (AFS) securities with OTTI:			
Unrealized holding gains	$ 939	$ (254)	$ 685
Less: accretable yield recognized in income	55	(15)	40
Net unrealized gains on investments with OTTI	884	(239)	645
Available for sale securities – all other:			
Unrealized holding losses	(1,487)	402	(1,085)
Less: losses recognized in income	(9)	2	(7)
Net unrealized losses on all other AFS securities	(1,478)	400	(1,078)
Held to maturity securities:			
Unrealized holding gains	0	0	0
Less: amortization recognized in income	(76)	31	(45)
Net unrealized gains on HTM securities	76	(31)	45
Cash flow hedges:			
Unrealized holding gains	607	(164)	443
Pension Plan:			
Unrealized net actuarial gain	707	(191)	516
Less: amortization of unrecognized loss	(300)	81	(219)
Less: amortization of transition asset	0	0	0
Less: amortization of prior service costs	(2)	1	(1)
Net pension plan liability adjustment	1,009	(273)	736
SERP:			
Unrealized net actuarial loss	0	0	0
Less: amortization of unrecognized loss	(41)	11	(30)
Less: amortization of prior service costs	1	0	1
Net SERP liability adjustment	40	(11)	29
Other comprehensive income	$ 1,138	$ (318)	$ 820

Components of Comprehensive Income (in thousands)	**Before Tax Amount**	**Tax (Expense) Benefit**	Net
For the three months ended March 31, 2017			
Available for sale (AFS) securities with OTTI:			
Unrealized holding gains	$ 166	$ (66)	$ 100
Less: accretable yield recognized in income	2	0	2
Net unrealized gains on investments with OTTI	164	(66)	98
Available for sale securities – all other:			
Unrealized holding gains	122	(49)	73
Less: losses recognized in income	(9)	4	(5)
Net unrealized gains on all other AFS securities	131	(53)	78
Held to maturity securities:			
Unrealized holding gains	0	0	0
Less: amortization recognized in income	(101)	40	(61)
Net unrealized gains on HTM securities	101	(40)	61
Cash flow hedges:			
Unrealized holding gains	86	(34)	52
Pension Plan:			
Unrealized net actuarial gain	53	(21)	32
Less: amortization of unrecognized loss	(264)	105	(159)
Less: amortization of transition asset	0	0	0
Less: amortization of prior service costs	(3)	0	(3)
Net pension plan liability adjustment	320	(126)	194
SERP:			
Unrealized net actuarial loss	0	0	0
Less: amortization of unrecognized loss	(37)	14	(23)
Less: amortization of prior service costs	1	0	1
Net SERP liability adjustment	36	(14)	22
Other comprehensive income	$ 838	$ (333)	$ 505

The following table presents the details of amount reclassified from accumulated other comprehensive loss for the three-month periods ended March 31, 2018 and 2017:

Amounts Reclassified from Accumulated Other Comprehensive Loss (in thousands)	**For the three months ended March 31, 2018**	**For the three months ended March 31, 2017**	**Affected Line Item in the Statement Where Net Income is Presented**
Net unrealized gains on investment securities with OTTI:			
Accretable yield	$ 55	$ 2	Interest income on taxable investment securities
Taxes	(15)	0	Tax expense
	$ 40	$ 2	Net of tax
Net unrealized gains and (losses) on available for sale investment securities - all others:			
Losses on sales	$ (9)	$ (9)	Net losses
Taxes	2	4	Tax benefit
	$ (7)	$ (5)	Net of tax
Net unrealized losses on held to maturity securities:			
Amortization	$ (76)	$ (101)	Interest income on taxable investment securities
Taxes	31	40	Tax benefit
	$ (45)	$ (61)	Net of tax
Net pension plan liability adjustment:			
Amortization of unrecognized loss	$ (300)	(264)	Other Expense
Amortization of transition asset	0	0	Other Expense
Amortization of prior service costs	(2)	(3)	Salaries and employee benefits
Taxes	82	105	Tax benefit
	$ (220)	$ (162)	Net of tax
Net SERP liability adjustment:			
Amortization of unrecognized loss	$ (41)	(37)	Other Expense
Amortization of prior service costs	1	1	Salaries and employee benefits
Taxes	11	14	Tax benefit
	$ (29)	$ (22)	Net of tax
Total reclassifications for the period	$ (261)	$ (248)	Net of tax

Note 11 – Income Taxes

The reconciliation between the statutory federal income tax rate and effective income tax rate for the three-month periods ending March 31, 2018 and 2017 is as follows:

	March 31, 2018		March 31, 2017	
Federal statutory rate	21.0	%	35.0	%
Tax-exempt income on securities and loans	(1.8	)	(3.4	)
Tax-exempt BOLI income	(1.9	)	(3.5	)
State income tax, net of federal tax benefit	5.3		4.4	
Tax credits	(2.2	)	(3.4	)
Other	0.1		(0.5	)
	20.5	%	28.6	%

Note 12 – Junior Subordinated Debentures and Restrictions on Dividends

First United Corporation is the parent company to three statutory trust subsidiaries - First United Statutory Trust I and First United Statutory Trust II, both of which are Connecticut statutory trusts ("Trust I" and "Trust II", respectively), and First United Statutory Trust III, a Delaware statutory trust ("Trust III" and, together with Trust I and Trust II, the "Trusts"). The Trusts were formed for the purposes of selling preferred securities to investors and using the proceeds to purchase junior subordinated debentures from First United Corporation ("TPS Debentures") that would qualify as regulatory capital.

In March 2004, Trust I and Trust II issued preferred securities with an aggregate liquidation amount of $30.0 million to third-party investors and issued common equity with an aggregate liquidation amount of $.9 million to First United Corporation. Trust I and Trust II used the proceeds of these offerings to purchase an equal amount of TPS Debentures, as follows:

$20.6 million—floating rate payable quarterly based on three-month LIBOR plus 275 basis points (4.93% at March 31, 2018), maturing in 2034, became redeemable five years after issuance at First United Corporation's option.

$10.3 million—floating rate payable quarterly based on three-month LIBOR plus 275 basis points (4.93% at March 31, 2018) maturing in 2034, became redeemable five years after issuance at First United Corporation's option.

In December 2009, Trust III issued 9.875% fixed-rate preferred securities with an aggregate liquidation amount of approximately $7.0 million to private investors and issued common securities to First United Corporation with an aggregate liquidation amount of approximately $.2 million. Trust III used the proceeds of the offering to purchase approximately $7.2 million of 9.875% fixed-rate TPS Debentures. Interest on these TPS Debentures was payable quarterly, and the TPS Debentures were scheduled to mature in 2040 but were redeemable five years after issuance at First United Corporation's option.

In January 2010, Trust III issued an additional $3.5 million of 9.875% fixed-rate preferred securities to private investors and issued common securities to First United Corporation with an aggregate liquidation amount of $.1 million. Trust III used the proceeds of the offering to purchase $3.6 million of 9.875% fixed-rate TPS Debentures. Interest on these TPS Debentures was payable quarterly, and the TPS Debentures were scheduled to mature in 2040 but were redeemable five years after issuance at First United Corporation's option.

In March 2017, the Corporation repaid all of the outstanding TPS Debentures issued to and held by Trust III, and Trust III in turn redeemed all of its outstanding securities from its security holders. The $10.8 million repayment was consummated following the Corporation's common stock rights offering that closed on March 20, 2017.

The TPS Debentures issued to each of the Trusts represent the sole assets of that Trust, and payments of the TPS Debentures by First United Corporation are the only sources of cash flow for the Trust. First United Corporation has the right, without triggering a default, to defer interest on all of the TPS Debentures for up to 20 quarterly periods, in which case distributions on the preferred securities will also be deferred. Should this occur, First United Corporation may not pay dividends or distributions on, or repurchase, redeem or acquire any shares of its capital stock.

Note 13 – Preferred Stock

On January 30, 2009, pursuant to the Troubled Asset Relief program Capital Purchase Program adopted by the U.S. Department of the Treasury (the “Treasury”), First United Corporation issued to the Treasury 30,000 shares of its Series A Preferred Stock and a Warrant to purchase 326,323 shares of common stock at an exercise price of $13.79 per share, for an aggregate consideration of $30.0 million. The proceeds from this transaction qualified as Tier 1 capital and the Warrant qualified as tangible common equity.

On December 4, 2014, the Treasury sold all of its shares of Series A Preferred stock to third-party investors. On May 26, 2015, the Corporation repurchased the warrant from the Treasury for $120,786, which is included in other expense. The warrant was canceled and as a result of the repurchase, the Treasury has no remaining equity investment in the Corporation. First United Corporation redeemed all outstanding shares of Series A Preferred Stock as follows: (i) 10,000 shares, having an aggregate liquidation amount of $10.0 million, on February 14, 2016, (ii) 10,000 shares, having an aggregate liquidation amount of $10.0 million, on March 21, 2017; and (iii) 10,000 shares, having an aggregate liquidation amount of $10.0 million, on November 15, 2017.

The holders of the Series A Preferred Stock were entitled to receive, if and when declared by the Board of Directors, out of assets legally available for payment, cumulative cash dividends at a rate per annum of 5% per share on a liquidation amount of $1,000 per share of Series A Preferred Stock with respect to each dividend period from January 30, 2009 to, but excluding, February 15, 2014. From and after February 15, 2014, holders of Series A Preferred Stock were entitled to receive cumulative cash dividends at a rate per annum of 9% per share on a liquidation amount of $1,000 per share with respect to each dividend period thereafter.

Note 14 – Borrowed Funds

The following is a summary of short-term borrowings with original maturities of less than one year:

(Dollars in thousands)

	Three months ended March 31, 2018	Year ended December 31, 2017
Short-term FHLB Advance:		
Overnight borrowings, interest rate of 1.92% at March 31, 2018	$ 9,000	$ 0
Securities sold under agreements to repurchase:		
Outstanding at end of period	$ 46,210	$ 48,845
Weighted average interest rate at end of period	0.04 %	0.15 %
Maximum amount outstanding as of any month end	$ 46,210	$ 58,438
Average amount outstanding	$ 45,879	$ 37,326
Approximate weighted average rate during the period	0.04 %	0.19 %

At March 31, 2018, the repurchase agreements were secured by $58.4 million in investment securities issued by government related agencies. A minimum of 102% of fair value is pledged against account balances.

The following is a summary of long-term borrowings with original maturities exceeding one year:

(in thousands)	March 31, 2018	December 31, 2017
FHLB advances, bearing fixed interest at rates ranging from 1.54% to 3.02% at March 31, 2018	$ 85,000	$ 90,000
Junior subordinated debt, bearing variable interest rate of 4.93% at March 31, 2018	30,929	30,929
Total long-term debt	$ 115,929	$ 120,929

At March 31, 2018, the long-term FHLB advances were secured by $169.3 million in loans.

The contractual maturities of all long-term borrowings are as follows:

	March 31, 2018			December 31, 2017
(in thousands)	Fixed Rate	Floating Rate	Total	Total
Due in 2018	$ 15,000	$ 0	$ 15,000	$ 20,000
Due in 2019	20,000	0	20,000	20,000
Due in 2020	30,000	0	30,000	30,000
Due in 2021	20,000	0	20,000	20,000
Thereafter	0	30,929	30,929	30,929
Total long-term debt	$ 85,000	$ 30,929	$ 115,929	$ 120,929

Note 15 – Employee Benefit Plans

The following tables present the components of the net periodic pension plan cost for First United Corporation’s Defined Benefit Pension Plan (the “Pension Plan”) and the Bank’s Supplemental Executive Retirement Plan (“SERP”) for the periods indicated:

Pension	For the Three months ended March 31,	
(in thousands)	2018	2017
Service cost	$ 81	$ 70
Interest cost	397	413
Expected return on assets	(810)	(751)
Amortization of transition asset	0	0

Amortization of net actuarial loss	300	264
Amortization of prior service cost	2	3
Net pension credit included in employee benefits and other expense	$ (30)	$ (1)

SERP	For the Three months ended March 31,	
(in thousands)	2018	2017
Service cost	$ 28	$ 26
Interest cost	75	72
Amortization of recognized loss	41	37
Amortization of prior service cost	(1)	(1)
Net SERP expense included in employee benefits and other expense	$ 143	$ 134

The service cost component of net periodic benefit cost is included in salaries and benefits and all other components of net periodic benefit cost are included in other noninterest expense in the Consolidated Statement of Operations for the Company's pension and SERP plans.

The Pension Plan is a noncontributory defined benefit pension plan covers our employees who were hired prior to the freeze and others who were grandfathered into the plan. The benefits are based on years of service and the employees' compensation during the last five years of employment.

Effective April 30, 2010, the Pension Plan was amended, resulting in a "soft freeze", the effect of which prohibits new entrants into the plan and ceases crediting of additional years of service after that date. Effective January 1, 2013, the Pension Plan was amended to unfreeze it for those employees for whom the sum of (a) their ages, at their closest birthday, plus (b) years of service for vesting purposes equals 80 or greater. The "soft freeze" continues to apply to all other plan participants. Pension benefits for these participants are managed through discretionary contributions to the First United Corporation 401(k) Profit Sharing Plan (the "401(k) Plan").

