

CITY HOLDING CO  
Form 10-Q  
November 06, 2018  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For The Quarterly Period Ended September 30, 2018

OR

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

For The Transition Period From \_\_\_\_\_ To \_\_\_\_\_.

Commission File Number 0-11733

CITY HOLDING COMPANY

(Exact name of registrant as specified in its charter)

West Virginia

55-0619957

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

25 Gateway Road

Charleston, West Virginia

25313

(Address of principal executive offices)

(Zip Code)

(304) 769-1100

(Registrant's telephone number, including area code)

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

YesNo

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted 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 such files).

YesNo

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

Large accelerated filer  Accelerated filer

Non-accelerated filer  Smaller reporting company

Emerging growth company [ ]

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

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

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

Common stock, \$2.50 Par Value – 15,389,278 shares as of November 5, 2018.

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## FORWARD-LOOKING STATEMENTS

All statements other than statements of historical fact included in this Quarterly Report on Form 10-Q, including statements in Management's Discussion and Analysis of Financial Condition and Results of Operations are, or may be deemed to be, forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Such information involves risks and uncertainties that could result in the Company's actual results differing materially from those projected in the forward-looking statements. Important factors that could cause actual results to differ materially from those discussed in such forward-looking statements include, but are not limited to, (1) the Company may incur additional loan loss provision due to negative credit quality trends in the future that may lead to a deterioration of asset quality; (2) the Company may incur increased charge-offs in the future; (3) the Company could have adverse legal actions of a material nature; (4) the Company may face competitive loss of customers; (5) the Company may be unable to manage its expense levels; (6) the Company may have difficulty retaining key employees; (7) changes in the interest rate environment may have results on the Company's operations materially different from those anticipated by the Company's market risk management functions; (8) changes in general economic conditions and increased competition could adversely affect the Company's operating results; (9) changes in regulations and government policies affecting bank holding companies and their subsidiaries, including changes in monetary policies, could negatively impact the Company's operating results; (10) the Company may experience difficulties growing loan and deposit balances; (11) deterioration in the financial condition of the U.S. banking system may impact the valuations of investments the Company has made in the securities of other financial institutions resulting in either actual losses or other than temporary impairments on such investments; (12) the effects of the Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") and the regulations promulgated and to be promulgated thereunder, which may subject the Company and its subsidiaries to a variety of new and more stringent legal and regulatory requirements which adversely affect their respective businesses; (13) the impact of new minimum capital thresholds established as a part of the implementation of Basel III; (14) the businesses of City Holding Company, City National Bank of West Virginia, Poage Bankshares, Inc., Town Square Bank, Farmers Deposit Bancorp, Inc. and Farmers Deposit Bank may not integrate successfully or such integration may take longer to accomplish than expected (15) the expected cost savings and any revenue synergies from the merger of City Holding Company, City National Bank of West Virginia, Poage Bankshares, Inc., Town Square Bank, Farmers Deposit Bancorp, Inc. and Farmers Deposit Bank may not be fully realized within the expected time frames; (16) the disruption from the merger of City Holding Company, City National Bank of West Virginia, Poage Bankshares, Inc., Town Square Bank, Farmers Deposit Bancorp, Inc. and Farmers Deposit Bank may make it more difficult to maintain relationships with clients, associates, or suppliers; and (17) other risk factors relating to the banking industry or the Company as detailed from time to time in the Company's reports filed with the Securities and Exchange Commission, including those risk factors included in the disclosures under the heading "Item 1A Risk Factors" of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2017.

Forward-looking statements made herein reflect management's expectations as of the date such statements are made. Such information is provided to assist stockholders and potential investors in understanding current and anticipated financial operations of the Company and is included pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. The Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances that arise after the date such statements are made.

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City Holding Company and Subsidiaries

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Part I - FINANCIAL INFORMATION

Item 1 - Financial Statements

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## Consolidated Balance Sheets

## City Holding Company and Subsidiaries

(in thousands)

	(Unaudited)	
	September 30, 2018	December 31, 2017
<b>Assets</b>		
Cash and due from banks	\$ 49,806	\$ 54,450
Interest-bearing deposits in depository institutions	256,104	28,058
Cash and Cash Equivalents	305,910	82,508
Investment securities available for sale, at fair value	563,003	550,389
Investment securities held-to-maturity, at amortized cost (approximate fair value at September 30, 2018 and December 31, 2017 - \$56,841 and \$65,646, respectively)	57,812	64,449
Other securities	28,875	14,147
Total Investment Securities	649,690	628,985
Gross loans	3,146,697	3,127,410
Allowance for loan losses	(16,311	) (18,836
Net Loans	3,130,386	3,108,574
Bank owned life insurance	105,372	103,440
Premises and equipment, net	72,484	72,682
Accrued interest receivable	11,449	9,223
Net deferred tax asset	15,653	11,913
Goodwill and other intangible assets, net	78,215	78,595
Other assets	51,643	36,361
Total Assets	\$ 4,420,802	\$ 4,132,281
<b>Liabilities</b>		
<b>Deposits:</b>		
Noninterest-bearing	\$ 672,042	\$ 666,639
<b>Interest-bearing:</b>		
Demand deposits	802,490	769,245
Savings deposits	821,390	796,275
Time deposits	1,147,709	1,083,475
Total Deposits	3,443,631	3,315,634
<b>Short-term borrowings:</b>		
Federal funds purchased	170,000	54,000
Customer repurchase agreements	220,124	198,219
Long-term debt	16,495	16,495
Other liabilities	58,526	45,426
Total Liabilities	3,908,776	3,629,774
<b>Shareholders' Equity</b>		
Preferred stock, par value \$25 per share: 500,000 shares authorized; none issued	—	—
Common stock, par value \$2.50 per share: 50,000,000 shares authorized; 19,047,548 shares issued at September 30, 2018 and December 31, 2017, less 3,598,106 and 3,429,519 shares in treasury, respectively	47,619	47,619

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Capital surplus	140,450	140,960
Retained earnings	484,017	444,481
Cost of common stock in treasury	(136,783	) (124,909 )
Accumulated other comprehensive income (loss):		
Unrealized (loss) on securities available-for-sale	(18,244	) (611 )
Underfunded pension liability	(5,033	) (5,033 )
Total Accumulated Other Comprehensive (Loss)	(23,277	) (5,644 )
Total Shareholders' Equity	512,026	502,507
Total Liabilities and Shareholders' Equity	\$ 4,420,802	\$ 4,132,281
See notes to consolidated financial statements.		

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Consolidated Statements of Income (Unaudited)  
City Holding Company and Subsidiaries  
(in thousands, except earnings per share data)

	Three months ended September 30,		Nine months ended September 30,	
	2018	2017	2018	2017
Interest Income				
Interest and fees on loans	\$36,872	\$32,004	\$104,082	\$93,223
Interest and dividends on investment securities:				
Taxable	4,216	3,666	12,314	10,591
Tax-exempt	701	665	2,114	2,014
Interest on deposits in depository institutions	940	31	1,043	51
Total Interest Income	42,729	36,366	119,553	105,879
Interest Expense				
Interest on deposits	5,497	3,796	14,741	10,885
Interest on short-term borrowings	1,435	349	2,354	693
Interest on long-term debt	239	195	680	565
Total Interest Expense	7,171	4,340	17,775	12,143
Net Interest Income	35,558	32,026	101,778	93,736
(Recovery of) provision for loan losses	(27)	)1,393	(1,910)	)2,584
Net Interest Income After (Recovery of) Provision for Loan Losses	35,585	30,633	103,688	91,152
Non-Interest Income				
Net gains on sale of investment securities	—	—	—	4,276
Service charges	7,598	7,415	21,783	21,219
Bankcard revenue	4,677	4,291	13,543	12,804
Trust and investment management fee income	1,579	1,471	4,792	4,469
Bank owned life insurance	813	774	2,356	2,972
Other income	1,086	660	3,382	2,303
Total Non-Interest Income	15,753	14,611	45,856	48,043
Non-Interest Expense				
Salaries and employee benefits	13,576	12,580	40,368	38,783
Occupancy related expense	2,323	2,426	7,073	7,361
Equipment and software related expense	1,965	1,940	5,691	5,835
FDIC insurance expense	315	328	943	1,031
Advertising	808	689	2,444	2,203
Bankcard expenses	1,134	1,051	3,274	2,964
Postage, delivery, and statement mailings	537	517	1,630	1,576
Office supplies	364	377	1,006	1,082
Legal and professional fees	453	504	1,378	1,393
Telecommunications	408	494	1,349	1,470
Repossessed asset losses, net of expenses	156	107	638	589
Other expenses	3,001	3,296	9,098	8,799
Total Non-Interest Expense	25,040	24,309	74,892	73,086
Income Before Income Taxes	26,298	20,935	74,652	66,109
Income tax expense	5,606	7,003	15,369	21,463

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Net Income Available to Common Shareholders	\$20,692	\$13,932	\$59,283	\$44,646
Total Comprehensive Income	\$16,367	\$14,240	\$44,307	\$47,881

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Average shares outstanding, basic	15,340	15,485	15,360	15,391
Effect of dilutive securities	18	20	20	24
Average shares outstanding, diluted	15,358	15,505	15,380	15,415
Basic earnings per common share	\$ 1.34	\$ 0.89	\$ 3.82	\$ 2.87
Diluted earnings per common share	\$ 1.33	\$ 0.89	\$ 3.82	\$ 2.86
Dividends declared per common share	\$ 0.53	\$ 0.44	\$ 1.45	\$ 1.32

See notes to consolidated financial statements.

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Consolidated Statements of Comprehensive Income (Unaudited)  
 City Holding Company and Subsidiaries  
 (in thousands)

	Three Months Ended September 30, 2018		Nine Months Ended September 30, 2018	
	2017	2018	2017	2018
Net income	\$20,692	\$13,932	\$59,283	\$44,646
Unrealized (losses) gains on available-for-sale securities arising during the period	(5,638	)488	(19,520	)9,404
Reclassification adjustment for gains	—	—	—	(4,276 )
Other comprehensive (loss) income before income taxes	(5,638	)488	(19,520	)5,128
Tax effect	1,313	(180	)4,544	(1,893 )
Other comprehensive (loss) income, net of tax	(4,325	)308	(14,976	)3,235
Comprehensive Income, Net of Tax	\$16,367	\$14,240	\$44,307	\$47,881

See notes to consolidated financial statements.