The Bank established the SERP in 2001 as an unfunded supplemental executive retirement plan. The SERP is available only to a select group of management or highly compensated employees to provide supplemental retirement benefits in excess of limits imposed on qualified plans by federal tax law. Concurrent with the establishment of the SERP, the Bank acquired Bank Owned Life Insurance ("BOLI") policies on the senior management personnel and officers of the Bank. The benefits resulting from the favorable tax treatment accorded the earnings on the BOLI policies are intended to provide a source of funds for the future payment of the SERP benefits as well as other employee benefit costs.

The benefit obligation activity for both the Pension Plan and SERP was calculated using an actuarial measurement date of January 1. Plan assets and the benefit obligations were calculated using an actuarial measurement date of December 31.

The Corporation will assess the need for future annual contributions to the pension plan based upon its funded status and an evaluation of the future benefits to be provided thereunder. No contributions were made to the pension plan during the first quarter of 2018. The Corporation expects to fund the annual projected benefit payments for the SERP from operations.

On January 9, 2015, the Corporation and members of management who do not participate in the SERP entered into participation agreements under the Deferred Compensation Plan, each styled as a SERP Alternative Participation Agreement (the "Participation Agreement"). Pursuant to each Participation Agreement, the Corporation agreed, for each Plan Year (as defined in the Deferred Compensation Plan) in which it determines that it has been Profitable (as defined in the Participation Agreement), to make a discretionary contribution to the participant's Employer Account in an amount equal to 15% of the participant's base salary level for such Plan Year, with the first Plan Year being the year ending December 31, 2015. The Participation Agreement provides that the participant will become 100% vested in the amount maintained in his or her Employer Account upon the earliest to occur of the following events: (a) Normal Retirement (as defined in the Participation Agreement); (b) Separation from Service (as defined in the Participation Agreement) following a Change of Control (as defined in the Deferred Compensation Plan) and subsequent Triggering Event (as defined in the Participation Agreement); (c) Separation from Service due to a Disability (as defined in the Participation Agreement); (d) with respect to a particular award of Employer Contribution Credits, the participant's completion of two consecutive Years of Service (as defined in the Participation Agreement) immediately following the Plan Year for which such award was made; or (e) death. Notwithstanding the foregoing, however, a participant will lose entitlement to the amount maintained in his or her Employer Account in the event employment is terminated for Cause (as defined in the Participation Agreement). In addition, the Participation Agreement conditions entitlement to the amounts held in the Employer Account on the participant (1) refraining from engaging in Competitive Employment (as defined in the Participation Agreement) for three years following his or her Separation from Service, (2) refraining from injurious disclosure of confidential information concerning the Corporation, and (3) remaining available, at the Corporation's reasonable request, to provide at least six hours of transition services per month for 12 months following his or her Separation from Service (except in the case of death or Disability), except that only item (2) will apply in the event of a Separation from Service following a Change of Control and subsequent Triggering Event.

In January 2016, the Board of Directors of First United Corporation approved discretionary contributions to two Employer Accounts totaling $63,500. Each of the contributions had a two-year vesting period that ended at December 31, 2017. In January 2017, the Board approved discretionary contributions to four Employer Accounts totaling $112,780. Each of the contributions has a two-year vesting period. SERP Alternative expense of $14,089 was recorded in each of the three-month periods ended March 31, 2018 and 2017. In January 2018, the Board approved discretionary contributions to four Employer Accounts totaling $119,252. Each of the contributions has a two-year vesting period. SERP Alternative expense of $14,906 was recorded for the first three months of 2018.

Note 16 - Equity Compensation Plan Information

At the 2007 Annual Meeting of Shareholders, First United Corporation's shareholders approved the First United Corporation Omnibus Equity Compensation Plan which authorized the issuance of up to 185,000 shares of common stock pursuant to the grant of stock options, stock appreciation rights, stock awards, stock units, performance units, dividend equivalents, and other stock-based awards to employees or directors. This plan expired by its terms during the second quarter of 2017.

The Corporation complies with the provisions of ASC Topic 718, *Compensation-Stock Compensation*, in measuring and disclosing stock compensation cost. The measurement objective in ASC Paragraph 718-10-30-6 requires public companies to measure the cost of employee services received in exchange for an award of equity instruments based on the grant date fair value of the award. The cost is recognized in expense over the period in which an employee is required to provide service in exchange for the award (the vesting period).

Stock-based awards were made to non-employee directors in May 2017 pursuant to First United Corporation's director compensation policy. Each director receives an annual retainer of 1,000 shares of First United Corporation common stock, plus $10,000 to be paid, at the director's election, in cash or additional shares of common stock. In 2017, a total of 14,795 fully-vested shares of common stock were issued to directors, which had a fair market value of $14.48. Director stock compensation expense was $53,558 for the three months ended March 31, 2018 and $37,183 for the three months ended March 31, 2017.

Note 17 – Letters of Credit and Off Balance Sheet Liabilities

The Corporation does not issue any guarantees that would require liability recognition or disclosure other than the standby letters of credit issued by the Bank. Standby letters of credit are conditional commitments issued by the Bank to guarantee the performance of a customer to a third party. Generally, the Bank's letters of credit are issued with expiration dates within one year. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. The Bank generally holds collateral and/or personal guarantees supporting these commitments. The Bank had $2.7 million of outstanding standby letters of credit at March 31, 2018 and $2.6 million at December 31, 2017. Management believes that the proceeds obtained through a liquidation of collateral and the enforcement of guarantees would be sufficient to cover the potential amount of future payment required by the letters of credit. Management does not believe that the amount of the liability associated with guarantees under standby letters of credit outstanding at March 31, 2018 and December 31, 2017 is material.

Note 18 – Derivative Financial Instruments

As a part of managing interest rate risk, the Bank entered into interest rate swap agreements to modify the re-pricing characteristics of certain interest-bearing liabilities. The Corporation has designated these interest rate swap agreements as cash flow hedges under the guidance of ASC Subtopic 815-30, *Derivatives and Hedging – Cash Flow Hedges*. Cash flow hedges have the effective portion of changes in the fair value of the derivative, net of taxes, recorded in net accumulated other comprehensive income.

In July 2009, the Corporation entered into three interest rate swap contracts totaling $20.0 million notional amount, hedging future cash flows associated with floating rate trust preferred debt. The final contract matured on June 17, 2016, ending the agreement.

In March 2016, the Corporation entered into four new interest rate swap contracts totaling $30.0 million notional amount, hedging future cash flows associated with floating rate trust preferred debt. These contracts are a three-year $5.0 million contract that matures on June 17, 2019, a five-year $5.0 million contract that matures on March 17, 2021, a seven-year $5.0 million contract that matures on March 17, 2023 and a 10-year $15.0 million contract maturing March 17, 2026.

The fair value of the interest rate swap contracts was $1.4 million and $.8 million at March 31, 2018 and December 31, 2017, respectively.

For the three months ended March 31, 2018, the Corporation recorded an increase in the value of the derivatives of $607 thousand and the related deferred tax of $164 thousand in net accumulated other comprehensive loss to reflect the effective portion of cash flow hedges. ASC Subtopic 815-30 requires this amount to be reclassified to earnings if the hedge becomes ineffective or is terminated. There was no hedge ineffectiveness recorded for the three months ending March 31, 2018. The Corporation does not expect any losses relating to these hedges to be reclassified into earnings within the next 12 months.

Interest rate swap agreements are entered into with counterparties that meet established credit standards and the Corporation believes that the credit risk inherent in these contracts is not significant as of March 31, 2018.

The table below discloses the impact of derivative financial instruments on the Corporation's Consolidated Financial Statements for the three- months ended March 31, 2018 and 2017.

Derivative in Cash Flow Hedging Relationships (in thousands)	**Amount of gain or (loss) recognized in OCI on derivative (effective portion)**	**Amount of gain or (loss) reclassified from accumulated OCI into income (effective portion) [(a)]**	**Amount of gain or (loss) recognized in income or derivative (ineffective portion and amount**

					excluded from effectiveness testing) [(b)]	
Interest rate contracts:						
Three months ended:						
March 31, 2018	$	443	$	0	$	0
March 31, 2017		52		0		0

Notes:

(a) Reported as interest expense

(b) Reported as other income

Note 19 – Variable Interest Entities (VIE)

As noted in Note 12, First United Corporation created the Trusts for the purposes of raising regulatory capital through the sale of mandatorily redeemable preferred capital securities to third party investors and common equity interests to First United Corporation. The Trusts are considered Variable Interest Entities ("VIEs"), but are not consolidated because First United Corporation is not the primary beneficiary of the Trusts. At March 31, 2018, the Corporation reported all of the $30.9 million of TPS Debentures issued to Trust I and Trust II as long-term borrowings and it reported its $.9 million equity interest in those Trusts as "Other Assets".

In November 2009, the Bank became a 99.99% limited partner in Liberty Mews Limited Partnership ("Liberty Mews"), a Maryland limited partnership formed for the purpose of acquiring, developing and operating low-income housing units in Garrett County, Maryland. The Partnership was financed with a total of $10.6 million of funding, including a $6.1 million equity contribution from the Bank as the limited partner. Liberty Mews used the proceeds from these sources to purchase the land and construct a 36-unit low income housing rental complex at a total cost of $10.6 million. The total assets of Liberty Mews were approximately $8.5 million at March 31, 2018 and $8.6 million at December 31, 2017.

As of December 31, 2011, the Bank had made contributions to Liberty Mews totaling $6.1 million. The project was completed in June 2011, and the Bank is entitled to $8.4 million in federal investment tax credits over a 10-year period as long as certain qualifying hurdles are maintained. The Bank will also receive the benefit of tax operating losses from Liberty Mews to the extent of its capital contribution. The investment in Liberty Mews assists the Bank in achieving its community reinvestment initiatives.

Because Liberty Mews is considered to be a VIE, management performed an analysis to determine whether its involvement with the Partnership would lead it to determine that it must consolidate Liberty Mews. In performing its analysis, management evaluated the risks creating the variability in the Partnership and identified which activities most significantly impact the VIE's economic performance. Finally, it examined each of the variable interest holders to determine which, if any, of the holders was the primary beneficiary based on their power to direct the most significant activities and their obligation to absorb potentially significant losses of Liberty Mews.

The Bank, as a limited partner, generally has no voting rights. The Bank is not in any way involved in the daily management of Liberty Mews and has no other rights that provide it with the power to direct the activities that most significantly impact Liberty Mews's economic performance, which are to develop and operate the housing project in such a manner that complies with specific tax credit guidelines. As a limited partner, there is no recourse to the Bank by the creditors of Liberty Mews. The tax credits that result from the Bank's investment in Liberty Mews are generally subject to recapture should the partnership fail to comply with the applicable government regulations. The Bank has not provided any financial or other support to Liberty Mews beyond its required capital contributions and does not anticipate providing such support in the future. Management currently believes that no material losses are probable as a result of the Bank's investment in Liberty Mews.

On the basis of management's analysis, the general partner is deemed to be the primary beneficiary of Liberty Mews. Because the Bank is not the primary beneficiary, Liberty Mews has not been included in the Corporation's consolidated financial statements.

The Corporation accounts for the Bank's investment in Liberty Mews utilizing the effective yield method under guidance that applies specifically to investments in limited partnerships that operate qualified affordable housing projects. Under the effective yield method, the investor recognizes tax credits as they are allocated and amortizes the initial cost of the investment to provide a constant effective yield over the period that tax credits are allocated to the investor. The effective yield is the internal rate of return on the investment, based on the cost of the investment and the guaranteed tax credits allocated to the investor. The tax credit allocated, net of the amortization of the investment in the limited partnership, is recognized in the income statement as a component of income taxes attributable to continuing operations.

The Corporation's tax expense for the three months ended March 31, 2018 was approximately $.2 million lower as a result of the impact of the tax credits and the tax losses relating to the partnership.

At March 31, 2018 and December 31, 2017, the Corporation included its total investment in Liberty Mews in "Other Assets" in its Consolidated Statement of Financial Condition. As of March 31, 2018, the Bank's commitment in Liberty Mews was fully funded. The following table presents details of the Bank's involvement with Liberty Mews at the dates indicated:

(in thousands)	March 31, 2018	December 31, 2017
Investment in LIHTC Partnership		
Carrying amount on Balance Sheet of:		
Investment (Other Assets)	$ 2,391	$ 2,562
Maximum exposure to loss	2,391	2,562

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Note 20 – Revenue Recognition

On January 1, 2018, the Corporation adopted Accounting Standards Update ("ASU") 2014-09 Revenue from Contracts with Customers (Topic 606) and all subsequent ASUs that modified Topic 606. As stated in Note 22, Adoption of New Accounting Standards and Effects of New Accounting Pronouncements, the implementation of the new standard did not have an impact on the measurement or recognition of revenue; as such, a cumulative effect adjustment to opening retained earnings was not deemed necessary.

Topic 606 does not apply to revenue associated with financial instruments, including revenue from loans and securities. Topic 606 is applicable to noninterest revenue streams such as wealth management, including trust and brokerage services, service charges on deposit accounts, interchange fee income – debit card income and gains/losses on OREO sales. However, the recognition of these revenue streams did not change significantly upon adoption of Topic 606. Noninterest revenue streams in-scope of Topic 606 are discussed below.

Wealth Management

Trust and asset management income is primarily comprised of fees earned from the management and administration of trusts and other customer assets. The Corporation's performance obligation is generally satisfied over time and the resulting fees are recognized monthly, based upon the month-end market value of the assets under management and the applicable fee rate. Payment is generally received a few days after month end through a direct charge to customers' accounts. Optional services such as real estate sales and tax return preparation services are also available to existing trust and asset management customers. The Corporation's performance obligation for these transactional-based services is generally satisfied, and related revenue recognized, at a point in time (i.e., as incurred). Payment is received shortly after services are rendered.

Service Charges on Deposit Accounts

Service charges on deposit accounts consist of account analysis fees (i.e., net fees earned on analyzed business and public checking accounts), monthly service fees, check orders, and other deposit account related fees. The Corporation's performance obligation for account analysis fees and monthly service fees is generally satisfied, and the related revenue recognized, over the period in which the service is provided. Check orders and other deposit account related fees are largely transactional based, and therefore, the Corporation's performance obligation is satisfied, and related revenue recognized, at a point in time. Payment for service charges on deposit accounts is primarily received immediately or in the following month through a direct charge to customers' accounts.

Interchange Fees – Debit Card Income

Fees, exchange, and other service charges are primarily comprised of debit and credit card income, ATM fees, merchant services income, and other service charges. Debit and credit card income is primarily comprised of interchange fees earned whenever the Corporation's debit cards are processed through card payment networks such as Visa. ATM fees are primarily generated when a Corporation cardholder uses a non-Corporation ATM or a non-Corporation cardholder uses a Corporation ATM. Merchant services income mainly represents fees charged to merchants to process their debit and credit card transactions, in addition to account management fees. Other service charges include revenue from processing wire transfers, bill pay service, cashier's checks, and other services. The Corporation's performance obligation for fees, exchange, and other service charges are largely satisfied, and related revenue recognized, when the services are rendered or upon completion. Payment is typically received immediately or in the following month.

Gains/Losses on Sale of OREO

The Corporation records a gain or loss from the sale of OREO when control of the property transfers to the buyer, which generally occurs at the time of an executed deed. The amount of the gain will be the difference between the carrying value of the OREO asset (which is the lower of cost or market) and the transaction price (formerly referred to as "sales price") considering the impact of variable consideration at the time of the sale. When the Corporation finances the sale of OREO to the buyer, the Corporation assesses whether the buyer is committed to perform their obligations under the contract and whether collectability of the transaction price is probable. Once these criteria are met, the OREO assets are derecognized and the gain or loss on sale is recorded upon the transfer of control of the property to the buyer. In determine the gain or loss on the sale, the Corporation adjusts the transaction prices and related gain/(loss) on sale if a significant financing component is present.

The following presents noninterest income, segregated by revenue streams in-scope and out-of-scope of Topic 606, for the three months ended March 31, 2018 and 2017.

	Three months ended	
(in thousands)	March 31, 2018	March 31, 2017
Noninterest income		
In-scope of Topic 660:		
Service charges	$ 792	$ 735
Trust department	1,664	1,515
Debit card income	553	556
Brokerage commissions	245	213
Noninterest income (in-scope of Topic 660)	3,254	3,019
Noninterest income (out-of-scope of Topic 660)	422	445
Total Noninterest Income	$ 3,676	$ 3,464

Note 21 – Assets and Liabilities Subject to Enforceable Master Netting Arrangements

Interest Rate Swap Agreements ("Swap Agreements")

The Corporation has entered into interest rate swap agreements to modify the re-pricing characteristics of certain interest-bearing liabilities as a part of managing interest rate risk. The swap agreements have been designated as cash flow hedges, and accordingly, the fair value of the interest rate swap contracts is reported in Other Liabilities on the Consolidated Statement of Financial Condition. The swap agreements were entered into with a third party financial institution. The Corporation is party to master netting arrangements with its financial institution counterparty; however, the Corporation does not offset assets and liabilities under these arrangements for financial statement presentation purposes. The master netting arrangements provide for a single net settlement of all swap agreements, as well as collateral, in the event of default on, or termination of, any one contract. Collateral, in the form of cash and investment securities, are pledged by the Corporation as the counterparty with net liability positions in accordance with contract thresholds. See Note 18 to the Consolidated Financial Statements for more information.

Securities Sold Under Agreements to Repurchase ("Repurchase Agreements")

The Bank enters into agreements under which it sells interests in U.S. securities to certain customers subject to an obligation to repurchase, and on the part of the customers to resell, such interests. Under these arrangements, the Bank may transfer legal control over the assets but still retain effective control through an agreement that both entitles and obligates the Bank to repurchase the assets. As a result, these repurchase agreements are accounted for as collateralized financing arrangements (i.e. secured borrowings) and not as a sale and subsequent repurchase of securities. The obligation to repurchase the securities is reflected as a liability in the Consolidated Statement of Condition, while the securities underlying the repurchase agreements remain in the respective investment securities asset accounts. There is no offsetting or netting of the investment securities assets with the repurchase agreement liabilities. In addition, as the Bank does not enter into reverse repurchase agreements, there is no such offsetting to be done with the repurchase agreements. The right of setoff for a repurchase agreement resembles a secured borrowing, whereby the collateral would be used to settle the fair value of the repurchase agreement should the Bank be in default (i.e. fails to repurchase the U.S. securities on the maturity date of the agreement). The investment security collateral, maintained at 102% of the borrowing, is held by a third party financial institution in the counterparty's custodial account.

The following table presents the liabilities subject to an enforceable master netting arrangement or repurchase agreements at March 31, 2018 and December 31, 2017.

(In thousands)	Gross Amounts of Recognized Liabilities	Gross Amounts Offset in the Statement of Condition	Net Amounts of Liabilities Presented in the Statement of Condition	Gross Amounts Not Offset in the Statement of Condition: Financial Instruments	Cash Collateral Pledged	Net Amount
March 31, 2018						
Interest Rate Swap Agreements	$ (1,388)	$ 0	$ (1,388)	$ 1,388	$ 0	$ 0
Repurchase Agreements	$ 46,210	$ 0	$ 46,210	$ (46,210)	$ 0	$ 0
December 31, 2017						
Interest Rate Swap Agreements	$ (781)	$ 0	$ (781)	$ 781	$ 0	$ 0
Repurchase Agreements	$ 48,845	$ 0	$ 48,845	$ (48,845)	$ 0	$ 0

Note 22 – Adoption of New Accounting Standards and Effects of New Accounting Pronouncements

In January 2018, the FASB issued ASU 2018-01, *Leases (Topic 842).* This update is to provide improvements of transparency and comparability by recognizing lease assets and liabilities on the balance sheet and disclosing key information about leasing transactions. This update also provides an optional practical expedient that affects entities with land easements that existed or expired before an entity’s adoption of Topic 842, provided that the entity does not account for those land easements as leases under Topic 840. ASU 2018-01 amendments affect the amendments in ASU 2016-02, which are not yet effective. The effective date and transition requirements for the amendments are the same as the effective date and transition requirements in ASU 2016-02. The Corporation is evaluating the provisions of ASU 2018-01 but believes that its adoption will not have a material impact on the Corporation’s financial condition or results of operations.

In September 2017, the FASB issued ASU 2017-13, *Revenue Recognition (Topic 605), Revenue from Contracts with Customers (Topic 606), Leases (Topic 840), and Leases (Topic 842).* ASU 2017-13 amends guidance on ASU 2014-09, *Revenue from Contracts with Customers.* ASU 2017-13 is effective for public business entities that are SEC filers for annual periods beginning after December 15, 2017, and interim periods within those annual periods, and for all other entities for annual periods beginning after December 15, 2018 and interim reporting periods within annual reporting periods within annual reporting periods beginning after December 15, 2019. The Corporation adopted ASU 2017-13 effective January 1, 2018 and the adoption did not have an impact on the Corporation's financial condition or results of operations. See Note 20 – Revenue Recognition for more details.

In August 2017, the FASB issued ASU 2017-12, *Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities.* ASU 2017-12 amendments better align an entity's risk management activities and financial reporting for hedging relationships through changes to both the designation and measurement guidance for qualifying hedging relationships and the presentation of hedge results. For public business entities, AU 2017-12 is effective for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years. For all other entities, the amendments are effective for fiscal years beginning after December 15, 2019, and interim periods within fiscal years beginning after December 15, 2020. The Corporation is evaluating the provisions of ASU 2017-12 but believes that its adoption will not have a material impact on the Corporation's financial condition or results of operations.

In March 2017, the FASB issued ASU 2017-07, *Compensation – Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost*. Under the new guidance, employers are required to present the service cost component of the net periodic benefit cost in the same income statement line item (e.g., Salaries and Benefits) as other employee compensation costs arising from services rendered during the period. In addition, only the service cost component will be eligible for capitalization in assets. Employers will present the other components of net periodic benefit cost separately (e.g., Other Noninterest Expense) from the line item that includes the service cost. ASU 2017-07 is effective for interim and annual reporting periods beginning after December 15, 2017. Employers will apply the guidance on the presentation of the components of net periodic benefit cost in the income statement retrospectively. The guidance limiting the capitalization of net periodic benefit cost in assets to the service cost component will be applied prospectively. The Corporation adopted ASU 2017-07 on January 1, 2018. The adoption did not have a material impact on the Company's Consolidated Financial Statements.

In January 2017, the FASB issued ASU 2017-04, *Intangibles- Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment.* ASU 2017-04 simplifies the accounting for goodwill impairments by eliminating step 2 from the goodwill impairment test. Instead, if "the carrying amount of a reporting unit exceeds its fair value, an impairment loss shall be recognized in an amount equal to that excess, limited to the total amount of goodwill allocated to that reporting unit." The ASU does not change the qualitative assessment, however, it removes the requirements for any reporting unit with a zero or negative carrying amount to perform a qualitative assessment and, if it fails that qualitative test, to perform step 2 of the goodwill impairment test. ASU 2017-04 is effective for public business entities that are SEC filers for annual periods beginning after December 15, 2019, and interim periods within those annual periods, for public entities that are not SEC filers for annual periods beginning after December 15, 2020 and for all other entities for annual periods beginning after December 15, 2021 with early adoption permitted. The Corporation is evaluating the provisions of ASU 2017-04 but believes that its adoption will not have a material impact on the Corporation's financial condition or results of operations.

In August 2016, the FASB issued ASU 2016-15, *Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments*. ASU 2016-15 addresses the following eight specific cash flow issues: (a) debt prepayment or debt extinguishment costs; (b) settlement of zero-coupon debt instruments or other debt instruments with coupon interest rates that are insignificant in relation to the effective interest rate of the borrowing; (c) contingent consideration payments made after a business combination; (d) proceeds from the settlement of insurance claims; (e) proceeds from the settlement of corporate-owned life insurance policies (COLIs) (including bank-owned life insurance policies (BOLIs)); (f) distributions received from equity method investees; (g) beneficial interests in securitization transactions; and separately identifiable cash flows and application of the predominance principle. The amendments in this Update apply to all entities, including both business entities and not-for-profit entities that are required to present a statement of cash flows under Topic 230. ASU 2016-15 is effective for public business entities for annual periods beginning after December 15, 2017, and interim periods within those annual periods, and for all other entities for annual periods beginning after December 15, 2018 and interim periods within annual periods beginning after December 15, 2019 with early adoption permitted. The Corporation adopted ASU 2016-15 on January 1, 2018. The adoption did not have an impact on the Corporation's statement of cash flows.

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments- Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*. ASU 2016-13 introduces an approach based on expected losses to estimate credit losses on certain types of financial instruments. It also modifies the impairment model for available-for-sale debt securities and provides for a simplified accounting model for purchases financial assets with credit deterioration since their origination. The new model referred to as current expected credit losses model, will apply to: (a) financial assets subject to credit losses and measured at amortized cost, and (b) certain off-balance sheet credit exposures. This includes loans, held to maturity debt securities, loan commitments, financial guarantees and net investments in leases as well as reinsurance and trade receivables. The estimate of expected credit losses should consider historical information, current information, and supportable forecasts, including estimates of prepayments. ASU 2016-13 is effective for public business entities for annual periods beginning after December 15, 2019, and interim periods within those annual periods, and for all other entities for annual periods beginning after December 15, 2020 and interim periods within annual periods beginning after December 15, 2018 with early adoption permitted. Management currently intends to adopt the guidance on January 1, 2020 and is assessing the impact of this guidance on the Corporation's financial condition and results of operations. Management has formed a focus group consisting of multiple members from areas including credit, finance, and information systems. The focus group is evaluating the requirements of the new standard and the impact it will have on our processes. The Corporation is in the process of determining the impact on the Corporation's financial condition or results of operations.

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*. ASU 2016-02 is intended to improve financial reporting about leasing transactions by requiring organizations that lease assets – referred to as “lessees” – to recognize on the balance sheet the assets and liabilities for the rights and obligations created by those leases. Under the new guidance, a lessee will be required to recognize assets and liabilities related to certain operating leases on the balance sheet. The amendments will require disclosures to help investors and other financial statement users better understand the amount, timing, and uncertainty of cash flows arising from leases. ASU 2016-02 applies to all public business entities for annual and interim periods after December 15, 2018, and for all other entities for annual periods beginning after December 15, 2019 and interim periods beginning after December 15, 2020 with early adoption permitted. Management is currently assessing the impact of the new guidance but expects to report higher assets and liabilities as a result of including additional leases on the consolidated statement of financial condition.