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Consolidated Statements of Changes in Shareholders' Equity (Unaudited)  
City Holding Company and Subsidiaries  
Three Months Ended September 30, 2018 and 2017  
(in thousands)

	Common Stock	Capital Surplus	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Income (Loss)	Total Shareholders' Equity
Balance at June 30, 2018	\$47,619	\$140,091	\$471,515	\$(136,520)	\$ (18,952)	) \$ 503,753
Net income	—	—	20,692	—	—	20,692
Other comprehensive income	—	—	—	—	(4,325)	) (4,325 )
Cash dividends declared (\$0.53 per share)	—	—	(8,190)	)—	—	(8,190 )
Stock-based compensation expense	—	455	—	—	—	455
Exercise of 3,986 stock options	—	(96)	)—	277	—	181
Purchase of 7,000 treasury shares	—	—	—	(540)	)—	(540 )
Balance at September 30, 2018	\$47,619	\$140,450	\$484,017	\$(136,783)	\$ (23,277)	) \$ 512,026

	Common Stock	Capital Surplus	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Income (Loss)	Total Shareholders' Equity
Balance at June 30, 2017	\$47,619	\$139,972	\$433,944	\$(124,943)	\$ (4,085)	) \$ 492,507
Net income	—	—	13,932	—	—	13,932
Other comprehensive income	—	—	—	—	308	308
Cash dividends declared (\$0.44 per share)	—	—	(6,875)	)—	—	(6,875 )
Stock-based compensation expense	—	443	—	—	—	443
Restricted awards granted	—	(34)	)—	34	—	—
Balance at September 30, 2017	\$47,619	\$140,381	\$441,001	\$(124,909)	\$ (3,777)	) \$ 500,315

See notes to consolidated financial statements.

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## Consolidated Statements of Changes in Shareholders' Equity (Unaudited)

City Holding Company and Subsidiaries

Nine Months Ended September 30, 2018 and 2017

(in thousands)

	Common Stock	Capital Surplus	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Income (Loss)	Total Shareholders' Equity
Balance at December 31, 2017	\$47,619	\$140,960	\$444,481	\$(124,909)	\$ (5,644 )	\$ 502,507
Net income	—	—	59,283	—	—	59,283
Other comprehensive income	—	—	—	—	(14,976 )	(14,976 )
Adoption of new accounting pronouncement (see Note B)	—	—	2,657	—	(2,657 )	—
Cash dividends declared (\$1.45 per share)	—	—	(22,404 )	—	—	(22,404 )
Stock-based compensation expense	—	1,697	—	—	—	1,697
Restricted awards granted	—	(1,494 )	—	1,494	—	—
Exercise of 29,133 stock options	—	(713 )	—	1,862	—	1,149
Purchase of 221,327 treasury shares	—	—	—	(15,230 )	—	(15,230 )
Balance at September 30, 2018	\$47,619	\$140,450	\$484,017	\$(136,783)	\$ (23,277 )	\$ 512,026

	Common Stock	Capital Surplus	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Income (Loss)	Total Shareholders' Equity
Balance at December 31, 2016	\$46,518	\$112,873	\$417,017	\$(126,958)	\$ (7,012 )	\$ 442,438
Net income	—	—	44,646	—	—	44,646
Other comprehensive income	—	—	—	—	3,235	3,235
Cash dividends declared (\$1.32 per share)	—	—	(20,662 )	—	—	(20,662 )
Stock-based compensation expense	—	1,653	—	—	—	1,653
Restricted awards granted	—	(1,351 )	—	1,351	—	—
Issuance of 440,604 shares of common stock	1,101	27,307	—	—	—	28,408
Exercise of 16,639 stock options	—	(101 )	—	698	—	597
Balance at September 30, 2017	\$47,619	\$140,381	\$441,001	\$(124,909)	\$ (3,777 )	\$ 500,315

See notes to consolidated financial statements.

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Consolidated Statements of Cash Flows (Unaudited)  
City Holding Company and Subsidiaries  
(in thousands)

	Nine months ended September 30,	
	2018	2017
Net income	\$59,283	\$44,646
Adjustments to reconcile net income to net cash provided by operating activities:		
Accretion and amortization	1,154	836
(Recovery of) provision for loan losses	(1,910)	) 2,584
Depreciation of premises and equipment	3,819	4,486
Deferred income tax expense	921	3,810
Net periodic employee benefit cost	438	337
Unrealized gains recognized on securities still held	(1,155)	) —
Realized investment securities gains	—	(4,276)
Stock-compensation expense	1,697	1,653
Excess tax benefit from stock-compensation expense	(155)	) (550)
Proceeds from life insurance	425	1,717
Increase in value of bank-owned life insurance	(1,932)	) (1,974)
Loans originated for sale	(9,286)	) (13,858)
Proceeds from the sale of loans originated for sale	9,601	16,315
Gain on sale of loans	(249)	) (437)
Change in accrued interest receivable	(2,226)	) (828)
Change in other assets	(15,709)	) 1,562
Change in other liabilities	11,543	(1,505)
Net Cash Provided by Operating Activities	56,259	54,518
Proceeds from sales of securities available-for-sale	—	5,576
Proceeds from maturities and calls of securities available-for-sale	53,917	61,367
Proceeds from maturities and calls of securities held-to-maturity	6,552	8,072
Purchases of securities available-for-sale	(101,227)	) (136,418)
Net increase in loans	(19,057)	) (63,139)
Purchases of premises and equipment	(4,236)	) (4,262)
Disposals of premises and equipment	772	2,500
Net Cash Used in Investing Activities	(63,279)	) (126,304)
Net increase in non-interest-bearing deposits	5,403	(2,410)
Net increase in interest-bearing deposits	122,594	27,307
Net increase (decrease) in short-term borrowings	137,905	33,159
Proceeds from issuance of common stock	—	28,408
Purchases of treasury stock	(15,230)	) —
Proceeds from exercise of stock options	1,149	597
Dividends paid	(21,399)	) (20,249)
Net Cash Provided by Financing Activities	230,422	66,812
Increase (Decrease) in Cash and Cash Equivalents	223,402	(4,974)
Cash and cash equivalents at beginning of period	82,508	88,139
Cash and Cash Equivalents at End of Period	\$305,910	\$83,165

See notes to consolidated financial statements.

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Notes to Consolidated Financial Statements (Unaudited)

September 30, 2018

Note A –Background and Basis of Presentation

City Holding Company ("City Holding"), a West Virginia corporation headquartered in Charleston, West Virginia, is a registered financial holding company under the Bank Holding Company Act and conducts its principal activities through its wholly-owned subsidiary, City National Bank of West Virginia ("City National"). City National is a retail and consumer-oriented community bank with 87 banking offices in West Virginia (58), Virginia (14), Kentucky (12) and southeastern Ohio (3). City National provides credit, deposit, and trust and investment management services to its customers in a broad geographical area that includes many rural and small community markets in addition to larger cities including Charleston (WV), Huntington (WV), Martinsburg (WV), Morgantown (WV), Winchester (VA), Staunton (VA), Virginia Beach (VA), Ashland (KY), and Lexington (KY). In addition to its branch network, City National's delivery channels include automated-teller-machines ("ATMs"), interactive-teller machines ("ITMs"), mobile banking, debit cards, interactive voice response systems, and Internet technology. The Company's business activities are currently limited to one reportable business segment, which is community banking.

On July 11, 2018, the Company announced that it had concurrently executed two separate definitive agreements to acquire Poage Bankshares, Inc. ("Poage"), of Ashland, Kentucky and its principal banking subsidiary, Town Square Bank, and Farmers Deposit Bancorp, Inc. ("Farmers Deposit"), of Cynthiana, Kentucky and its principal banking subsidiary, Farmers Deposit Bank. The proposed mergers are expected to close in the fourth quarter of 2018 and the core data system conversions are also targeted to occur in the fourth quarter of 2018. City has received all regulatory approvals needed to acquire both Poage and Farmers Deposit and each merger has been approved by the shareholders of Poage and Farmers, respectively. Consummation of the respective mergers is subject to the completion of other customary closing conditions. Merger expenses are estimated at \$18 million (pre-tax) for the Poage transaction and at \$6 million (pre-tax) for the Farmers Deposit transaction, while core deposit intangibles are estimated at \$4 million for Poage and at \$1.5 million for Farmers Deposit. The Poage and Farmers Deposit transactions are not conditional upon each other.

The accompanying consolidated financial statements, which are unaudited, include all of the accounts of City Holding Company and its wholly-owned subsidiaries (collectively, the "Company"). All material intercompany transactions have been eliminated. The consolidated financial statements include all adjustments that, in the opinion of management, are necessary for a fair presentation of the results of operations and financial condition for each of the periods presented. Such adjustments are of a normal recurring nature. The results of operations for the nine months ended September 30, 2018 are not necessarily indicative of the results of operations that can be expected for the year ending December 31, 2018. The Company's accounting and reporting policies conform with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Such policies require management to make estimates and develop assumptions that affect the amounts reported in the consolidated financial statements and related footnotes. Actual results could differ from management's estimates.

The consolidated balance sheet as of December 31, 2017 has been derived from audited financial statements included in the Company's 2017 Annual Report to Shareholders. Certain information and footnote disclosures normally included in annual financial statements prepared in accordance with U.S. generally accepted accounting principles have been omitted. These financial statements should be read in conjunction with the financial statements and notes thereto included in the 2017 Annual Report of the Company.

Certain amounts in the financial statements have been reclassified. Such reclassifications had no impact on shareholders' equity or net income for any period.

Note B – Recent Accounting Pronouncements

Recently Adopted:

In May 2014, the FASB issued ASU No. 2014-09, "Revenue from Contracts with Customers (Topic 606)." This standard clarifies the principles for recognizing revenue and developed a common revenue standard. The core principle of the standard is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. To achieve that core principle, an entity should apply the following steps: (i) identify the contract or contracts with a customer, (ii) identify the performance obligations in the contract, (iii) determine the transaction price, (iv) allocate the transaction price to the performance obligations in the contract and (v) recognize revenue when (or as) the entity satisfies a performance obligation. The FASB also issued several amendments to the standard, including clarifications relating to performance obligations and licensing implementation guidance

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and reporting gross versus net revenue. The Company adopted the standard effective January 1, 2018 using the modified retrospective approach, but did not record a cumulative effect adjustment to opening retained earnings given the immaterial impact. As part of the adoption, the Company evaluated the terms of the contracts that supported each of the revenue streams that were within the scope of ASU 2014-09 and determined that the adoption did not significantly change the way the Company recognizes revenue from each stream (see Note M - Contracts with Customers).