In January 2016, the FASB issued ASU 2016-01, *Financial Instruments – Overall (Subtopic 825-10).* This ASU addresses certain aspects of recognition, measurement, presentation, and disclosure of financial instruments by making targeted improvements to GAAP as follows: (1) require equity investments (except those accounted for under the equity method of accounting or those that result in consolidation of the investee) to be measured at fair value with changes in fair value recognized in net income. However, an entity may choose to measure equity investments that do not have readily determinable fair values at cost minus impairment, if any, plus or minus changes resulting from observable price changes in orderly transactions for the identical or a similar investment of the same issuer; (2) simplify the impairment assessment of equity investments without readily determinable fair values by requiring a qualitative assessment to identify impairment. When a qualitative assessment indicates that impairment exists, an entity is required to measure the investment at fair value; (3) eliminate the requirement to disclose the fair value of financial instruments measured at amortized cost for entities that are not public business entities; (4) eliminate the requirement for public business entities to disclose the method(s) and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost on the balance sheet; (5) require public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes; (6) require an entity to present separately in other comprehensive income the portion of the total change in the fair value of a liability resulting from a change in the instrument-specific credit risk when the entity has elected to measure the liability at fair value in accordance with the fair value option for financial instruments; (7) require separate presentation of financial assets and financial liabilities by measurement category and form of financial asset (that is, securities or loans and receivables) on the balance sheet or the accompanying notes to the financial statements; and (8) clarify 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. The adoption of ASU 2016-01 on January 1, 2018 did not have a material impact on the Corporation’s financial condition or results of operations. In accordance with (5) above, the Corporation measured the fair value of its loan portfolio as of March 31, 2018 using an exit price notion (see Note 9, Fair Value of Financial Instruments).

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers,* which establishes a comprehensive revenue recognition standard for virtually all industries under U.S. GAAP, including those that previously followed industry-specific guidance such as the real estate, construction and software industries. ASU 2014-09 specifies that an entity shall recognize revenue when, or as, the entity satisfies a performance obligation by transferring a promised good or service (i.e. an asset) to a customer. An asset is transferred when, or as, the customer obtains control of the asset. Entities are required to disclose qualitative and quantitative information on the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. The guidance is effective for us on January 1, 2018. We have elected to implement using the modified retrospective application, with the cumulative effect recorded as an adjustment to opening retained earnings at January 1, 2018. There was no cumulative effect adjustment required upon adoption. Financial instruments which are the sources of the majority of our operating revenue are excluded from the scope of this amended guidance, which includes interest income and securities gains/losses. The following revenue streams were identified to be in scope of ASC 606: Wealth Management, includes trust and brokerage services, service charges on deposit accounts, interchange fee income – debit card income and gains/losses on sale of OREO. The Corporation adopted ASU 2014-09 on January 1, 2018 and did not identify any significant changes in the timing of revenue recognition when considering the amended accounting guidance.

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

INTRODUCTION

The following discussion and analysis is intended as a review of material changes in and significant factors affecting the financial condition and results of operations of First United Corporation and its consolidated subsidiaries for the periods indicated. This discussion and analysis should be read in conjunction with the unaudited consolidated financial statements and the notes thereto contained in Item 1 of Part I of this report. Unless the context clearly suggests otherwise, references in this report to "us", "we", "our", and "the Corporation" are to First United Corporation and its consolidated subsidiaries.

FORWARD-LOOKING STATEMENTS

This report may contain forward-looking statements within the meaning of The Private Securities Litigation Reform Act of 1995. Readers of this report should be aware of the speculative nature of "forward-looking statements." Statements that are not historical in nature, including those that include the words "anticipate", "estimate", "should", "expect", "believe", "intend", and similar expressions, are based on current expectations, estimates and projections about, among other things, the industry and the markets in which we operate, and they are not guarantees of future performance. Whether actual results will conform to expectations and predictions is subject to known and unknown risks and uncertainties, including risks and uncertainties discussed in this report; general economic, market, or business conditions; changes in interest rates, deposit flow, the cost of funds, and demand for loan products and financial services; changes in our competitive position or competitive actions by other companies; changes in the quality or composition of our loan and investment portfolios; our ability to manage growth; changes in laws or regulations or policies of federal and state regulators and agencies; and other circumstances beyond our control. Consequently, all of the forward-looking statements made in this report are qualified by these cautionary statements, and there can be no assurance that the actual results anticipated will be realized, or if substantially realized, will have the expected consequences on our business or operations. These and other risks are discussed in detail in the periodic reports that First United Corporation files with the Securities and Exchange Commission (the "SEC") (see Item 1A of Part II of this report for further information). Except as required by applicable laws, we do not intend to publish updates or revisions of any forward-looking statements we make to reflect new information, future events or otherwise.

FIRST UNITED CORPORATION

First United Corporation is a Maryland corporation chartered in 1985 and a bank holding company registered with the Board of Governors of the Federal Reserve System (the "FRB") under the Bank Holding Company Act of 1956, as amended (the "BHC Act"). The Corporation's primary business is serving as the parent company of First United Bank &

Trust, a Maryland trust company (the “Bank”), First United Statutory Trust I (“Trust I”) and First United Statutory Trust II (“Trust II”), both Connecticut statutory business trusts, and First United Statutory Trust III, a Delaware statutory business trust (“Trust III” and together with Trust I and Trust II, the “Trusts”). The Trusts were formed for the purpose of selling trust preferred securities that qualified as Tier 1 capital. The Bank has four wholly-owned subsidiaries: OakFirst Loan Center, Inc., a West Virginia finance company; OakFirst Loan Center, LLC, a Maryland finance company (collectively, the “OakFirst Loan Centers”), First OREO Trust, a Maryland statutory trust, and FUBT OREO I, LLC, a Maryland company, both formed for the purposes of servicing and disposing of the real estate that the Bank acquires through foreclosure or by deed in lieu of foreclosure. The Bank also owns 99.9% of the limited partnership interests in Liberty Mews Limited Partnership; a Maryland limited partnership formed for the purpose of acquiring, developing and operating low-income housing units in Garrett County, Maryland.

At March 31, 2018, the Corporation’s total assets were $1.3 billion, net loans of $927.0 million, and deposits of $1.0 billion. Shareholders’ equity at March 31, 2018 was $111.1 million.

The Corporation maintains an Internet site at www.mybank.com on which it makes available, free of charge, its Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and all amendments to the foregoing as soon as reasonably practicable after these reports are electronically filed with, or furnished to, the SEC.

ESTIMATES AND CRITICAL ACCOUNTING POLICIES

This discussion and analysis of our financial condition and results of operations is based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent liabilities. (See Note 1 of the Notes to Consolidated Financial Statements included in Item 8 of Part II of First United Corporation's Annual Report on Form 10-K for the year ended December 31, 2017). On an on-going basis, management evaluates estimates, including those related to loan losses and intangible assets, other-than-temporary impairment ("OTTI") of investment securities, income taxes, fair value of investments and pension plan assumptions. Management bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. Management believes the following critical accounting policies affect our more significant judgments and estimates used in the preparation of the consolidated financial statements.

Management does not believe that any material changes in our critical accounting policies have occurred since December 31, 2017.

Allowance for Loan Losses

One of our most important accounting policies is that related to the monitoring of the loan portfolio. A variety of estimates impact the carrying value of the loan portfolio, including the calculation of the allowance for loan losses (the "ALL"), the valuation of underlying collateral, the timing of loan charge-offs and the placement of loans on non-accrual status. The ALL is established and maintained at a level that management believes is adequate to cover losses resulting from the inability of borrowers to make required payment on loans. Estimates for loan losses are arrived at by analyzing risks associated with specific loans and the loan portfolio, current and historical trends in delinquencies and charge-offs, and changes in the size and composition of the loan portfolio. The analysis also requires consideration of the economic climate and outlook, including the economic conditions specific to Western Maryland and Northeastern West Virginia, changes in lending rates, political conditions, and legislation impacting the banking industry. Because the calculation of the ALL relies on management's estimates and judgments relating to inherently uncertain events, actual results may differ from management's estimates.

Goodwill and Other Intangible Assets

Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 350, *Intangibles - Goodwill and Other*, establishes standards for the amortization of acquired intangible assets and impairment assessment of goodwill. The $11.0 million recorded as goodwill at March 31, 2018 is primarily related to the Bank's 2003 acquisition of Huntington National Bank branches and is not subject to periodic amortization.

Goodwill arising from business combinations represents the value attributable to unidentifiable intangible elements in the business acquired. Goodwill is not amortized but is tested for impairment annually or more frequently if events or changes in circumstances indicate that the asset might be impaired. Impairment testing requires that the fair value of each of the Corporation's reporting units be compared to the carrying amount of its net assets, including goodwill. If the estimated current fair value of the reporting unit exceeds its carrying value, no additional testing is required and an impairment loss is not recorded. Otherwise, additional testing is performed, and to the extent such additional testing results in a conclusion that the carrying value of goodwill exceeds its implied fair value, an impairment loss is recognized.

Our goodwill relates to value inherent in the banking business, and that value is dependent upon our ability to provide quality, cost effective services in a highly competitive local market. This ability relies upon continuing investments in processing systems, the development of value-added service features and the ease of use of our services. As such, goodwill value is ultimately supported by revenue that is driven by the volume of business transacted. A decline in earnings as a result of a lack of growth or the inability to deliver cost effective services over sustained periods can lead to impairment of goodwill, which could adversely impact earnings in future periods. ASC Topic 350 requires an annual evaluation of goodwill for impairment. The determination of whether or not these assets are impaired involves significant judgments and estimates.

Accounting for Income Taxes

We account for income taxes in accordance with ASC Topic 740, *Income Taxes*. Under this guidance, deferred taxes are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates that will apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized as income or expense in the period that includes the enactment date.

Management regularly reviews the carrying amount of the Corporation’s net deferred tax assets to determine if the establishment of a valuation allowance is necessary. If management determines, based on the available evidence, that it is more likely than not that all or a portion of our net deferred tax assets will not be realized in future periods, then a deferred tax valuation allowance will be established. Consideration is given to various positive and negative factors that could affect the realization of the deferred tax assets. In evaluating this available evidence, management considers, among other things, historical performance, expectations of future earnings, the ability to carry back losses to recoup taxes previously paid, length of statutory carry forward periods, experience with utilization of operating loss and tax credit carry forwards not expiring, tax planning strategies and timing of reversals of temporary differences. Significant judgment is required in assessing future earnings trends and the timing of reversals of temporary differences. Management’s evaluation is based on current tax laws as well as management’s expectations of future performance.

Management expects that our adherence to the required accounting guidance may result in increased volatility in quarterly and annual effective income tax rates because of changes in judgment or measurement including changes in actual and forecasted income before taxes, tax laws and regulations, and tax planning strategies.

Other-Than-Temporary Impairment of Investment Securities

Management systematically evaluates securities for impairment on a quarterly basis. Based upon application of accounting guidance for subsequent measurement in ASC Topic 320, *Investments – Debt and Equity Securities* (Section 320-10-35), management assesses whether (a) the Corporation has the intent to sell a security being evaluated and (b) it is more likely than not that the Corporation will be required to sell the security prior to its anticipated recovery. If neither applies, then declines in the fair values of securities below their cost that are considered other-than-temporary declines are split into two components. The first is the loss attributable to declining credit quality. Credit losses are recognized in earnings as realized losses in the period in which the impairment determination is made. The second component consists of all other losses, which are recognized in other comprehensive loss. In estimating OTTI losses, management considers (1) the length of time and the extent to which the fair value has been less than cost, (2) adverse conditions specifically related to the security, an industry, or a geographic area, (3) the historic and implied volatility of the fair value of the security, (4) changes in the rating of the security by a rating agency, (5) recoveries or additional declines in fair value subsequent to the balance sheet date, (6) failure of the issuer of the security to make scheduled interest or principal payments, and (7) the payment structure of the debt security and the likelihood of the issuer being able to make payments that increase in the future. Management also monitors cash flow projections for securities that are considered beneficial interests under the guidance of ASC Subtopic 325-40, *Investments – Other – Beneficial Interests in Securitized Financial Assets*, (ASC Section 325-40-35). This process is described more fully in the Investment Securities section of the Consolidated Balance Sheet Review.

Fair Value of Investments

We have determined the fair value of our investment securities in accordance with the requirements of ASC Topic 820, *Fair Value Measurements and Disclosures*, which defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements required under other accounting pronouncements. The Corporation measures the fair market values of its investments based on the fair value hierarchy established in Topic 820. The determination of fair value of investments and other assets is discussed further in Note 9 to the consolidated financial statements presented elsewhere in this report.

Pension Plan Assumptions

Our pension plan costs are calculated using actuarial concepts, as discussed within the requirements of ASC Topic 715, *Compensation – Retirement Benefits.* Pension expense and the determination of our projected pension liability are based upon two critical assumptions: (a) the discount rate; and (b) the expected return on plan assets. We evaluate each of these critical assumptions annually. Other assumptions impact the determination of pension expense and the projected liability including the primary employee demographics, such as retirement patterns, employee turnover, mortality rates, and estimated employer compensation increases. These factors, along with the critical assumptions, are carefully reviewed by management each year in consultation with our pension plan consultants and actuaries. Further information about our pension plan assumptions, the plan's funded status, and other plan information is included in Note 15 to the consolidated financial statements presented elsewhere in this report.

SELECTED FINANCIAL DATA

The following table sets forth certain selected financial data for the three-month periods ended March 31, 2018 and 2017 and is qualified in its entirety by the detailed information and unaudited financial statements, including the notes thereto, included elsewhere in this quarterly report.

	As of or for the Three months ended March 31,			
	2018		2017	
Per Share Data				
Basic and diluted net income per common share	$ 0.35		$ 0.22	
Basic and diluted book value per common share	$ 15.73		$ 14.87	
Significant Ratios				
Return on Average Assets [a]	0.76	%	0.61	%
Return on Average Equity [a]	9.13	%	7.00	%
Average Equity to Average Assets	8.34	%	8.71	%

Note: [a] Annualized

RESULTS OF OPERATIONS

Overview

Consolidated net income available to common shareholders was $2.5 million for the first three months of 2018, compared to $1.4 million for the same period of 2017. Basic and diluted net income per common share for the first three months of 2018 were both $.35, compared to basic and diluted net income per common share of $.22 for the same period of 2017. The increase in earnings was primarily due to an increase in net interest income of $1.2 million, an increase of $.2 million in wealth management income, a $.2 million decrease in provision for loan loss expense, a decrease of $.5 million in preferred stock dividends due to the redemptions of the Corporation's Fixed Rate Cumulative Perpetual Preferred Stock, Series A (the "Series A Preferred Stock") in March and November 2017, offset by a $.6 million increase in salaries and benefits attributable to new hires in late 2017 and the first quarter of 2018, a $.2 million increase in life and health insurance related to increased claims in the first quarter of 2018, an increase of $.2 million in equipment, occupancy and data processing expenses in the first quarter of 2018, an increase in other real estate owned ("OREO") expenses due to valuation allowance write-downs on properties in the first quarter of 2018 and an increase in other miscellaneous expenses such as legal and professional, contract labor and miscellaneous loan fees. The net interest margin for the first three months of 2018, the year ended December 31, 2017 and the first three months of 2017, on a fully tax equivalent ("FTE") basis, was 3.68%, 3.37% and 3.27%, respectively.

The provision for loan losses was $.4 million for the three months ended March 31, 2018 and $.6 million for the three months ended March 31, 2017. The reduction in provision expense for the first three months of 2018 was primarily driven by a reduction of historical loss factors due to the continued improvement of the loan portfolio. Specific allocations have been made for impaired loans where management has determined that the collateral supporting the loans is not adequate to cover the loan balance, and the qualitative factors affecting the ALL have been adjusted based on the current economic environment and the characteristics of the loan portfolio.

Net interest income increased $1.2 million when comparing the three months ended March 31, 2018 and March 31, 2017. Interest income, when comparing these same periods, increased $1.0 million due primarily to increased interest and fees on the loan portfolio from loans repricing at higher rates, new loans booked at higher rates as well as the collection of interest and late charges on a payoff of a commercial non-accrual loan.

Interest expense on our interest-bearing liabilities decreased by $.2 million during the three months ended March 31, 2018 when compared to the same period of 2017 due primarily to a $13.2 million reduction in average long-term borrowings that resulted from the repayment of two FHLB advances totaling $5.0 million at their maturity in January 2018 and the repayment of $10.8 million of TPS Debentures held by Trust III in March 2017. These decreases were offset slightly by increased interest expense on deposits as we offered product specials and increased pricing for the full relationship customer.

Other operating income increased $.2 million during the first three months of 2018 when compared to the same period of 2017. This increase was primarily attributable to increased wealth management income. Net gains and increased BOLI and service charge income were offset by slight declines in debit card and other income.

Operating expenses increased $1.2 million in the first three months of 2018 when compared to the same period of 2017. The increase was due primarily to a $.6 million increase in salaries and benefits attributable to new hires in late 2017 and the first quarter of 2018, a $.2 million increase in life and health insurance related to increased claims in the first quarter of 2018, an increase of $.2 million in equipment, occupancy and data processing expenses, an increase in OREO expenses due to valuation allowance write-downs on properties in the first quarter of 2018 and an increase in other miscellaneous expenses such as legal and professional, contract labor and miscellaneous loan fees.

Net Interest Income

Net interest income is the largest source of operating revenue and is the difference between the interest earned on interest-earning assets and the interest expense incurred on interest-bearing liabilities. For analytical and discussion purposes, net interest income is adjusted to an FTE basis to facilitate performance comparisons between taxable and tax-exempt assets. FTE income is determined by increasing tax-exempt income by an amount equal to the federal income taxes that would have been paid if this income were taxable at the statutorily applicable rate.

The following table sets forth the average balances, net interest income and expense, and average yields and rates of our interest-earning assets and interest-bearing liabilities for the three-month periods ended March 31, 2018 and 2017:

	Three months ended March 31,					
	2018			2017		
(dollars in thousands)	Average Balance	Interest	**Average Yield/Rate**	Average Balance	Interest	**Average Yield/Rate**
Assets						
Loans	$907,968	$10,493	4.69 %	$892,594	$9,657	4.39 %
Investment Securities:						
Taxable	219,143	1,447	2.68 %	217,883	1,300	2.42 %
Non taxable	18,789	425	9.17 %	17,122	370	8.76 %
Total	237,932	1,872	3.17 %	235,005	1,670	2.88 %
Federal funds sold	34,385	125	1.47 %	42,203	75	0.72 %
Interest-bearing deposits with other banks	2,654	5	0.69 %	2,370	2	0.34 %
Other interest earning assets	5,048	66	5.30 %	5,209	67	5.22 %
Total earning assets	1,187,987	12,561	4.28 %	1,177,381	11,471	3.95 %
Allowance for loan losses	(10,564)			(10,319)		
Non-earning assets	138,358			150,107		
Total Assets	$1,315,781			$1,317,169		
Liabilities and Shareholders' Equity						
Interest-bearing demand deposits	$173,155	$29	0.07 %	$168,622	$27	0.06 %
Interest-bearing money markets	222,994	155	0.28 %	232,341	101	0.19 %
Savings deposits	160,208	44	0.11 %	152,636	43	0.11 %
Time deposits: Less than $100k	110,274	263	0.98 %	117,524	287	0.99 %
$100k or more	117,337	365	1.26 %	119,033	310	1.06 %
Short-term borrowings	47,179	30	0.25 %	32,706	16	0.20 %
Long-term borrowings	117,540	894	3.08 %	130,771	1,174	3.64 %
Total interest-bearing liabilities	948,687	1,780	0.76 %	953,633	1,958	0.84 %
Non-interest-bearing deposits	238,459			226,929		
Other liabilities	18,816			21,884		
Shareholders' Equity	109,819			114,723		
Total Liabilities and Shareholders' Equity	$1,315,781			$1,317,169		
Net interest income and spread		$10,781	3.52 %		$9,513	3.11 %
Net interest margin			3.68 %			3.27 %

Note:

(1) The above table reflects the average rates earned or paid stated on an FTE basis assuming a 21% tax rate for 2018 and a 35% tax rate for 2017. Non-GAAP interest income on a fully taxable equivalent was $199 and $144, respectively.

(2) Net interest margin is calculated as net interest income divided by average earning assets.

(3) The average yields on investments are based on amortized cost.

Net interest income, on an FTE basis, increased $1.3 million (13.3%) during the first three months of 2018 over the same period in 2017 due to a $1.1 million (9.5%) increase in interest income and a $.2 million (9.1%) decrease in interest expense. The net interest margin for the first three months of 2018 was 3.68%, compared to 3.27% for the first three months of 2017.

Comparing the first three months of 2018 to the same period of 2017, the increase in interest income was due to increases of $.8 million in interest and fees on loans and $.2 million in interest income on investments. The increase in interest and fees on loans was due primarily to an increase in the rate earned of 30 basis points attributable to loans repricing, new loans booked at higher rates and increased balances related to the purchases of a $10.0 million student loan pool and a $15.0 million pool of 1-4 family mortgage loans. The increase in investment interest income was due primarily to an increase in the rate earned of 29 points related to the CDO portfolio.

Interest expense on our interest-bearing liabilities decreased by $.2 million during the three months ended March 31, 2018 when compared to the same period of 2017 due primarily to a $13.2 million reduction in average long-term borrowings that resulted from the repayment of two FHLB advances totaling $5.0 million at their maturity in January 2018 and the repayment of $10.8 million of TPS Debentures held by Trust III in March 2017. These decreases were offset slightly by increased interest expense on deposits as we offered product specials and increased pricing on the full relationship customer.

The following table sets forth an analysis of volume and rate changes in interest income and interest expense for our average interest-earning assets and average interest-bearing liabilities for the three-month periods ended March 31, 2018 and 2017:

	2018 Compared to 2017		
(in thousands and tax equivalent basis)	Volume	Rate	Net
Interest Income:			
Loans	$166	$670	$836
Taxable Investments	8	139	147
Non-taxable Investments	36	19	55
Federal funds sold	(14)	64	50
Other interest earning assets	1	1	2
Total interest income	197	893	1,090
Interest Expense:			
Interest-bearing demand deposits	1	1	2
Interest-bearing money markets	(4)	58	54
Savings deposits	2	(1)	1
Time deposits less than $100	(18)	(6)	(24)
Time deposits $100 or more	(4)	59	55
Short-term borrowings	7	7	14
Long-term borrowings	(119)	(161)	(280)
Total interest expense	(135)	(43)	(178)
Net interest income	$332	$936	$1,268

Note:

(1) The change in interest income/expense due to both volume and rate has been allocated to volume and rate changes in proportion to the relationship of the absolute dollar amounts of the change in each.

Provision for Loan Losses

The provision for loan losses was $.4 million for the three months ended March 31, 2018 and $.6 million for the three months ended March 31, 2017. The reduction in provision expense for the first three months of 2018 was primarily driven by a reduction of historical loss factors due to the continued improvement of the loan portfolio. Management evaluates the ALL to ensure that it reflects a level commensurate with the risk inherent in our loan portfolio.

Other Operating Income

Other operating income, exclusive of gains, increased $.2 million during the first three months of 2018 when compared to the same period of 2017. This increase was primarily attributable to increased wealth management income. Increased BOLI and service charge income were offset by slight declines in debit card and other income.

Net gains of $34 thousand were reported in other income for the first three months of 2018, compared to net gains of $5 thousand during the same period of 2017.

The following table shows the major components of other operating income for the three-month periods ended March 31, 2018 and 2017, exclusive of net gains:

	Income as % of Total Other Operating Income For the Three months ended March 31,				
	2018			2017		
Service charges	$ 792	22	%	$ 735	21	%
Trust department	1,664	45	%	1,515	44	%
Debit card Income	553	15	%	556	16	%
Bank owned life insurance	299	8	%	309	9	%
Brokerage commissions	245	7	%	213	6	%
Other income	123	3	%	136	4	%
	$ 3,676	100	%	$ 3,464	100	%

Other Operating Expenses

Operating expenses increased $1.2 million in the first three months of 2018 when compared to the same period of 2017. The increase was due primarily to a $.6 million increase in salaries and benefits attributable to new hires in late 2017 and the first quarter of 2018, a $.2 million increase in life and health insurance related to increased claims in the first quarter of 2018, an increase of $.2 million in equipment, occupancy and data processing expenses in the first quarter of 2018, an increase in OREO expenses due to valuation allowance write-downs on properties in the first quarter of 2018 and an increase in other miscellaneous expenses such as legal and professional, contract labor and miscellaneous loan fees.

The composition of other operating expenses for the three-month periods ended March 31, 2018 and 2017 is illustrated in the following table:

	Expense as % of Total Other Operating Expenses For the Three months ended March 31,					
	2018			2017		
Salaries and employee benefits	$ 5,919	55	%	$ 5,303	56	%
FDIC premiums	133	1	%	84	3	%
Occupancy, equipment and data processing	2,253	21	%	2,068	20	%
Professional Services	336	3	%	253	3	%
Other real estate owned	385	4	%	174	2	%
Other	1,665	16	%	1,574	16	%
	$ 10,691	100	%	$ 9,456	100	%

Provision for Income Taxes

In reporting interim financial information, income tax provisions should be determined under the procedures set forth in ASC Topic 740, *Income Taxes* (Section 740-270-30). This guidance provides that at the end of each interim period, an entity should make its best estimate of the effective tax rate expected to be applicable for the full fiscal year. The rate so determined should be used in providing for income taxes on a current year-to-date basis. The effective tax rate should reflect anticipated investment tax credits, capital gains rates, and other available tax planning alternatives. In arriving at this effective tax rate, however, no effect should be included for the tax related to significant, unusual or extraordinary items that will be separately reported or reported net of their related tax effect in reports for the interim period or for the fiscal year.

The effective tax rate for the first three months of 2018 was 20.5%, compared to an effective tax rate of 28.6% for the first three months of 2017. The decrease in the effective rate was due to the enactment of The Tax Cuts and Jobs Act on December 22, 2017 which reduced the U.S. federal income tax rate for C Corporations from 35% to 21%. This reduction will continue to affect future periods.

FINANCIAL CONDITION

Balance Sheet Overview

Total assets at March 31, 2018 remained unchanged at $1.3 billion when compared to December 31, 2017. During the first three months of 2018, cash and interest-bearing deposits in other banks decreased $62.5 million, the investment portfolio decreased $2.6 million and gross loans increased $45.0 million. Premises and equipment increased $1.7 million due to bank-wide building renovation projects associated with our new brand efforts. Total liabilities remained steady at $1.2 billion, although deposits decreased $21.5 million and long-term borrowings decreased by $5.0 million due to the repayment of two FHLB advances in the first quarter of 2018. These decreases were offset by a $6.4 million increase in short-term borrowings in the first quarter of 2018. The increase in short-term borrowings was due to a $9.0 million increase in overnight borrowings, offset by a $2.6 million decrease in our Treasury Management product.