In January 2016, the FASB issued ASU No. 2016-01, "Financial Instruments—Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities." This standard makes several modifications to Subtopic 825-10 including the elimination of the available-for-sale classification of equity investments, and requires equity investments with readily determinable fair values to be measured at fair value with changes in fair value recognized in net income. This ASU became effective for the Company for interim and annual periods on January 1, 2018. During the nine months ended September 30, 2018, a \$1.2 million gain was recognized in other income in the consolidated statements of income as a result of the change in the fair value of equity and perpetual preferred securities due to the adoption of ASU 2016-01. Additionally, \$2.7 million, net of deferred taxes, was reclassified from other comprehensive income to retained earnings on the consolidated balance sheets to recognize the prior period unrealized gain position of these securities (see Note C - Investments and Note J - Accumulated Other Comprehensive Loss).

In January 2017, the FASB issued ASU No. 2017-01, "Business Combinations (Topic 805): Clarifying the Definition of a Business." This amendment clarifies the definition of a business with the objective of adding guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. This ASU became effective for the Company on January 1, 2018. The adoption of ASU No. 2017-01 did not have a material impact on the Company's financial statements.

In March 2017, the FASB issued ASU No. 2017-07, "Compensation—Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost." This amendment requires that an employer disaggregate the service cost component from the other components of net benefit cost and also provides explicit guidance on how to present the service cost component and the other components of net benefit cost in the income statement. This ASU became effective for the Company on January 1, 2018. The adoption of ASU No. 2017-07 did not have a material impact on the Company's financial statements.

In May 2017, the FASB issued ASU No. 2017-09, "Compensation—Stock Compensation (Topic 718): Scope of Modification Accounting." This amendment provides guidance about which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting in ASU No. 2016-09. This ASU became effective for the Company on January 1, 2018. The adoption of ASU No. 2017-09 did not have a material impact on the Company's financial statements.

In September 2017, the FASB issued ASU No. 2017-13, "Revenue Recognition (Topic 605), Revenue from Contracts with Customers (Topic 606), Leases (Topic 840), and Leases (Topic 842)." This amendment provides modifications to previously issued ASUs 2014-09 and 2016-02. The adoption of ASU No. 2017-13 did not have a material impact on the Company's financial statements.

In November 2017, the FASB issued ASU No. 2017-14, "Income Statement—Reporting Comprehensive Income (Topic 220), Revenue Recognition (Topic 605), and Revenue from Contracts with Customers (Topic 606)." This amendment supersedes various SEC paragraphs and amends an SEC paragraph pursuant to the issuance of Staff Accounting Bulletin No. 116. The adoption of ASU No. 2017-14 did not have a material impact on the Company's financial statements.

In February 2018, the FASB issued ASU No. 2018-02, "Income Statement—Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income." This amendment permits entities to reclassify tax effects stranded in accumulated other comprehensive income as a result of the Tax Cuts and Jobs Act ("TCJA") to retained earnings. The guidance is effective for all entities for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years, with early adoption permissible. The Company elected to early adopt this amendment as of December 31, 2017 and the December 31, 2017 balance sheet reflects this adoption.

Pending Adoption:

In February 2016, the FASB issued ASU No. 2016-02, "Leases (Topic 842)." This standard requires organizations to recognize lease assets and lease liabilities on the balance sheet and disclose key information about leasing requirements for leases that were historically classified as operating leases under previous generally accepted accounting principals. This ASU will become effective for the Company for interim and annual periods on January 1, 2019. The Company's preliminary evaluation indicates

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that the adoption of ASU 2016-02 will have an immaterial impact on the Company's consolidated balance sheet. However, the Company continues to evaluate the extent of the potential impact the new guidance will have on the Company's consolidated financial statements.

In June 2016, the FASB issued ASU No. 2016-13, "Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments." This standard replaces the incurred loss impairment methodology in current GAAP with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to inform credit loss estimates. The amendments in this update require a financial asset (or a group of financial assets) measured at amortized cost basis to be presented at the net amount expected to be collected. The new current expected credit losses model (CECL) will apply to the allowance for loan losses, available-for-sale and held-to-maturity debt securities, purchased financial assets with credit deterioration and certain off-balance sheet credit exposures. This ASU will become effective for the Company for interim and annual periods on January 1, 2020. Management is currently evaluating the potential impact of ASU No. 2016-13 on the Company's financial statements.

In January 2017, the FASB issued ASU No. 2017-04, "Intangibles—Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment." This amendment simplifies the measurement of goodwill by eliminating Step 2 from the goodwill impairment test. This ASU will become effective for the Company on January 1, 2020. The adoption of ASU No. 2017-04 is not expected to have a material impact on the Company's financial statements.

In March 2017, the FASB issued ASU No. 2017-08, "Receivables—Nonrefundable Fees and Other Costs (Subtopic 310-20): Premium Amortization on Purchased Callable Debt Securities." The amendments in this update shorten the amortization period for certain callable debt securities held at a premium and require the premium to be amortized to the earliest call date. This ASU will become effective for the Company on January 1, 2019. The adoption of ASU No. 2017-08 is not expected to have a material impact on the Company's financial statements.

In August 2017, the FASB issued ASU No. 2017-12, "Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities." This amendment expands and refines hedge accounting for both nonfinancial and financial risk components and aligns the recognition and presentation of the effects of the hedging instrument and the hedged item in the financial statements. This ASU will become effective for the Company on January 1, 2019. The adoption of ASU No. 2017-12 is not expected to have a material impact on the Company's financial statements.

In July 2018, the FASB issued ASU No. 2018-10, "Codification Improvements to Topic 842, Leases." This amendment provides improvements to specific sections of previously issued lease guidance, including a package of three practical expedients regarding the reassessment of prior period leases. This ASU will become effective for the Company on January 1, 2019. The adoption of ASU No. 2018-10 is not expected to have a material impact on the Company's financial statements.

In July 2018, the FASB issued ASU No. 2018-11, "Leases (Topic 842): Targeted Improvements." This amendment offers a practical expedient that allows the Company to recognize the prior period balance sheet impacts in the period of adoption and will not require adjustments to the prior period financial statements when adopting ASU No. 2016-02 described above. This ASU will become effective for the Company on January 1, 2019. The adoption of ASU No. 2018-11 is not expected to have a material impact on the Company's financial statements.

In August 2018, the FASB issued ASU No. 2018-13, "Fair Value Measurement (Topic 820): Disclosure Framework—Changes to the Disclosure Requirements for Fair Value Measurement." This amendment removes, modifies, and clarifies the disclosure requirements on fair value measurements in Topic 820, Fair Value Measurement. This ASU will become effective for the Company on January 1, 2020. The adoption of ASU No. 2018-13 is not expected to have a material impact on the Company's financial statements.

In August 2018, the FASB issued ASU No. 2018-14, "Compensation-Retirement Benefits-Defined Benefit Plans-General (Subtopic 715-20): Disclosure Framework-Changes to the Disclosure Requirements for Defined Benefit Plans." This amendment removes, modifies, and clarifies certain disclosure requirements for defined benefit plans and other post-employment benefit plans. This ASU will become effective for the Company on January 1, 2021. The adoption of ASU No. 2018-14 is not expected to have a material impact on the Company's financial statements.

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## Note C –Investments

The amortized cost and estimated fair values of the Company's securities are shown in the following table (in thousands):

	September 30, 2018				December 31, 2017			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Securities available-for-sale:								
U.S. Treasuries and U.S. government agencies	\$1	\$ —	\$ —	\$1	\$2	\$ —	\$ —	\$2
Obligations of states and political subdivisions	92,972	265	1,673	91,564	94,552	2,051	407	96,196
Mortgage-backed securities:								
U.S. government agencies	469,810	222	22,286	447,746	425,559	1,093	7,305	419,347
Private label	523	6	—	529	649	3	—	652
Trust preferred securities	4,772	26	—	4,798	4,764	26	54	4,736
Corporate securities <sup>(1)</sup>	17,086	7	172	16,921	21,916	475	123	22,268
Total Debt Securities	585,164	526	24,131	561,559	547,442	3,648	7,889	543,201
Marketable equity securities								
Investment funds	1,526	—	82	1,444	1,525	—	36	1,489
Total Securities Available-for-Sale	\$586,690	\$ 526	\$ 24,213	\$563,003	\$551,103	\$ 7,211	\$ 7,925	\$550,389
Securities held-to-maturity:								
Mortgage-backed securities:								
U.S. government agencies	\$53,812	\$971	\$52,841	\$60,449	\$1,222	\$25	\$61,646	
Trust preferred securities	4,000	—	4,000	4,000	—	—	4,000	
Total Securities Held-to-Maturity	\$57,812	\$971	\$56,841	\$64,449	\$1,222	\$25	\$65,646	
Other investment securities:								
Non-marketable equity securities	\$17,316	\$—	\$17,316	\$14,147	\$—	\$—	\$14,147	
Marketable equity securities <sup>(1)</sup>	11,559	—	11,559	—	—	—	—	
Total Other Investment Securities	\$28,875	\$—	\$28,875	\$14,147	\$—	\$—	\$14,147	

<sup>(1)</sup> Effective January 1, 2018, the Company's equity and perpetual preferred securities are measured at fair value through net income.

Marketable equity securities consist of investments made by the Company in equity positions of various regional community banks. Included within this portfolio are ownership positions in the following community bank holding companies: First National Corporation (FXNC) (4%) and Eagle Financial Services, Inc. (EFSI) (1.5%). Securities with limited marketability, such as stock in the Federal Reserve Bank ("Federal Reserve") and the Federal Home Loan Bank ("FHLB"), are carried at cost and are reported as non-marketable equity securities in the table above.