Loan Portfolio

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

(dollars in thousands)	March 31, 2018		December 31, 2017	
Commercial real estate	$296,796	32 %	$ 283,162	32 %
Acquisition and development	107,295	11 %	110,530	12 %
Commercial and industrial	81,647	9 %	76,723	8 %
Residential mortgage	418,445	45 %	398,648	45 %
Consumer	33,310	3 %	23,455	3 %
Total Loans	$937,493	100%	$ 892,518	100 %

Comparing March 31, 2018 to December 31, 2017, outstanding loans increased by $45.0 million (5.0%). Commercial real estate ("CRE") loans increased $13.6 million due primarily to several new large relationships in the first quarter of 2018. Acquisition and development ("A&D") loans decreased $3.2 million. Commercial and industrial ("C&I") loans increased $4.9 million. Residential mortgages increased $19.8 million primarily to the purchase of a $15.0 million 1-4 family mortgage pool in February 2018, in house growth continues in our professional program, offset slightly by amortization on existing balances. The consumer portfolio increased $9.9 million due to the purchase of a $10.0 million student loan pool in the first quarter of 2018. Approximately 28% of the commercial loan portfolio was collateralized by real estate at both March 31, 2018, and December 31, 2017.

Risk Elements of Loan Portfolio

The following table presents the risk elements of our loan portfolio at the dates indicated. Management is not aware of any potential problem loans other than those listed in this table or discussed below.

(dollars in thousands)	March 31, 2018	% of Applicable Portfolio		December 31, 2017	**% of Applicable Portfolio**	
Non-accrual loans:						
Commercial real estate	$ 1,967	0.66	%	$ 4,453	1.60	%
Acquisition and development	167	0.16	%	211	0.20	%
Commercial and industrial	26	0.03	%	378	0.50	%
Residential mortgage	2,116	0.53	%	2,046	0.50	%
Consumer	25	0.08	%	30	0.10	%
Total non-accrual loans	$ 4,301	0.46	%	$ 7,118	0.80	%
Accruing Loans Past Due 90 days or more:						
Commercial real estate	$ 0			$ 0		
Acquisition and development	0			144		
Commercial and industrial	5			6		
Residential mortgage	91			430		
Consumer	12			15		
Total loans past due 90 days or more	$ 108			$ 595		
Total non-accrual and accruing loans past due 90 days or more	$ 4,409			$ 7,713		
Restructured Loans (TDRs):						
Performing	$ 5,006			$ 5,121		
Non-accrual (included above)	246			834		
Total TDRs	$ 5,252			$ 5,955		
Other real estate owned	$ 9,514			$ 10,141		
Impaired loans without a valuation allowance	$ 9,252			$ 12,317		
Impaired loans with a valuation allowance	2,792			2,634		
Total impaired loans	$ 12,044			$ 14,951		
Valuation allowance related to impaired loans	$ 821			$ 362		

Performing loans considered to be impaired (including performing troubled debt restructurings, or TDRs), as defined and identified by management, amounted to $7.7 million at March 31, 2018 and $7.8 million at December 31, 2017.

Loans are identified as impaired when, based on current information and events, management determines that we will be unable to collect all amounts due according to contractual terms. These loans consist primarily of A&D loans and CRE loans. The fair values are generally determined based upon independent third- party appraisals of the collateral or discounted cash flows based upon the expected proceeds. Specific allocations have been made where management believes there is insufficient collateral to repay the loan balance if liquidated and there is no secondary source of repayment available.

The following table presents the details of impaired loans that are TDRs by class at March 31, 2018 and December 31, 2017:

(in thousands)	March 31, 2018		December 31, 2017	
	Number of Contracts	**Recorded Investment**	**Number of Contracts**	**Recorded Investment**
Performing				
Commercial real estate				
Non owner-occupied	3	$ 366	3	$ 370
All other CRE	2	2,651	2	2,685
Acquisition and development				
1-4 family residential construction	1	527	1	527
All other A&D	1	236	1	238
Commercial and industrial	0	0	0	0
Residential mortgage				
Residential mortgage – term	7	1,226	8	1,301
Residential mortgage – home equity	0	0	0	0
Consumer	0	0	0	0
Total performing	14	$ 5,006	15	$ 5,121
Non-accrual				
Commercial real estate				
Non owner-occupied	0	$ 0	0	$ 0
All other CRE	0	0	2	583
Acquisition and development				
1-4 family residential construction	0	0	0	0
All other A&D	0	0	0	0
Commercial and industrial	0	0	0	0
Residential mortgage				
Residential mortgage – term	2	246	2	251
Residential mortgage – home equity	0	0	0	0
Consumer	0	0	0	0
Total non-accrual	2	246	4	834
Total TDRs	16	$ 5,252	19	$ 5,955

The level of TDRs decreased $.7 million during the three months ended March 31, 2018. There were two non-accrual loans totaling $.6 million that paid off during the three months ended March 31, 2018 and one performing TDR that moved to OREO. Additionally, $.1 million in net principal payments were received during the same time period.

Allowance and Provision for Loan Losses

The ALL is maintained to absorb losses from the loan portfolio. The ALL is based on management's continuing evaluation of the quality of the loan portfolio, assessment of current economic conditions, diversification and size of the portfolio, adequacy of collateral, past and anticipated loss experience, and the amount of non-performing loans.

The ALL is also based on estimates, and actual losses will vary from current estimates. These estimates are reviewed quarterly, and as adjustments, either positive or negative, become necessary, a corresponding increase or decrease is made in the ALL. The methodology used to determine the adequacy of the ALL is consistent with prior years. An estimate for probable losses related to unfunded lending commitments, such as letters of credit and binding but unfunded loan commitments is also prepared. This estimate is computed in a manner similar to the methodology described above, adjusted for the probability of actually funding the commitment.

The following table presents a summary of the activity in the ALL for the three months ended March 31:

(dollars in thousands)	2018	2017
Balance, January 1	$9,972	$9,918
Charge-offs:		
Commercial real estate	0	(429)
Acquisition and development	(91)	(18)
Commercial and industrial	0	(33)
Residential mortgage	(154)	(148)
Consumer	(68)	(84)
Total charge-offs	(313)	(712)
Recoveries:		
Commercial real estate	59	5
Acquisition and development	214	11
Commercial and industrial	18	1,455
Residential mortgage	38	220
Consumer	35	77
Total recoveries	364	1,768
Net credit recoveries	51	1,056
Provision for loan losses	447	609
Balance at end of period	$10,470	$11,583
Allowance for loan losses to gross loans outstanding (as %)	1.12 %	1.29 %
Net recoveries to average loans outstanding during the period, annualized (as %)	0.02 %	0.47 %

The ALL was $10.5 million at March 31, 2018 and $10.0 million at December 31, 2017. The provision for loan losses for the first three months of 2018 was $.4 million, compared to $.6 million for the first three months of 2017. Net recoveries of $51 thousand were recorded for the three months ended March 31, 2018, compared to $1.1 million for the three months ended March 31, 2017. The ratio of the ALL to loans outstanding was 1.12% at both March 31, 2018 and December 31, 2017, and 1.29% at March 31, 2017.

The ratio of net recoveries to average loans for the three months ended March 31, 2018 was an annualized .02%, compared to .47% for the same period in 2017 and a net charge-off to average loans of .28% for the year ended December 31, 2017. The CRE portfolio had an annualized net recovery rate of .08% as of March 31, 2018, compared to a net charge-off rate of 1.43% as of December 31, 2017. The A&D loans had an annualized net recovery rate of .47% as of March 31, 2018, compared to .11% as of December 31, 2017. The C&I loans had a net recovery rate of .09% as of March 31, 2018, compared to 2.21% as of December 31, 2017. The reduction in recoveries in the C&I portfolio in 2018 was due to a large recovery on a loan on an ethanol plant in the first quarter of 2017 that had been charged off in prior years. The residential mortgage ratios were a net charge-off rate of .11% as of March 31, 2018, compared to .01% as of December 31, 2017, and the consumer loan ratios were net charge-off rates of .46% and .53% as of March 31, 2018 and December 31, 2017, respectively.

Management believes that the ALL at March 31, 2018 is adequate to provide for probable losses inherent in our loan portfolio. Amounts that will be recorded for the provision for loan losses in future periods will depend upon trends in the loan balances, including the composition of the loan portfolio, changes in loan quality and loss experience trends, potential recoveries on previously charged-off loans and changes in other qualitative factors. Management also applies interest rate risk, collateral value and debt service sensitivity analyses to the Commercial real estate loan portfolio and obtains new appraisals on specific loans under defined parameters to assist in the determination of the periodic provision for loan losses.

Investment Securities

At March 31, 2018, the total amortized cost basis of the available-for-sale investment portfolio was $153.3 million, compared to a fair value of $145.6 million. Unrealized gains and losses on securities available-for-sale are reflected in accumulated other comprehensive loss, a component of shareholders' equity. The amortized cost basis of the held to maturity portfolio was $91.9 million, compared to a fair value of $91.3 million.

The following table presents the composition of our securities portfolio at amortized cost and fair values at the dates indicated:

	March 31, 2018			December 31, 2017		
(dollars in thousands)	Amortized Cost	Fair Value (FV)	FV as % of Total	Amortized Cost	Fair Value (FV)	FV as % of Total
Securities Available-for-Sale:						
U.S. government agencies	$30,000	$28,861	20 %	$30,000	$29,256	20 %
Commercial mortgage-backed agencies	41,431	40,028	27 %	41,771	40,891	28 %
Collateralized mortgage obligations	40,229	38,889	27 %	41,298	40,384	28 %
Obligations of state and political subdivisions	21,915	21,849	15 %	20,772	21,019	14 %
Collateralized debt obligations	19,706	15,977	11 %	19,711	14,920	10 %
Total available for sale	$153,281	$145,604	100 %	$153,552	$146,470	100 %
Securities Held to Maturity:						
U.S. government agencies	$15,911	$16,027	18 %	$15,876	$16,323	17 %
Residential mortgage-backed agencies	46,312	45,108	49 %	47,771	47,442	50 %
Commercial mortgage-backed agencies	17,090	16,990	19 %	17,288	17,518	18 %
Collateralized mortgage obligations	4,055	3,868	4 %	4,187	4,118	4 %
Obligations of state and political subdivisions	8,510	9,342	10 %	8,510	9,945	11 %
Total held to maturity	$91,878	$91,335	100 %	$93,632	$95,346	100 %

Total investment securities available-for-sale decreased slightly by $.3 million since December 31, 2017. At March 31, 2018, the securities classified as available-for-sale included a net unrealized loss of $7.7 million, which represents the difference between the fair value and amortized cost of securities in the portfolio.

As discussed in Note 9 to the consolidated financial statements presented elsewhere in this report, the Corporation measures fair market values based on the fair value hierarchy established in ASC Topic 820, *Fair Value Measurements and Disclosures*. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). Level 3 prices or valuation techniques require inputs that are both significant to the valuation assumptions and are not readily observable in the market (i.e. supported with little or no market activity). These Level 3 instruments are valued based on both observable and unobservable inputs derived from the best available data, some of which is internally developed, and considers risk premiums that a market participant would require.

Approximately $129.6 million of the available-for-sale portfolio was valued using Level 2 pricing and had net unrealized losses of $3.9 million at March 31, 2018. The remaining $16.0 million of the securities available-for-sale represents the entire CDO portfolio, which was valued using significant unobservable inputs (Level 3 assets). The $3.7 million in net unrealized losses associated with this portfolio relates to 10 pooled trust preferred securities that comprise the CDO portfolio. Net unrealized losses of $2.5 million represent non-credit related OTTI charges on eight of the securities, while $1.2 million of unrealized losses relates to two securities which have had no credit related OTTI.

The following table provides a summary of the trust preferred securities in the CDO portfolio and the credit status of these securities as of March 31, 2018:

Level 3 Investment Securities Available for Sale

(Dollars in Thousands)

Investment Description		First United Level 3 Investments				Security Credit Status					
Deal	Class	Amortized Cost	Fair Market Value	Unrealized Gain/(Loss)	Lowest Credit Rating	Original Collateral	Deferrals/ Defaults as % of Original Collateral	Performing Collateral	Collateral Support	Collateral Support as % of Performing Collateral	Number of Performing Issuers/Total Issuers
Preferred Term Security XI*	B-1	1,354	1,067	(287)	C	635,775	13.61 %	369,625	(13,073)	-3.54 %	42 / 51
Preferred Term Security XVIII*	C	1,946	1,349	(597)	C	676,565	14.83 %	310,546	(293)	-0.09 %	44 / 60
Preferred Term Security XVIII	C	2,792	2,023	(769)	C	676,565	14.83 %	310,546	(293)	-0.09 %	44 / 60
Preferred Term Security XIX*	C	1,797	1,631	(166)	C	700,535	5.71 %	499,906	15,797	3.16 %	52 / 59
Preferred Term Security XIX*	C	1,070	979	(91)	C	700,535	5.71 %	499,906	15,797	3.16 %	52 / 59
Preferred Term Security XIX*	C	2,468	2,283	(185)	C	700,535	5.71 %	499,906	15,797	3.16 %	52 / 59
Preferred Term Security XIX*	C	1,072	979	(93)	C	700,535	5.71 %	499,906	15,797	3.16 %	52 / 59
	C-1	1,526	1,264	(262)	C	1,386,600	11.97 %	889,324	48,292	5.43 %	

Preferred Term Security XXII*											63 / 77
Preferred Term Security XXII*	C-1	3,814	3,160	(654)	C	1,386,600	11.97 %	889,324	48,292	5.43 %	63 / 77
Preferred Term Security XXIII	C-1	1,867	1,242	(625)	C	1,467,000	15.47 %	860,233	61,199	7.11 %	84 / 99
Total Level 3 Securities Available for Sale		19,706	15,977	(3,729)							

* Security has been deemed other-than-temporarily impaired and loss has been recognized in accordance with ASC Section 320-10-35.