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Certain investment securities owned by the Company are in an unrealized loss position (i.e., amortized cost basis exceeded the estimated fair value of the securities). The following table shows the gross unrealized losses and fair value of the Company's investments aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position (in thousands):

	September 30, 2018					
	Less Than Twelve Months		Twelve Months or Greater		Total	
	Estimated Fair Value	Unrealized Loss	Estimated Fair Value	Unrealized Loss	Estimated Fair Value	Unrealized Loss
Securities available-for-sale:						
Obligations of states and political subdivisions	\$45,560	\$ 653	\$19,197	\$ 1,020	\$64,757	\$ 1,673
Mortgage-backed securities:						
U.S. Government agencies	239,964	8,325	191,172	13,961	431,136	22,286
Corporate securities	14,922	172	—	—	14,922	172
Investment funds	1,500	82	—	—	1,500	82
Total available-for-sale	\$301,946	\$ 9,232	\$210,369	\$ 14,981	\$512,315	\$ 24,213
Securities held-to-maturity:						
Mortgage-backed securities						
U.S. Government agencies	\$52,841	\$ 971	\$—	\$ —	\$52,841	\$ 971
Total held-to-maturity	\$52,841	\$ 971	\$—	\$ —	\$52,841	\$ 971

	December 31, 2017					
	Less Than Twelve Months		Twelve Months or Greater		Total	
	Estimated Fair Value	Unrealized Loss	Estimated Fair Value	Unrealized Loss	Estimated Fair Value	Unrealized Loss
Securities available-for-sale:						
Obligations of states and political subdivisions	\$4,913	\$ 28	\$19,440	\$ 379	\$24,353	\$ 407
Mortgage-backed securities:						
U.S. Government agencies	172,807	1,887	140,226	5,418	313,033	7,305
Trust preferred securities	4,475	54	—	—	4,475	54
Corporate securities	3,357	49	2,350	74	5,707	123
Investment funds	1,500	36	—	—	1,500	36
Total available-for-sale	\$187,052	\$ 2,054	\$162,016	\$ 5,871	\$349,068	\$ 7,925
Securities held-to-maturity:						
Mortgage-backed securities						
U.S. Government agencies	\$7,182	\$ 25	\$—	\$ —	\$7,182	\$ 25
Total held-to-maturity	\$7,182	\$ 25	\$—	\$ —	\$7,182	\$ 25

During the nine months ended September 30, 2018 and 2017, the Company had no investment impairment losses. At September 30, 2018, the cumulative amount of credit-related investment impairment losses that have been recognized by the Company on its equity securities that remain in the Company's investment portfolio as of that date was \$1.6 million.



Declines in the fair value of held-to-maturity and available-for-sale securities below their cost that are deemed to be other-than-temporary would be reflected in earnings as realized losses. In estimating other-than-temporary impairment losses, management considers, among other things (i) the length of time and the extent to which the fair value has been less than cost; (ii) the financial condition, capital strength, and near-term (within 12 months) prospects of the issuer, including any specific events which may influence the operations of the issuer such as changes in technology that may impair the earnings potential of the investment or the discontinuance of a segment of the business that may affect the future earnings potential; (iii) the historical volatility in the market value of the investment and/or the liquidity or illiquidity of the investment; (iv) adverse conditions specifically related to the security, an industry, or a geographic area; and (v) the intent to sell the investment security and if it's more likely than not that the Company will not have to sell the security before recovery of its cost basis. In addition, management also employs a continuous monitoring process in regards to its marketable equity securities, specifically its portfolio of regional

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community bank holdings. Although the regional community bank stocks that are owned by the Company are publicly traded, the trading activity for these stocks is minimal, with trading volumes of less than 0.5% of each respective company being traded on a daily basis. As part of management's review process for these securities, management reviews the financial condition of each respective regional community bank for any indications of financial weakness.

Management has the ability and intent to hold the securities classified as held-to-maturity until they mature, at which time the Company expects to receive full value for the securities. Furthermore, as of September 30, 2018, management does not intend to sell any impaired security and it is not more than likely that it will be required to sell any impaired security before the recovery of its amortized cost basis. The unrealized losses on debt securities are primarily the result of interest rate changes, credit spread fluctuations on agency-issued mortgage-related securities, general financial market uncertainty and unprecedented market volatility. These conditions should not prohibit the Company from receiving its contractual principal and interest payments on its debt securities. The fair value is expected to recover as the securities approach their maturity date or repricing date. As of September 30, 2018, management believes the unrealized losses detailed in the table above are temporary and no additional impairment loss has been recognized in the Company's consolidated income statement. Should the impairment of any of these securities become other-than-temporary, the cost basis of the investment will be reduced and the resulting loss will be recognized in net income in the period the other-than-temporary impairment is identified, while any noncredit loss will be recognized in other comprehensive income.

The amortized cost and estimated fair value of debt securities at September 30, 2018, by contractual maturity, are shown in the following table (in thousands). Expected maturities will differ from contractual maturities because the issuers of the securities may have the right to prepay obligations without prepayment penalties. Mortgage-backed securities have been allocated to their respective maturity groupings based on their contractual maturity.

	Amortized Cost	Estimated Fair Value
<b>Available-for-Sale Debt Securities</b>		
Due in one year or less	\$ 2,685	\$ 2,684
Due after one year through five years	10,504	10,493
Due after five years through ten years	81,069	76,996
Due after ten years	490,906	471,386
Total	\$ 585,164	\$ 561,559
<b>Held-to-Maturity Debt Securities</b>		
Due in one year or less	\$ —	\$ —
Due after one year through five years	—	—
Due after five years through ten years	—	—
Due after ten years	57,812	56,841
Total	\$ 57,812	\$ 56,841

The table below presents the unrealized gains (losses) that were recognized in "Other Income" in the consolidated statements of income during the three and nine months ended September 30, 2018 as a result of the change in the fair value of the Company's equity and perpetual preferred securities due to the adoption of ASU 2016-01 (in thousands). Additionally, on January 1, 2018, the Company reclassified \$2.7 million, net of deferred taxes, from other comprehensive income to retained earnings on the consolidated balance sheets to recognize the prior period fair value impact of these securities. During the nine months ended September 30, 2017, the Company realized \$4.3 million of investment gains. These gains represented partial recoveries of impairment charges previously recognized on pooled trust preferred securities. As a result of these sales, the Company no longer holds any pooled trust preferred securities in its investment portfolio.

	Three months ended September 30, 2018	2017	Nine months ended September 30, 2018	2017
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Equity and perpetual preferred securities:

Unrealized gains recognized on securities still held	\$ 383	\$	-\$1,155	\$—
Gross realized gains on securities sold	\$ —	\$	—	4,276
Gross realized losses on securities sold	—	—	—	—
Net investment security gains	\$ —	\$	—	\$4,276

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The carrying value of securities pledged to secure public deposits and for other purposes as required or permitted by law approximated \$490 million and \$429 million at September 30, 2018 and December 31, 2017, respectively.

## Note D –Loans

The following summarizes the Company's major classifications for loans (in thousands):

	September 30, December 31,	
	2018	2017
Residential real estate	\$ 1,485,823	\$ 1,468,278
Home equity	143,540	139,499
Commercial and industrial	213,815	208,484
Commercial real estate	1,268,052	1,277,576
Consumer	31,869	29,162
DDA overdrafts	3,598	4,411
Gross loans	3,146,697	3,127,410
Allowance for loan losses	(16,311)	(18,836)
Net loans	\$ 3,130,386	\$ 3,108,574

Construction loans of \$17.6 million and \$25.3 million are included within residential real estate loans at September 30, 2018 and December 31, 2017, respectively. Construction loans of \$24.1 million and \$28.9 million are included within commercial real estate loans at September 30, 2018 and December 31, 2017, respectively. The Company's commercial and residential real estate construction loans are primarily secured by real estate within the Company's principal markets. These loans were originated under the Company's loan policy, which is focused on the risk characteristics of residential and commercial real estate lending, including specific risks related to construction lending. Adequate consideration has been given to these loans in establishing the Company's allowance for loan losses.

## Note E – Allowance For Loan Losses

Management systematically monitors the loan portfolio and the adequacy of the allowance for loan losses on a quarterly basis to provide for probable losses inherent in the portfolio. Management assesses the risk in each loan type based on historical trends, the general economic environment of its local markets, individual loan performance and other relevant factors.

Individual credits are selected throughout the year for detailed loan reviews, which are utilized by management to assess the risk in the portfolio and the adequacy of the allowance. Due to the nature of commercial lending, evaluation of the adequacy of the allowance as it relates to these loan types is often based more upon specific credit reviews, with consideration given to the potential impairment of certain credits and historical loss rates, adjusted for economic conditions and other inherent risk factors.

The following table summarizes the activity in the allowance for loan losses, by portfolio loan classification, for the nine months ended September 30, 2018 and 2017 (in thousands). The allocation of a portion of the allowance in one portfolio segment does not preclude its availability to absorb losses in other portfolio segments. The following table also presents the balance in the allowance for loan loss disaggregated on the basis of the Company's impairment measurement method and the related recorded investment in loans, by portfolio segment, as of September 30, 2018 and December 31, 2017 (in thousands).



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	Commercial and Industrial	Commercial Real Estate	Residential Real Estate	Home Equity	DDA Consumer	Overdrafts	Total
Nine months ended September 30, 2018							
Allowance for loan losses							
Beginning balance	\$ 4,571	\$ 6,183	\$ 5,212	\$ 1,138	\$ 62	\$ 1,670	\$ 18,836
Charge-offs	(724)	(349)	(464)	(219)	(560)	(1,976)	(4,292)
Recoveries	1,625	538	275	—	130	1,109	3,677
(Recovery of) provision	(1,583)	(1,775)	(557)	385	709	911	(1,910)
Ending balance	\$ 3,889	\$ 4,597	\$ 4,466	\$ 1,304	\$ 341	\$ 1,714	\$ 16,311
Nine months ended September 30, 2017							
Allowance for loan losses							
Beginning balance	\$ 4,206	\$ 6,573	\$ 6,680	\$ 1,417	\$ 82	\$ 772	\$ 19,730
Charge-offs	(150)	(564)	(1,295)	(256)	(47)	(1,989)	(4,301)
Recoveries	57	92	286	45	46	1,015	1,541
(Recovery of) provision	946	205	218	68	(25)	1,172	2,584
Ending balance	\$ 5,059	\$ 6,306	\$ 5,889	\$ 1,274	\$ 56	\$ 970	\$ 19,554
As of September 30, 2018							
Allowance for loan losses							
Evaluated for impairment:							
Individually	\$ —	\$ 355	\$ —	\$ —	\$ —	\$ —	\$ 355
Collectively	3,885	4,189	4,466	1,304	334	1,714	15,892
Acquired with deteriorated credit quality	4	53	—	—	7	—	64
Total	\$ 3,889	\$ 4,597	\$ 4,466	\$ 1,304	\$ 341	\$ 1,714	\$ 16,311
Loans							
Evaluated for impairment:							
Individually	\$ 656	\$ 9,894	\$ —	\$ —	\$ —	\$ —	\$ 10,550
Collectively	212,959	1,252,989	1,483,829	143,540	31,754	3,598	3,128,669
Acquired with deteriorated credit quality	200	5,169	1,994	—	115	—	7,478
Total	\$ 213,815	\$ 1,268,052	\$ 1,485,823	\$ 143,540	\$ 31,869	\$ 3,598	\$ 3,146,697
As of December 31, 2017							
Allowance for loan losses							
Evaluated for impairment:							
Individually	\$ —	\$ 647	\$ —	\$ —	\$ —	\$ —	\$ 647
Collectively	4,567	5,313	5,112	1,138	58	1,670	17,858
Acquired with deteriorated credit quality	4	223	100	—	4	—	331
Total	\$ 4,571	\$ 6,183	\$ 5,212	\$ 1,138	\$ 62	\$ 1,670	\$ 18,836

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Loans

Evaluated for impairment:

Individually	\$ 849	\$8,818	\$—	\$—	\$—	\$—	\$9,667
Collectively	207,429	1,263,076	1,465,685	139,499	29,046	4,411	3,109,146
Acquired with deteriorated credit quality	206	5,682	2,593	—	116	—	8,597
Total	\$ 208,484	\$ 1,277,576	\$ 1,468,278	\$ 139,499	\$ 29,162	\$ 4,411	\$ 3,127,410

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## Credit Quality Indicators

All commercial loans within the portfolio are subject to internal risk rating. All non-commercial loans are evaluated based on payment history. The Company's internal risk ratings for commercial loans are: Pass, Special Mention, Substandard and Doubtful. Each internal risk rating is defined in the loan policy using the following criteria: balance sheet yields; ratios and leverage; cash flow spread and coverage; prior history; capability of management; market position/industry; potential impact of changing economic, legal, regulatory or environmental conditions; purpose; structure; collateral support; and guarantor support. Risk grades are generally assigned by the primary lending officer and are periodically evaluated by the Company's internal loan review process. Based on an individual loan's risk grade, estimated loss percentages are applied to the outstanding balance of the loan to determine the amount of probable loss.

The Company categorizes loans into risk categories based on relevant information regarding the customer's debt service ability, capacity, overall collateral position along with other economic trends, and historical payment performance. The risk rating for each credit is updated when the Company receives current financial information, the loan is reviewed by the Company's internal loan review and credit administration departments, or the loan becomes delinquent or impaired. The risk grades are updated a minimum of annually for loans rated exceptional, good, acceptable, or pass/watch. Loans rated special mention, substandard or doubtful are reviewed at least quarterly. The Company uses the following definitions for its risk ratings:

## Risk Rating Description

## Pass ratings:

(a) Exceptional	Loans classified as exceptional are secured with liquid collateral conforming to the internal loan policy. Loans rated within this category pose minimal risk of loss to the bank.
(b) Good	Loans classified as good have similar characteristics that include a strong balance sheet, satisfactory debt service coverage ratios, strong management and/or guarantors, and little exposure to economic cycles. Loans in this category generally have a low chance of loss to the bank.
(c) Acceptable	Loans classified as acceptable have acceptable liquidity levels, adequate debt service coverage ratios, experienced management, and have average exposure to economic cycles. Loans within this category generally have a low risk of loss to the bank.
(d) Pass/watch	Loans classified as pass/watch have erratic levels of leverage and/or liquidity, cash flow is volatile and the borrower is subject to moderate economic risk. A borrower in this category poses a low to moderate risk of loss to the bank.
Special mention	Loans classified as special mention have a potential weakness(es) that deserves management's close attention. The potential weakness could result in deterioration of the loan repayment or the bank's credit position at some future date. A loan rated in this category poses a moderate loss risk to the bank.
Substandard	Loans classified as substandard reflect a customer with a well defined weakness that jeopardizes the liquidation of the debt. Loans in this category have the possibility that the bank will sustain some loss if the deficiencies are not corrected and the bank's collateral value is weakened by the financial deterioration of the borrower.
Doubtful	Loans classified as doubtful have all the weaknesses inherent in those classified as substandard, with the added characteristics that make collection of the full contract amount highly improbable. Loans rated in this category are most likely to cause the bank to have a loss due to a collateral shortfall or a negative capital position.





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The following table presents the Company's commercial loans by credit quality indicators, by portfolio loan classification (in thousands):

	Commercial and Industrial	Commercial Real Estate	Total
September 30, 2018			
Pass	\$ 182,275	\$ 1,228,716	\$ 1,410,991
Special mention	26,345	7,421	33,766
Substandard	5,195	31,915	37,110
Doubtful	—	—	—
Total	\$ 213,815	\$ 1,268,052	\$ 1,481,867
December 31, 2017			
Pass	\$ 175,951	\$ 1,231,256	\$ 1,407,207
Special mention	25,872	8,068	33,940
Substandard	6,661	38,252	44,913
Doubtful	—	—	—
Total	\$ 208,484	\$ 1,277,576	\$ 1,486,060

The following table presents the Company's non-commercial loans by payment performance, by portfolio loan classification (in thousands):

	Performing	Non-Performing	Total
September 30, 2018			
Residential real estate	\$ 1,482,771	\$ 3,052	\$ 1,485,823
Home equity	143,531	9	143,540
Consumer	31,869	—	31,869
DDA overdrafts	3,598	—	3,598
Total	\$ 1,661,769	\$ 3,061	\$ 1,664,830
December 31, 2017			
Residential real estate	\$ 1,465,445	\$ 2,833	\$ 1,468,278
Home equity	139,239	260	139,499
Consumer	29,162	—	29,162
DDA overdrafts	4,411	—	4,411
Total	\$ 1,638,257	\$ 3,093	\$ 1,641,350

## Aging Analysis of Accruing and Non-Accruing Loans

Interest income on loans is accrued and credited to operations based upon the principal amount outstanding, using methods that generally result in level rates of return. Loan origination fees, and certain direct costs, are deferred and amortized as an adjustment to the yield over the term of the loan. The accrual of interest generally is discontinued when a loan becomes 90 days past due as to principal or interest for all loan types. However, any loan may be placed on non-accrual status if the Company receives information that indicates a borrower is unable to meet the contractual terms of its respective loan agreement. Other indicators considered for placing a loan on non-accrual status include the borrower's involvement in bankruptcies, foreclosures, repossessions, litigation and any other situation resulting in doubt as to whether full collection of contractual principal and interest is attainable. When interest accruals are discontinued, unpaid interest recognized in income in the current year is reversed, and interest accrued in prior years is

charged to the allowance for loan losses. Management may elect to continue the accrual of interest when the net realizable value of collateral exceeds the principal balance and related accrued interest, and the loan is in the process of collection.

Generally for all loan classes, interest income during the period the loan is non-performing is recorded on a cash basis after recovery of principal is reasonably assured. Cash payments received on nonperforming loans are typically applied directly against the outstanding principal balance until the loan is fully repaid. Generally, loans are restored to accrual status when the

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obligation is brought current, the borrower has performed in accordance with the contractual terms for a reasonable period of time, and the ultimate collectability of the total contractual principal and interest is no longer in doubt.

Generally, all loan types are considered past due when the contractual terms of a loan are not met and the borrower is 30 days or more past due on a payment. Furthermore, residential and home equity loans are generally subject to charge-off when the loan becomes 120 days past due, depending on the estimated fair value of the collateral less cost to dispose, versus the outstanding loan balance. Commercial loans are generally charged off when the loan becomes 120 days past due. Open-end consumer loans are generally charged off when the loan becomes 180 days past due.

The following table presents an aging analysis of the Company's accruing and non-accrual loans, by portfolio loan classification (in thousands):

	September 30, 2018					
	Accruing					Total
	Current	30-59 days	60-89 days	Over 90 days	Non-accrual	
Residential real estate	\$1,478,137	\$3,841	\$793	\$23	\$ 3,029	\$1,485,823
Home equity	143,072	407	52	9	—	143,540
Commercial and industrial	212,810	187	—	—	818	213,815
Commercial real estate	1,259,519	934	—	—	7,599	1,268,052
Consumer	31,829	38	1	—	1	31,869
DDA overdrafts	3,016	570	9	3	—	3,598
Total	\$3,128,383	\$5,977	\$855	\$35	\$ 11,447	\$3,146,697

	December 31, 2017					
	Accruing					Total
	Current	30-59 days	60-89 days	Over 90 days	Non-accrual	
Residential real estate	\$1,458,746	\$5,990	\$709	\$19	\$ 2,814	\$1,468,278
Home equity	138,480	671	88	92	168	139,499
Commercial and industrial	206,447	549	1	142	1,345	208,484
Commercial real estate	1,269,520	1,841	245	—	5,970	1,277,576
Consumer	29,108	39	13	2	—	29,162
DDA overdrafts	3,849	541	14	7	—	4,411
Total	\$3,106,150	\$9,631	\$1,070	\$262	\$ 10,297	\$3,127,410

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The following table presents the Company's impaired loans, by class (in thousands). The difference between the unpaid principal balance and the recorded investment generally reflects amounts that have been previously charged-off. There are no impaired residential, home equity, or consumer loans.

	September 30, 2018			December 31, 2017		
	Unpaid Recorded Investment	Principal Balance	Related Allowance	Unpaid Recorded Investment	Principal Balance	Related Allowance
With no related allowance recorded:						
Commercial and industrial	\$656	\$ 656	\$ —	\$849	\$ 3,013	\$ —
Commercial real estate	4,185	4,210	—	3,036	4,861	—
Total	\$4,841	\$ 4,866	\$ —	\$3,885	\$ 7,874	\$ —
With an allowance recorded:						
Commercial and industrial	\$—	\$—	\$ —	\$—	\$—	\$ —
Commercial real estate	5,709	5,709	356	5,782	5,782	647
Total	\$5,709	\$ 5,709	\$ 356	\$5,782	\$ 5,782	\$ 647

The following table presents information related to the average recorded investment and interest income recognized on the Company's impaired loans, by class (in thousands):

	Nine months ended September 30, 2018		2017	
	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
With no related allowance recorded:				
Commercial and industrial	\$910	—	\$1,165	—
Commercial real estate	3,873	7	5,035	64
Total	\$4,783	\$ 7	\$6,200	\$ 64
With an allowance recorded:				
Commercial and industrial	\$—	\$ —	\$—	\$ —
Commercial real estate	5,730	179	3,821	83
Total	\$5,730	\$ 179	\$3,821	\$ 83

Approximately \$0.2 million of interest income would have been recognized during the nine months ended September 30, 2018 and 2017, respectively, if such loans had been current in accordance with their original terms. There were no commitments to provide additional funds on non-accrual, impaired or other potential problem loans at September 30, 2018.