The terms of the debentures underlying trust preferred securities allow the issuer of the debentures to defer interest payments for up to 20 quarters, and, in such case, the terms of the related trust preferred securities allow their issuers to defer dividend payments for up to 20 quarters. Some of the issuers of the trust preferred securities in our investment portfolio have defaulted and/or deferred payments ranging from 5.71% to 15.47% of the total collateral balances underlying the securities. The securities were designed to include structural features that provide investors with credit enhancement or support to provide default protection by subordinated tranches. These features include over-collateralization of the notes or subordination, excess interest or spread which will redirect funds in situations where collateral is insufficient, and a specified order of principal payments. There are securities in our portfolio that are under-collateralized, which does represent additional stress on our tranche. However, in these cases, the terms of the securities require excess interest to be redirected from subordinate tranches as credit support, which provides additional support to our investment.

Management systematically evaluates securities for impairment on a quarterly basis. Based upon application of ASC Topic 320 (Section 320-10-35), management must assess whether (a) the Corporation has the intent to sell the security and (b) it is more likely than not that the Corporation will be required to sell the security prior to its anticipated recovery. If neither applies, then declines in the fair value of securities below their cost that are considered other-than-temporary declines are split into two components. The first is the loss attributable to declining credit quality. Credit losses are recognized in earnings as realized losses in the period in which the impairment determination is made. The second component consists of all other losses. The other losses are recognized in other comprehensive income. In estimating OTTI charges, management considers (1) the length of time and the extent to which the fair value has been less than cost, (2) adverse conditions specifically related to the security, an industry, or a geographic area, (3) the historic and implied volatility of the security, (4) changes in the rating of a security by a rating agency, (5) recoveries or additional declines in fair value subsequent to the balance sheet date, (6) failure of the issuer of the security to make scheduled interest payments, and (7) the payment structure of the debt security and the likelihood of the issuer being able to make payments that increase in the future. Due to the duration and the significant market value decline in the pooled trust preferred securities held in our portfolio, we performed more extensive testing on these securities for purposes of evaluating whether or not an OTTI has occurred.

The market for these securities as of March 31, 2018 is not active and markets for similar securities are also not active. The inactivity was evidenced first by a significant widening of the bid-ask spread in the brokered markets in which these securities trade and then by a significant decrease in the volume of trades relative to historical levels. The new issue market is also inactive, as no new CDOs have been issued since 2007. There are currently very few market participants who are willing to effect transactions in these securities. The market values for these securities, or any securities other than those issued or guaranteed by the U.S. Department of the Treasury (the "Treasury"), are very depressed relative to historical levels. Therefore, in the current market, a low market price for a particular bond may only provide evidence of stress in the credit markets in general rather than being an indicator of credit problems with a particular issue. Given the conditions in the current debt markets and the absence of observable transactions in the secondary and new issue markets, management has determined that (a) the few observable transactions and market quotations that are available are not reliable for the purpose of obtaining fair value at March 31, 2018, (b) an income valuation approach technique (i.e. present value) that maximizes the use of relevant unobservable inputs and minimizes the use of observable inputs will be equally or more representative of fair value than a market approach, and (c) the CDO segment is appropriately classified within Level 3 of the valuation hierarchy because management determined that significant adjustments were required to determine fair value at the measurement date.

Management relies on an independent third party to prepare both the evaluations of OTTI and the fair value determinations for the CDO portfolio. Management does not believe that there were any material differences in the OTTI evaluations and pricing between December 31, 2017 and March 31, 2018.

The approach used by the third party to determine fair value involved several steps, which included detailed credit and structural evaluation of each piece of collateral in each bond, projection of default, recovery and prepayment/amortization probabilities for each piece of collateral in the bond, and discounted cash flow modeling. The discount rate methodology used by the third party combines a baseline current market yield for comparable corporate and structured credit products with adjustments based on evaluations of the differences found in structure and risks associated with actual and projected credit performance of each CDO being valued. Currently, the only active and liquid trading market that exists is for stand-alone trust preferred securities, with a limited market for highly-rated CDO securities that are more senior in the capital structure than the securities in the CDO portfolio. Therefore, adjustments to the baseline discount rate are also made to reflect the additional leverage found in structured instruments.

Based upon a review of credit quality and the cash flow tests performed by the independent third party, management determined that no securities had credit-related OTTI during the first three months of 2018.

On December 10, 2013, to implement Section 619 of the Dodd-Frank Act, the Treasury, the federal banking regulators including FDIC, and the SEC adopted the Volcker Rule. The Volcker Rule prohibits a banking institution from acquiring or retaining an "ownership interest" in a "covered fund". A "covered fund" is (a) an entity that would be an investment company under the Investment Company Act of 1940, as amended, but for the exemptions contained in Section 3(c)(1) or Section 3(c)(7) of that Act, (b) a commodity pool with certain characteristics, and/or (c) a non-US entity with certain characteristics that is sponsored or owned by a banking entity located or organized in the US. The term “ownership interest” is defined as “any equity, partnership, or other similar interest.”

On January 14, 2014, the federal banking agencies adopted a final interim rule that exempts CDOs from the scope of the Volcker Rule if they were issued in offerings in which, among other things, the proceeds were used primarily to purchase securities issued by depository institutions and their affiliates. In connection with that final interim rule, the agencies published a non-exclusive list of exempt offerings.

During the first quarter of 2014 and following the promulgation of the Volcker Rule, the fair value of the CDO portfolio improved significantly. The improvement was due to several factors including improved financial condition of the issuers, improved cash flows and a lower discount rate. As the issuers resumed payments of previously deferred interest during the quarter, cash flow projections for the securities increased. In addition, the discount rate utilized in the cash flow models was reduced as the base line current market yield for comparable corporate and structured products improved and the projected credit performance of the CDOs improved with favorable market conditions. The resulting increase in cash flow projections over the remaining life of the securities yielded a higher fair market value.

Deposits

The following table presents the composition of our deposits at the dates indicated:

(dollars in thousands)	March 31, 2018		December 31, 2017	
Non-interest bearing demand deposits:				
Retail	$246,265	24.2 %	$249,694	24.0 %
Brokered / ICS	2,770	0.3 %	2,355	0.3 %
Interest-bearing deposits:				
Demand	171,537	16.9 %	171,742	16.5 %
Money Market:				
Retail	164,648	16.2 %	165,276	15.9 %
Brokered/ICS	46,869	4.6 %	58,413	5.6 %
Savings deposits	164,033	16.1 %	157,783	15.2 %
Time deposits less than $100,000:				
Retail	103,044	10.1 %	107,238	10.3 %
Brokered/CDARS	490	0.0 %	358	0.0 %
Time deposits $100,000 or more:				
Retail	115,994	11.4 %	124,488	12.0 %
Brokered/CDARS	2,213	0.2 %	2,043	0.2 %
Total Deposits	$1,017,863	100 %	$1,039,390	100 %

Total deposits decreased $21.5 million during the first three months of 2018 when compared to deposits at December 31, 2017. During the first three months of 2018, non-interest bearing deposits decreased $3.0 million. Traditional savings accounts increased $6.3 million due to continued growth in our Prime Saver product. Total demand deposits decreased $.2 million and total money market accounts decreased $12.2 million due to decreased balances in our ICS money market account relating to the re-allocation of cash in our trust accounts. Time deposits less than $100,000 decreased $4.1 million and time deposits greater than $100,000 decreased $8.3 million. The decrease in time deposits greater than $100,000 was due to the maturity of one large certificate of deposit for a municipality in the first quarter of 2018.

Borrowed Funds

The following table presents the composition of our borrowings at the dates indicated:

(in thousands)	March 31, 2018	December 31, 2017

Fed Funds Purchased	$ 9,000	$ 0
Securities sold under agreements to repurchase	46,210	48,845
Total short-term borrowings	$ 55,210	$ 48,845
FHLB advances	$ 85,000	$ 90,000
Junior subordinated debt	30,929	30,929
Total long-term borrowings	$ 115,929	$ 120,929

Total short-term borrowings increased by $6.4 million during the first three months of 2018. This increase was due to overnight borrowings of $9.0 million offset by a decrease of $2.6 million in repurchase agreements, or our Treasury management products, due to the usage of funds in customer's accounts. Long-term borrowings decreased by $5.0 million during the first three months of 2018 due to the repayment of two FLHB advance totaling $5.0 million at their maturity in January 2018.

Liquidity Management

Liquidity is a financial institution's capability to meet customer demands for deposit withdrawals while funding all credit-worthy loans. The factors that determine the institution's liquidity are:

- Reliability and stability of core deposits;
- Cash flow structure and pledging status of investments; and
- Potential for unexpected loan demand.

We actively manage our liquidity position through regular meetings of a sub-committee of executive management, known as the Treasury Team, which looks forward 12 months at 30-day intervals. The measurement is based upon the projection of funds sold or purchased position, along with ratios and trends developed to measure dependence on purchased funds and core growth. Monthly reviews by management and quarterly reviews by the Asset and Liability Committee under prescribed policies and procedures are designed to ensure that we will maintain adequate levels of available funds.

It is our policy to manage our affairs so that liquidity needs are fully satisfied through normal Bank operations. That is, the Bank will manage its liquidity to minimize the need to make unplanned sales of assets or to borrow funds under emergency conditions. The Bank will use funding sources where the interest cost is relatively insensitive to market changes in the short run (periods of one year or less) to satisfy operating cash needs. The remaining normal funding will come from interest-sensitive liabilities, either deposits or borrowed funds. When the marginal cost of needed wholesale funding is lower than the cost of raising this funding in the retail markets, the Corporation may supplement retail funding with external funding sources such as:

1. Unsecured Fed Funds lines of credit with upstream correspondent banks (M&T Bank, PNC Bank, Atlantic Community Banker's Bank, Community Banker's Bank, SunTrust and Zions National Bank).
2. Secured advances with the FHLB of Atlanta, which are collateralized by eligible one to four family residential mortgage loans, home equity lines of credit, commercial real estate loans, various securities and pledged cash.
3. Secured line of credit with the Fed Discount Window for use in borrowing funds up to 90 days, using municipal securities as collateral.
4. Brokered deposits, including CDs and money market funds, provide a method to generate deposits quickly. These deposits are strictly rate driven but often provide the most cost effective means of funding growth.
5. One Way Buy CDARS/ICS funding – a form of brokered deposits that has become a viable supplement to brokered deposits obtained directly.

Management believes that we have adequate liquidity available to respond to current and anticipated liquidity demands and is not aware of any trends or demands, commitments, events or uncertainties that are likely to materially affect our ability to maintain liquidity at satisfactory levels.

Market Risk and Interest Sensitivity

Our primary market risk is interest rate fluctuation. Interest rate risk results primarily from the traditional banking activities that we engage in, such as gathering deposits and extending loans. Many factors, including economic and financial conditions, movements in interest rates and consumer preferences affect the difference between the interest earned on our assets and the interest paid on our liabilities. Interest rate sensitivity refers to the degree that earnings will be impacted by changes in the prevailing level of interest rates. Interest rate risk arises from mismatches in the repricing or maturity characteristics between interest-bearing assets and liabilities. Management seeks to minimize fluctuating net interest margins, and to enhance consistent growth of net interest income through periods of changing interest rates. Management uses interest sensitivity gap analysis and simulation models to measure and manage these risks. The interest rate sensitivity gap analysis assigns each interest-earning asset and interest-bearing liability to a time frame reflecting its next repricing or maturity date. The differences between total interest-sensitive assets and liabilities at each time interval represent the interest sensitivity gap for that interval. A positive gap generally indicates that rising interest rates during a given interval will increase net interest income, as more assets than liabilities will reprice. A negative gap position would benefit us during a period of declining interest rates.

At March 31, 2018, we were asset sensitive.

Our interest rate risk management goals are:

- Ensure that the Board of Directors and senior management will provide effective oversight and ensure that risks are adequately identified, measured, monitored and controlled;
- Enable dynamic measurement and management of interest rate risk;
- Select strategies that optimize our ability to meet our long-range financial goals while maintaining interest rate risk within policy limits established by the Board of Directors;
- Use both income and market value oriented techniques to select strategies that optimize the relationship between risk and return; and
- Establish interest rate risk exposure limits for fluctuation in net interest income ("NII"), net income and economic value of equity.

In order to manage interest sensitivity risk, management formulates guidelines regarding asset generation and pricing, funding sources and pricing, and off-balance sheet commitments. These guidelines are based on management's outlook regarding future interest rate movements, the state of the regional and national economy, and other financial and business risk factors. Management uses computer simulations to measure the effect on net interest income of various interest rate scenarios. Key assumptions used in the computer simulations include cash flows and maturities of interest rate sensitive assets and liabilities, changes in asset volumes and pricing, and management's capital plans. This modeling reflects interest rate changes and the related impact on net interest income over specified periods.