Loan Modifications

The Company's policy on loan modifications typically does not allow for modifications that would be considered a concession from the Company. However, when there is a modification, the Company evaluates each modification to determine if the modification constitutes a troubled debt restructuring ("TDR") in accordance with ASU 2011-02, whereby a modification of a loan would be considered a TDR when both of the following conditions are met: (1) a borrower is experiencing financial difficulty and (2) the modification constitutes a concession. When determining whether the borrower is experiencing financial difficulties, the Company reviews whether the borrower is currently in payment default on any of its debt or whether it is probable that the borrower would be in payment default in the

foreseeable future without the modification. Other indicators of financial difficulty include whether the borrower has declared or is in the process of declaring bankruptcy, the borrower's ability to continue as a going concern, and the borrower's projected cash flow to service its debt (including principal and interest) in accordance with the contractual terms for the foreseeable future, without a modification.

Regulatory guidance requires loans to be accounted for as collateral-dependent loans when borrowers have filed Chapter 7 bankruptcy, the debt has been discharged by the bankruptcy court, and the borrower has not reaffirmed the debt. The filing of

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bankruptcy is deemed to be evidence that the borrower is in financial difficulty and the discharge of the debt by the bankruptcy court is deemed to be a concession granted to the borrower.

The following tables set forth the Company's TDRs (in thousands):

	September 30, 2018			December 31, 2017		
	Non-Accruing	Accruing	Total	Non-Accruing	Accruing	Total
Commercial and industrial	\$ 108	\$ —	\$ 108	\$ 135	\$ —	\$ 135
Commercial real estate	8,231	—	8,231	8,381	—	8,381
Residential real estate	20,414	175	20,589	21,005	84	21,089
Home equity	2,941	—	2,941	3,047	50	3,097
Consumer	—	—	—	—	—	—
Total	\$ 31,694	\$ 175	\$ 31,869	\$ 32,568	\$ 134	\$ 32,702

## New TDRs

Nine months ended September 30,  
2018

2017

	Pre Modification Outstanding		Post Modification Outstanding		Pre Modification Outstanding		Post Modification Outstanding	
	Number of Recorded Contracts	Investment	Number of Recorded Contracts	Investment	Number of Recorded Contracts	Investment	Number of Recorded Contracts	Investment
Commercial and industrial	—	\$ —	—	\$ —	—	\$ —	—	\$ —
Commercial real estate	—	—	—	—	—	—	—	—
Residential real estate	22	1,465	1	1,465	273	3,009	273	3,009
Home equity	9	200	7	145	7	145	7	145
Consumer	—	—	—	—	—	—	—	—
Total	31	\$ 1,665	34	\$ 1,665	34	\$ 3,154	34	\$ 3,154

## Note F – Long-Term Debt

The components of long-term debt are summarized below (in thousands):

	September 30, 2018	December 31, 2017
Junior subordinated debentures owed to City Holding Capital Trust III, due 2038, interest at a rate of 5.83% and 5.09%, respectively	\$ 16,495	\$ 16,495

The Company formed a statutory business trust, City Holding Capital Trust III ("Capital Trust III"), under the laws of Delaware. Capital Trust III was created for the exclusive purpose of (i) issuing trust-preferred capital securities ("Capital Securities"), which represent preferred undivided beneficial interests in the assets of the trust, (ii) using the proceeds from the sale of the Capital Securities to acquire junior subordinated debentures ("Debentures") issued by the Company, and (iii) engaging in only those activities necessary or incidental thereto. The trust is considered a variable interest entity for which the Company is not the primary beneficiary. Accordingly, the accounts of the trust are not included in the Company's consolidated financial statements.

Distributions on the Debentures are cumulative and will be payable quarterly at an interest rate of 3.50% over the three month LIBOR rate, reset quarterly. Interest payments are due in March, June, September and December each

year until maturity. The Debentures are redeemable prior to maturity at the option of the Company (i) in whole at any time or in part from time to time, or (ii) in whole, but not in part, at any time within 90 days following the occurrence and during the continuation of certain predefined events.

Payments of distributions on the Capital Securities and payments on redemption of the Capital Securities are guaranteed by the Company. The Company also entered into an agreement as to expenses and liabilities with the trust pursuant to which it agreed, on a subordinated basis, to pay any cost, expenses or liabilities of the trust other than those arising under the Capital



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Securities. The obligations of the Company under the Debentures, the related indentures, the trust agreement establishing the trust, the guarantees and the agreements as to expenses and liabilities, in the aggregate, constitute a full and unconditional guarantee by the Company of the trust's obligations under the Capital Securities. The Capital Securities issued by the statutory business trust qualify as Tier 1 capital for the Company under current Federal Reserve Board guidelines.

On September 26, 2018, the Board of Directors of the Company authorized repayment in whole of the Debentures issued by the Company and held by City Holding Capital Trust III at a price of 100% of the principal amount. After receiving all required regulatory approvals, City Holding Capital Trust III will repay its Capital Securities on December 17, 2018 at a price of 100% of the principal amount. These securities were issued on March 27, 2008 and were callable in whole anytime after June 15, 2013. The Company estimates that the redemption of the Debentures and Capital Securities will reduce the Company's interest expense by approximately \$1.0 million annually through 2038. After giving effect to the redemption of the Capital Securities, the Company anticipates it will remain "Well Capitalized" as defined by the banking regulators (total Risk-based capital of at least 10%, Tier 1 Capital ratio of at least 6% and a leverage ratio of at least 5%).

## Note G –Derivative Instruments

The Company enters into derivative transactions principally to protect against the risk of adverse price or interest rate movements on the value of certain assets and liabilities on future cash flows. As of September 30, 2018 and December 31, 2017, the Company has derivative financial instruments not included in hedge relationships. These derivatives consist of interest rate swaps and floors used for interest rate management purposes and derivatives executed with commercial banking customers to facilitate their interest rate management strategies. For the majority of these instruments the Company acts as an intermediary for its customers. Changes in the fair value of the underlying derivative contracts for the most part offset each other and do not significantly impact the Company's results of operations. The Company also has an interest rate swap that serves as a fair value hedge for changes in long term fixed interest rates related to commercial real estate loans. Hedge ineffectiveness is assessed quarterly and any ineffectiveness is recorded as non-interest expense. For the three and nine months ended September 30, 2018 and 2017, hedge ineffectiveness was less than \$0.1 million and the change in fair value was less than \$0.1 million, for each respective period.

The following table summarizes the notional and fair value of these derivative instruments (in thousands):

	September 30, 2018		December 31, 2017	
	Notional Amount	Fair Value	Notional Amount	Fair Value
Non-hedging interest rate derivatives:				
Customer counterparties:				
Loan interest rate swap - assets	\$45,959	\$ 668	\$225,480	\$4,877
Loan interest rate swap - liabilities	458,602	26,163	314,450	9,513
Financial institution counterparties:				
Loan interest rate swap - assets	464,569	26,389	320,949	9,591
Loan interest rate swap - liabilities	45,959	668	218,924	4,877
Derivatives designated as hedges of fair value:				
Financial institution counterparties:				
Loan interest rate swap - assets	3,733	131	4,326	34

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The following table summarizes the change in fair value of these derivative instruments (in thousands):

	Three months ended September 30, 2018	Nine months ended September 30, 2017	Three months ended September 30, 2018	Nine months ended September 30, 2017
Change in fair value non-hedging interest rate derivatives:				
Other expense	\$ 25	\$ 6	\$ 147	\$ 30
Change in fair value hedging interest rate derivatives:				
Other income (expense)	—	(3	) 2	6

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Certain financial instruments, including derivatives, may be eligible for offset in the consolidated balance sheet and/or subject to master netting arrangements. The Company's derivative transactions with financial institution counterparties are generally executed under International Swaps and Derivative Association ("ISDA") master agreements which include "right of setoff" provisions. In such cases there is generally a legally enforceable right to offset recognized amounts and there may be an intention to settle such amounts on a net basis. Nonetheless, the Company does not generally offset financial instruments for financial reporting purposes. Information about financial instruments that are eligible for offset in the consolidated balance sheet as of September 30, 2018 is presented in the following tables (in thousands):

Description	Gross Amounts of Recognized Assets	Gross Amounts Offset in the Statement of Financial Position	Net Amounts Presented in the Statement of Financial Position	Gross Amounts Not Offset in the Balance Sheet	Netting Adjustment per Applicable Master Value of Financial Collaterals	Total of Gross Amounts Not Offset in the Statement of Financial Position Including Applicable Netting and Fair Value of Collateral	Net Amount (c)-(d) *
<b>Non-hedging derivative assets:</b>							
Interest rate swap agreements - customer counterparties	\$ 668	\$ —	-\$ 668	\$ -668	\$ 668	\$ —	\$ —
Interest rate swap agreements - financial institution counterparties	26,389	—	26,389	—	—	26,389	26,389
<b>Hedging derivative assets:</b>							
Interest rate swap agreements - financial institution counterparties	131	—	131	—	66	65	65
<b>Non-hedging derivative liabilities:</b>							

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Interest rate swap agreements - customer counterparties	26,163	<del>26,163</del>	<del>26,163</del>	26,163	—
Interest rate swap agreements - financial institution counterparties	668	<del>668</del>	<del>13,256</del>	13,256	—

For instances where the fair value of financial collateral meets or exceeds the amounts presented in the Consolidated Balance Sheets, no value is displayed to represent full collateralization.

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## Note H –Employee Benefit Plans

Pursuant to the terms of the City Holding Company 2003 Incentive Plan and the City Holding Company 2013 Incentive Plan (the "2003 Plan" and "2013 Plan", respectively), the Compensation Committee of the Board of Directors, or its delegate, may, from time to time, grant stock options, stock appreciation rights ("SARs"), or restricted stock awards to employees, directors and individuals who provide service to the Company (collectively, "Plan Participants"). The 2003 Plan expired in April of 2013 and the 2013 Plan was approved by the Company's shareholders in April 2013. A maximum of 750,000 shares of the Company's common stock may be issued upon the exercise of stock options, SARs and stock awards under the 2013 Plan. These limitations may be adjusted in the event of a change in the number of outstanding shares of common stock by reason of a stock dividend, stock split or other similar event. Specific terms of options and SARs awarded, including vesting periods, exercise prices (stock price at date of grant) and expiration dates are determined at the date of grant and are evidenced by agreements between the Company and the awardee. The exercise price of the option grants equals the market price of the Company's common stock on the date of grant. All incentive stock options and SARs will be exercisable up to 10 years from the date granted and all options and SARs are exercisable for the period specified in the individual agreement. As of September 30, 2018, approximately 536,000 shares were still available to be issued under the 2013 Plan.

Each award from the 2003 Plan and 2013 Plan is evidenced by an award agreement that specifies the option price, the duration of the option, the number of shares to which the option pertains, and such other provisions as the Compensation Committee, or its delegate, determines. The option price for each grant is equal to the fair market value of a share of the Company's common stock on the date of the grant. Options granted expire at such time as the Compensation Committee, or its delegate, determines at the date of the grant and in no event does the exercise period exceed a maximum of ten years. Upon a change-in-control of the Company, as defined in the 2003 Plan and 2013 Plan, all outstanding options and awards shall immediately vest.

Certain stock options and restricted stock awards granted pursuant to the 2013 Plan have performance-based vesting requirements. These shares will vest in three separate annual installments of approximately 33.33% per installment on the third, fourth and fifth anniversaries of the grant date, subject further to performance-based vesting requirements. To meet the performance-based vesting requirement, the Company's mean return on average assets of the three, four and five year period prior to the respective vesting date must meet or exceed the median return on average assets over the 20 year period immediately preceding the vesting date of all FDIC insured depository institutions. The mean return on average assets excludes merger and acquisition expenses and other nonrecurring items as determined by the Board of Directors of the Company.

In 2018, the Board of Directors granted the named executive officers ("NEOs") of the Company restricted stock units ("RSUs") and performance share units ("PSUs"). The RSUs will vest in three separate annual installments of approximately 33.33% per installment on the first, second and third anniversaries of the grant date, subject to a two-year holding period. The PSUs will vest on the third anniversary of the grant date. The payout for the PSUs will be determined based on (1) the Company's three-year relative average return on assets ("ROA") during the three-year performance period relative to the ROA for the selected peer companies and (2) the Company's total shareholder return ("TSR") relative to the TSR of the selected peer companies during the three-year performance period. If the three-year relative ROA is at or below the 25th percentile, 0% of the PSU grant will be earned; at the 50th percentile, 100% of the PSU grant will be earned; or at the 100th percentile, 200% of the PSU grant will be earned. The amount vested will be interpolated accordingly for performance between the 25th and 50th percentile and the 50th and 100th percentile. The payout of the PSUs will be increased or decreased as determined by a modifier based on the Company's TSR. If the three-year relative TSR is at or below the 25th percentile, the number of PSUs granted will be reduced by 25%; at the 50th percentile, the number of PSUs granted will not be adjusted; or at or above the 75th percentile, the number of PSUs granted will be increased by 25%. The amount vested will be interpolated accordingly for performance between the 25th and 50th percentile and the 50th and 75th percentile.



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## Stock Options

A summary of the Company's stock option activity and related information is presented below:

	Nine months ended September 30, 2018		2017	
	Options	Weighted-Average Exercise Price	Options	Weighted-Average Exercise Price
Outstanding at January 1	87,605	\$ 47.15	86,613	\$ 41.08
Granted	—	—	17,631	66.32
Exercised	(29,133)	39.47	(16,639)	35.91
Outstanding at September 30	58,472	\$ 50.97	87,605	\$ 47.15
Exercisable at September 30	3,197	\$ 42.82	7,887	\$ 37.37

Information regarding stock option exercises and stock-based compensation expense associated with stock options is provided in the following table (in thousands):

	Nine months ended September 30, 2018		2017
Proceeds from stock option exercises	\$ 1,149	\$ 597	
Intrinsic value of stock options exercised	944	481	
Stock-based compensation expense associated with stock options	\$ 137	\$ 186	
At period-end:	September 30, 2018		
Unrecognized stock-based compensation expense associated with stock options	\$ 245		
Weighted average period (in years) in which the above amount is expected to be recognized	2.1		

Shares issued in connection with stock option exercises are issued from available treasury shares. If no treasury shares are available, new shares would be issued from available authorized shares. During the nine months ended September 30, 2018 and 2017, all shares issued in connection with stock option exercises were issued from available treasury stock. For the stock options that have performance-based criteria, management has evaluated those criteria and has determined that, as of September 30, 2018, the criteria were probable of being met.

Additional information regarding stock options outstanding and exercisable at September 30, 2018 is provided in the following table:

Ranges of Exercise Prices	No. of Options Outstanding	Weighted-Average Exercise Price	Weighted-Average Contractual Life (Years)	Aggregate Intrinsic Value (in thousands)	No. of Options Currently Exercisable	Weighted-Average Exercise Price of Options Currently Exercisable	Weighted-Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value of Options Currently Exercisable (in thousands)
\$30.00 - \$34.99	500	\$ 30.38	0.2	\$ 23	500	\$ 30.38	0.2	\$ 23

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35.00 - 39.99	38	37.74	4.4	1	38	37.74	4.4	1
40.00 - 44.99	30,676	43.87	7.0	1,010	1,675	44.43	5.5	54
45.00 - 49.99	9,627	46.61	6.4	291	984	46.61	6.4	30
65.00 - 70.00	17,631	66.32	8.4	185	—	—	—	—
	58,472			\$ 1,510	3,197			\$ 108



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The fair value of the options is estimated at the date of grant using a Black-Scholes option-pricing model. The following weighted average assumptions were used to estimate the fair value of options granted:

	Nine	
	months	
	ended	
	September	
	30,	
	2017	
Risk-free interest rate	2.12	%
Expected dividend yield	2.60	%
Volatility factor	25.80	%
Expected life of option	7.0	years

## Restricted Shares

The Company records compensation expense with respect to restricted shares in an amount equal to the fair value of the common stock covered by each award on the date of grant. The restricted shares awarded become fully vested after various periods of continued employment from the respective dates of grant. The Company is entitled to an income tax deduction in an amount equal to the taxable income reported by the holders of the restricted shares when the restrictions are released and the shares are issued. Compensation is being charged to expense over the respective vesting periods.

Restricted shares are forfeited if the awardee officer or employee terminates his employment with the Company prior to the lapsing of restrictions. The Company records forfeitures of restricted stock as treasury share repurchases and any compensation cost previously recognized is reversed in the period of forfeiture. Recipients of restricted shares do not pay any cash consideration to the Company for the shares, and have the right to vote all shares subject to such grant and receive all dividends with respect to such shares, whether or not the shares have vested. For restricted shares that have performance-based criteria, management has evaluated those criteria and has determined that, as of September 30, 2018, the criteria were probable of being met.

A summary of the Company's restricted shares activity and related information is presented below:

	Nine months ended September 30,			
	2018		2017	
	Restricted Awards	Average Market Price at Grant	Restricted Awards	Average Market Price at Grant
Outstanding at January 1	170,033	\$ 44.34	182,122	\$ 39.40
Granted	28,363	69.94	27,339	64.42
Forfeited	—	—	(1,850)	42.25
Vested	(48,104)	37.31	(37,278)	35.02
Outstanding at September 30	150,292	\$ 51.42	170,333	\$ 44.35

Information regarding stock-based compensation associated with restricted shares is provided in the following table (in thousands):

	Nine months ended September 30, 2018	2017
Stock-based compensation expense associated with restricted shares	\$1,201	\$1,107
At period-end:	September 30, 2018	
Unrecognized stock-based compensation expense associated with restricted shares	\$4,003	
Weighted average period (in years) in which the above amount is expected to be recognized	3.3	

Shares issued in connection with restricted stock awards are issued from available treasury shares. If no treasury shares are available, new shares would be issued from available authorized shares. During the nine months ended September 30, 2018 and 2017, all shares issued in connection with restricted stock awards were issued from available treasury stock.

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## Benefit Plans

The Company provides retirement benefits to its employees through the City Holding Company 401(k) Plan and Trust (the "401(k) Plan"), which is intended to be compliant with Employee Retirement Income Security Act (ERISA) section 404(c). The Company also maintains two frozen defined benefit pension plans (the "Defined Benefit Plans"), which were inherited from the Company's acquisition of the plan sponsors (Horizon Bancorp, Inc. and Community Financial Corporation). During 2017, the Company initiated the process to terminate the Community Defined Benefit plan. The Company anticipates making a \$1.6 million contribution in late 2018 (which has been accrued as of September 30, 2018), when the termination process is expected to be completed.

The following table presents details of the Company's activities pursuant to these plans (in thousands):

	Three months ended September 30, 2018		Nine months ended September 30, 2017	
Components of net periodic cost:				
Interest cost	\$147	\$193	\$442	\$579
Expected return on plan assets	(270)	(294)	(810)	(883)
Net amortization and deferral	218	212	655	641
Settlement	—	—	151	—
Net Periodic Pension Cost	\$95	\$111	\$438	\$337
401(k) Plan expense	\$190	\$207	\$619	\$654

The components of net periodic benefit cost are included in the line item "Other Expenses" in the consolidated statements of income.

## Note I - Commitments and Contingencies

The Company is a party to certain financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. The Company has entered into agreements with certain customers to extend credit or provide a conditional commitment to provide payment on drafts presented in accordance with the terms of the underlying credit documents. The Company also provides overdraft protection to certain demand deposit customers that represent an unfunded commitment. Overdraft protection commitments, which are included with other commitments below, are uncollateralized and are paid at the Company's discretion. Conditional commitments generally include standby and commercial letters of credit. Standby letters of credit represent an obligation of the Company to a designated third party contingent upon the failure of a customer of the Company to perform under the terms of the underlying contract between the customer and the third party. Commercial letters of credit are issued specifically to facilitate trade or commerce. Under the terms of a commercial letter of credit, drafts will be drawn when the underlying transaction is consummated, as intended, between the customer and a third party. The funded portion of these financial instruments is reflected in the Company's balance sheet, while the unfunded portion of these commitments is not reflected in the balance sheet. The table below presents a summary of the contractual obligations of the Company resulting from significant commitments (in thousands):

	September 30, 2018	December 31, 2017
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Commitments to extend credit:

Home equity lines	\$ 201,009	\$ 194,477
Commercial real estate	47,912	66,901
Other commitments	182,139	184,895
Standby letters of credit	7,057	7,151
Commercial letters of credit	842	831

Loan commitments and standby and commercial letters of credit have credit risks essentially the same as those involved in extending loans to customers and are subject to the Company's standard credit policies. Collateral is obtained based on management's credit assessment of the customer. Management does not anticipate any material losses as a result of these commitments.