We evaluate the effect of a change in interest rates of +/-100 basis points to +/-400 basis points on both NII and Net Portfolio Value ("NPV") / Economic Value of Equity ("EVE"). We concentrate on NII rather than net income as long as NII remains the significant contributor to net income.

NII modeling allows management to view how changes in interest rates will affect the spread between the yield paid on assets and the cost of deposits and borrowed funds. Unlike traditional Gap modeling, NII modeling takes into account the different degree to which installments in the same repricing period will adjust to a change in interest rates. It also allows the use of different assumptions in a falling versus a rising rate environment. The period considered by the NII modeling is the next eight quarters.

NPV / EVE modeling focuses on the change in the market value of equity. NPV / EVE is defined as the market value of assets less the market value of liabilities plus/minus the market value of any off-balance sheet positions. By effectively looking at the present value of all future cash flows on or off the balance sheet, NPV / EVE modeling takes a longer-term view of interest rate risk. This complements the shorter-term view of the NII modeling.

Measures of NII at risk produced by simulation analysis are indicators of an institution's short-term performance in alternative rate environments. These measures are typically based upon a relatively brief period, usually one year. They do not necessarily indicate the long-term prospects or economic value of the institution.

Based on the simulation analysis performed at March 31, 2018 and December 31, 2017, management estimated the following changes in net interest income, assuming the indicated rate changes:

(Dollars in thousands)	March 31, 2018	December 31, 2017
+400 basis points	$ (1,271)	$ (371)
+300 basis points	$ (716)	$ (30)
+200 basis points	$ (207)	$ 261
+100 basis points	$ 199	$ 387
-100 basis points	$ 2,385	$ (3,003)

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This estimate is based on assumptions that may be affected by unforeseeable changes in the general interest rate environment and any number of unforeseeable factors. Rates on different assets and liabilities within a single maturity category adjust to changes in interest rates to varying degrees and over varying periods of time. The relationships between lending rates and rates paid on purchased funds are not constant over time. Management can respond to current or anticipated market conditions by lengthening or shortening the Bank’s sensitivity through loan repricings or changing its funding mix. The rate of growth in interest-free sources of funds will influence the level of interest-sensitive funding sources. In addition, the absolute level of interest rates will affect the volume of earning assets and funding sources. As a result of these limitations, the interest-sensitive gap is only one factor to be considered in estimating the net interest margin.

Management believes that no material changes in our market risks, our procedures used to evaluate and mitigate those risks, or our actual or simulated sensitivity positions have occurred since December 31, 2017. Our NII simulation analysis as of December 31, 2017 is included in Item 7 of Part II Item 7 of Part II of our Annual Report on Form 10-K for the year ended December 31, 2017 under the heading “Market Risk and Interest Sensitivity.

Impact of Inflation – Our assets and liabilities are primarily monetary in nature, and as such, future changes in prices do not affect the obligations to pay or receive fixed and determinable amounts of money. During inflationary periods, monetary assets lose value in terms of purchasing power and monetary liabilities have corresponding purchasing power gains. The concept of purchasing power is not an adequate indicator of the impact of inflation on financial institutions because it does not incorporate changes in our earnings.

Capital Resources

We require capital to fund loans, satisfy our obligations under the Bank’s letters of credit, meet the deposit withdrawal demands of the Bank’s customers, and satisfy our other monetary obligations. To the extent that deposits are not adequate to fund our capital requirements, we can rely on the funding sources identified above under the heading “Liquidity Management”. At March 31, 2018, the Bank had $75.0 million available through unsecured lines of credit with correspondent banks, $7.1 million available through a secured line of credit with the Fed Discount Window and approximately $86.1 million available through the FHLB. Management is not aware of any demands, commitments, events or uncertainties that are likely to materially affect our ability to meet our future capital requirements.

In addition to operational requirements, the Bank and the Corporation are subject to risk-based capital regulations, which were adopted and are monitored by federal banking regulators. These regulations are used to evaluate capital adequacy and require an analysis of an institution’s asset risk profile and off-balance sheet exposures, such as unused loan commitments and stand-by letters of credit.

On July 2, 2013, the FRB approved final rules that substantially amended the regulatory risk-based capital rules applicable to First United Corporation. The FDIC subsequently approved the same rules which apply to the Bank. The final rules implement the “Basel III” regulatory capital reforms and changes required by the Dodd-Frank Act and were implemented as of March 31, 2015.

The Basel III capital rules include new risk-based capital and leverage ratios, which will be phased in from 2015 to 2019, and which refine the definition of what constitutes “capital” for purposes of calculating those ratios. The new minimum capital level requirements applicable to the Corporation under the final rules are: (a) a new common equity Tier 1 capital ratio of 4.5%; (b) a Tier 1 capital ratio of 6% (increased from 4%); (c) a total capital ratio of 8% (unchanged from current rules); and (d) a Tier 1 leverage ratio of 4% for all institutions. The final rules also establish a “capital conservation buffer” above the new regulatory minimum capital requirements, which must consist entirely of common equity Tier 1 capital. The capital conservation buffer will be phased-in over four years beginning on January 1, 2016, as follows: the maximum buffer will be 0.625% of risk-weighted assets for 2016, 1.25% for 2017, 1.875% for 2018, and 2.5% for 2019 and thereafter. This will result in the following minimum ratios beginning in 2019: (1) a common equity Tier 1 capital ratio of 7.0%, (2) a Tier 1 capital ratio of 8.5%, and (3) a total capital ratio of 10.5%. Under the final rules, institutions are subject to limitations on paying dividends, engaging in share repurchases, and paying discretionary bonuses if its capital level falls below the buffer amount. These limitations establish a maximum percentage of eligible retained income that could be utilized for such actions.

The Basel III capital final rules also implement revisions and clarifications consistent with Basel III regarding the various components of Tier 1 capital, including common equity, unrealized gains and losses, as well as certain instruments that no longer qualify as Tier 1 capital, some of which will be phased out over time. Under the final rules, the effects of certain accumulated other comprehensive items are not excluded; however, banking organizations like the Corporation and the Bank that are not considered “advanced approaches” banking organizations may make a one-time permanent election to continue to exclude these items. The Corporation and the Bank made this election in their first quarter 2015 regulatory filings in order to avoid significant variations in the level of capital depending upon the impact of interest rate fluctuations on the fair value of the Corporation’s available-for-sale securities portfolio. Additionally, the final rules provide that small depository institution holding companies with less than $15 billion in total assets as of December 31, 2009 (which includes the Corporation) will be able to permanently include non-qualifying instruments that were issued and included in Tier 1 or Tier 2 capital prior to May 19, 2010 (such as the Corporation’s TPS Debentures) in additional Tier 1 or Tier 2 capital until they redeem such instruments or until the instruments mature.

The Basel III capital rules also contain revisions to the prompt corrective action framework, which is designed to place restrictions on insured depository institutions if their capital levels begin to show signs of weakness. These revisions were effective January 1, 2015. Under the prompt corrective action requirements, which are designed to complement the capital conservation buffer, insured depository institutions are required to meet the following capital level requirements in order to qualify as “well capitalized”: (a) a new common equity Tier 1 capital ratio of 6.5%; (b) a Tier 1 capital ratio of 8% (increased from 6%); (c) a total capital ratio of 10% (unchanged from current rules); and (d) a Tier 1 leverage ratio of 5% (increased from 4%).

The Basel III capital rules set forth certain changes for the calculation of risk-weighted assets. These changes include (a) an increased number of credit risk exposure categories and risk weights; (b) an alternative standard of creditworthiness consistent with Section 939A of the Dodd-Frank Act; (c) revisions to recognition of credit risk mitigation; (d) rules for risk weighting of equity exposures and past due loans, and (e) revised capital treatment for derivatives and repo-style transactions.

Regulators may require higher capital ratios when warranted by the particular circumstances or risk profile of a given banking organization. In the current regulatory environment, banking organizations must stay well capitalized in order to receive favorable regulatory treatment on acquisition and other expansion activities and favorable risk-based deposit insurance assessments. Our capital policy establishes guidelines meeting these regulatory requirements and takes into consideration current or anticipated risks as well as potential future growth opportunities.

The following table presents our capital ratios:

	March 31, 2018		**December 31, 2017**		**Required for Capital Adequacy Purposes**		**Required to be Well Capitalized**	
Total Capital (to risk-weighted assets)								
Consolidated	16.06	%	15.98	%	8.00	%	10.00	%
First United Bank & Trust	15.53	%	15.58	%	8.00	%	10.00	%
Tier 1 Capital (to risk-weighted assets)								
Consolidated	15.01	%	14.97	%	6.00	%	8.00	%
First United Bank & Trust	14.44	%	14.51	%	6.00	%	8.00	%
Common Equity Tier 1 Capital (to risk-weighted assets)								
Consolidated	12.59	%	12.54	%	4.50	%	6.50	%
First United Bank & Trust	14.44	%	14.51	%	4.50	%	6.50	%
Tier 1 Capital (to average assets)								
Consolidated	11.45	%	11.00	%	4.00	%	5.00	%
First United Bank & Trust	10.67	%	10.21	%	4.00	%	5.00	%

Contractual Obligations, Commitments and Off-Balance Sheet Arrangements

Contractual Obligations

The Corporation enters into contractual obligations in the normal course of business. Among these obligations are FHLB advances and junior subordinated debentures, operating lease agreements for banking and subsidiaries' offices and for data processing and telecommunications equipment. Payments required under these obligations are set forth in the table following as of December 31, 2017:

(In thousands)	Less than 1 year	1-3 years	3-5 years	After 5 years	Total
Short-term borrowings	$48,845	$0	$0	$0	$48,845
Long-term borrowings	20,000	50,000	20,000	30,929	120,929
Certificates of deposit	97,039	69,402	67,686	0	234,127

Operating lease obligations	3,237	5,895	5,692	3,707	18,531
Capital lease obligations	143	286	286	2,283	2,998
Total	$169,264	$125,583	$93,664	$36,919	$425,430

As of March 31, 2018, there have been no material changes to our contractual obligations outside of the ordinary course of business.

Commitments

Loan commitments are made to accommodate the financial needs of our customers. Letters of credit commit us to make payments on behalf of customers when certain specified future events occur. The credit risks inherent in loan commitments and letters of credit are essentially the same as those involved in extending loans to customers, and these arrangements are subject to our normal credit policies. We are not a party to any other off-balance sheet arrangements.

Commitments to extend credit in the form of consumer, commercial and business at the dates indicated were as follows:

(In thousands)	March 31, 2018	December 31, 2017
Residential Mortgage - home equity	$ 50,351	$ 52,251
Residential Mortgage - construction	13,353	13,512
Commercial	62,903	56,968
Consumer - personal credit lines	3,788	4,012
Standby letters of credit	2,730	2,633
Total	$ 133,125	$ 129,376

Item 3. Quantitative and Qualitative Disclosures about Market Risk

The information required by this item is included in Item 2 of Part I of this report under the caption "*Market Risk and Interest Sensitivity*", and in Item 7 of Part II of First United Corporation's Annual Report on Form 10-K for the year ended December 31, 2017 under the heading "Market Risk and Interest Sensitivity" which is incorporated herein by reference.

Item 4. Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports filed under the Securities Exchange Act of 1934 with the SEC, such as this Quarterly Report, is recorded, processed, summarized and reported within the periods specified in those rules and forms, and that such information is accumulated and communicated to our management, including First United Corporation's principal executive officer ("CEO") and its principal financial officer ("CFO"), as appropriate, to allow for timely decisions regarding required disclosure. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The design of any system of controls is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate.

An evaluation of the effectiveness of these disclosure controls as of March 31, 2018 was carried out under the supervision and with the participation of management, including the CEO and the CFO. Based on that evaluation, management, including the CEO and the CFO, has concluded that our disclosure controls and procedures are, in fact, effective at the reasonable assurance level.

During the quarter ended March 31, 2018, there was no change in our internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Part II. OTHER INFORMATION

Item 1. Legal Proceedings

None.

Item 1A. Risk Factors

The risks and uncertainties to which our financial condition and operations are subject are discussed in detail in Item 1A of Part I of the Corporation’s Annual Report on Form 10-K for the year ended December 31, 2017 and Item 1A of Part II of its Quarterly Report on Form 10-Q for the quarter ended March 31, 2018. Except as disclosed below, management does not believe that any material changes in our risk factors have occurred since they were last disclosed.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Defaults upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not Applicable.

Item 5. Other Information

None.

Item 6. Exhibits

The exhibits filed or furnished with this quarterly report are listed in the following Exhibit Index.

Exhibit	**Description**
31.1	Certifications of the Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act (filed herewith)
31.2	Certifications of the Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act (filed herewith)
32	Certification of the Principal Executive Officer and the Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act (furnished herewith)
101.INS	XBRL Instance Document (filed herewith)
101.SCH	XBRL Taxonomy Extension Schema (filed herewith)
101.CAL	XBRL Taxonomy Extension Calculation Linkbase (filed herewith)
101.DEF	XBRL Taxonomy Extension Definition Linkbase (filed herewith)
101.LAB	XBRL Taxonomy Extension Label Linkbase (filed herewith)
101.PRE	XBRL Taxonomy Extension Presentation Linkbase (filed herewith)

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.

		FIRST UNITED CORPORATION
Date:	May 9, 2018	/s/ Carissa L. Rodeheaver Carissa L. Rodeheaver, CPA, CFP Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)
Date	May 9, 2018	/s/ Tonya K. Sturm Tonya K. Sturm, Senior Vice President, Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)