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The Company is engaged in various legal actions that it deems to be in the ordinary course of business. As these legal actions are resolved, the Company could realize positive and/or negative impact to its financial performance in the period in which these legal actions are ultimately resolved. There can be no assurance that current legal actions will have an immaterial impact on financial results, either positive or negative, or that no material legal actions may be presented in the future.

The Company owns 86,605 shares of Class B common stock of Visa, Inc. ("Visa") which are convertible into Class A common stock at a conversion ratio of 1.6298 per Class B share. As of September 30, 2018, the value of the Class A shares was \$150.09 per share. Utilizing the conversion ratio, the value of unredeemed Class A equivalent shares owned by the Company was \$21.2 million which has not been reflected in the accompanying consolidated financial statements. The shares of Visa Class B common stock are restricted. Visa Member Banks (as defined in Visa's organizational documents) are required to fund an escrow account to cover settlements, resolution of pending litigation and related claims. If the funds in the escrow account are insufficient to settle the covered litigation, Visa may sell additional Class A shares, use the proceeds to settle litigation and further reduce the conversion ratio. If funds remain in the escrow account after all litigation is settled, the Class B conversion ratio will be increased to reflect that surplus.

## Note J –Accumulated Other Comprehensive Loss

The activity in accumulated other comprehensive loss is presented in the tables below (in thousands). All amounts are shown net of tax, which is calculated using a combined federal and state income tax rate approximating 23% for the three and nine months ended September 30, 2018 and 37% for the three and nine months ended September 30, 2017.

	Accumulated Other Comprehensive (Loss) Income		
	Unrealized Gains (Losses) on		
	Defined Benefit Pension Plans	Securities Available-for-Sale	Total
Balance at December 31, 2017	\$ (5,033)	\$ (611)	) \$ (5,644 )
Other comprehensive loss before reclassifications	—	(14,976)	) (14,976 )
Amounts reclassified from other comprehensive loss	—	—	—
	—	(14,976)	) (14,976 )
Adoption of new accounting pronouncement	—	(2,657)	) (2,657 )
Balance at September 30, 2018	\$ (5,033)	\$ (18,244)	) \$ (23,277)
Balance at December 31, 2016	\$ (4,660)	\$ (2,352)	) \$ (7,012 )
Other comprehensive income before reclassifications	—	5,933	5,933
Amounts reclassified from other comprehensive loss	—	(2,698)	) (2,698 )
	—	3,235	3,235

Balance at September 30, 2017	\$ (4,660) \$ 883	\$ (3,777 )
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As a result of the adoption of ASU 2016-01, "Financial Instruments—Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities," the Company reclassified \$2.7 million of unrealized gains and losses net of tax, relating to its equity and perpetual preferred securities, from other comprehensive income to retained earnings on January 1, 2018.

Amount  
reclassified from  
Other  
Comprehensive  
Loss  
Three Nine  
months months  
ended ended  
September September  
30, 30,  
2018 2017  
Affected line item  
in the Statements  
of Income

## Securities available-for-sale:

Net unrealized securities gains (losses) reclassified into earnings	\$ \$-	<del>\$(4,276)</del>	Security gains (losses)
Related income tax expense	—	<del>1,578</del>	Income tax expense
Net effect on accumulated other comprehensive loss	\$ \$-	<del>\$(2,698)</del>	

## Note K –Earnings per Share

The following table sets forth the computation of basic and diluted earnings per share using the two class method (in thousands, except per share data):

	Three months ended September 30, 2018		Nine months ended September 30, 2017	
Net income available to common shareholders	\$20,692	\$13,932	\$59,283	\$44,646
Less: earnings allocated to participating securities	(201)	(154)	(575)	(488)
Net earnings allocated to common shareholders	\$20,491	\$13,778	\$58,708	\$44,158
Distributed earnings allocated to common stock	\$8,109	\$6,797	\$22,186	\$20,391
Undistributed earnings allocated to common stock	12,382	6,981	36,522	23,767
Net earnings allocated to common shareholders	\$20,491	\$13,778	\$58,708	\$44,158
Average shares outstanding	15,340	15,485	15,360	15,391
Effect of dilutive securities:				
Employee stock awards	18	20	20	24
Shares for diluted earnings per share	15,358	15,505	15,380	15,415
Basic earnings per share	\$1.34	\$0.89	\$3.82	\$2.87
Diluted earnings per share	\$1.33	\$0.89	\$3.82	\$2.86

Options to purchase approximately 400 shares and 3,000 shares of common stock were outstanding during the nine months ended September 30, 2018 and 2017, respectively, but were not included in the computation of diluted earnings per share because the effect would have been anti-dilutive.

Note L –Fair Value Measurements

Fair value of an asset or liability is the price that would be received to sell that asset or paid to transfer that liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC Topic 820 establishes a fair value hierarchy for valuation inputs that gives the highest priority to quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The fair value hierarchy is as follows:

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



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

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

The Company bases fair value of assets and liabilities on quoted market prices, prices for similar assets or liabilities, quoted prices in markets that are not active, and other inputs that are observable or can be corroborated by observable market data. If such information is not available, fair value is based upon internally developed models that primarily use, as inputs, observable market-based parameters. Valuation adjustments may be made to ensure that financial instruments are recorded at fair value. These adjustments may include amounts to reflect counterparty credit quality and the Company's creditworthiness, among other things, as well as unobservable parameters. Any such valuation adjustments are applied consistently over time. The Company's valuation methodologies may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. While management believes the Company's valuation methodologies are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine fair value of certain financial instruments could result in a different estimate of fair value at the reporting date. Furthermore, the reported fair value amounts have not been comprehensively revalued since the presentation dates, and therefore, estimates of fair value after the balance sheet date may differ significantly from the amount presented herein. A more detailed description of the valuation methodologies used for assets and liabilities measured at fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy, is set forth below.

### Financial Assets and Liabilities

The Company used the following methods and significant assumptions to estimate fair value for financial assets and liabilities measured on a recurring basis.

**Securities Available for Sale.** Securities available for sale are reported at fair value utilizing Level 1, Level 2, and Level 3 inputs. The fair value of securities available for sale is determined by utilizing a market approach by obtaining quoted prices on nationally recognized securities exchanges (other than forced or distressed transactions) that occur in sufficient volume or matrix pricing, which is a mathematical technique used widely in the industry to value debt securities without relying exclusively on quoted prices for the specific securities but rather by relying on the securities' relationship to other benchmark quoted securities. If such measurements are unavailable, the security is classified as Level 3. Significant judgment is required to make this determination.

The Company utilizes a third party pricing service provider to value its Level 1 and Level 2 investment securities. Annually, the Company obtains an independent auditor's report from its third party pricing service provider regarding its controls over investment securities. On a quarterly basis, the Company selects a sample of its debt securities and reprices those securities with a third party that is independent of the primary pricing service provider to verify the reasonableness of the fair values. In addition, the Company selects a sample of securities and reviews the underlying support from the primary pricing service provider.

**Derivatives.** Derivatives are reported at fair value utilizing Level 2 inputs. The Company utilizes a market approach by obtaining dealer quotations to value its customer interest rate swaps. The Company's derivatives are included within Other Assets and Other Liabilities in the accompanying consolidated balance sheets. Derivative assets are typically secured through securities with financial counterparties or cross collateralization with a borrowing customer. Derivative liabilities are typically secured through the Company pledging securities to financial counterparties or, in the case of a borrowing customer, by the right of setoff. The Company considers factors such as the likelihood of

default by itself and its counterparties, right of setoff, and remaining maturities in determining the appropriate fair value adjustments. All derivative counterparties approved by the Company's Asset and Liability Committee ("ALCO") are regularly reviewed, and appropriate business action is taken to adjust the exposure to certain counterparties, if necessary. Counterparty exposure is evaluated by netting positions that are subject to master netting agreements, as well as considering the amount of marketable collateral securing the position. This approach used to estimate impacted exposures to counterparties is also used by the Company to estimate its own credit risk in derivative liability positions. To date, no material losses have been incurred due to a counterparty's inability to pay any undercollateralized position. There was no significant change in the value of derivative assets and liabilities attributed to credit risk that would have resulted in a derivative credit risk valuation adjustment at September 30, 2018.

The Company may be required, from time to time, to measure certain financial assets and financial liabilities at fair value on a nonrecurring basis. Financial assets measured at fair value on a nonrecurring basis include impaired loans reported at the

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fair value of the underlying collateral if repayment is expected solely from the collateral. Collateral values are estimated using Level 2 inputs based on observable market data for real estate collateral or Level 3 inputs for non-real estate collateral. The following table presents assets and liabilities measured at fair value (in thousands):

	Total	Level 1	Level 2	Level 3	Total Gains (Losses)
September 30, 2018					
Recurring fair value measurements					
Financial Assets					
U.S. Government agencies	\$1	\$	\$ 1	\$—	
Obligations of states and political subdivisions	91,564	—	91,564	—	
Mortgage-backed securities:					
U.S. Government agencies	447,746	—	447,746	—	
Private label	529	—	529	—	
Trust preferred securities	4,798	—	4,537	261	
Corporate securities	16,921	—	16,921	—	
Marketable equity securities	11,559	6,686	4,873	—	
Investment funds	1,444	1,444	—	—	
Derivative assets	27,188	—	27,188	—	
Financial Liabilities					
Derivative liabilities	26,831	—	26,831	—	
Nonrecurring fair value measurements					
Financial Assets					
Impaired loans	\$10,196	\$	\$—	\$10,196	\$(356)
Non-Financial Assets					
Other real estate owned	4,259	—	—	4,259	(328)
December 31, 2017					
Recurring fair value measurements					
Financial Assets					
U.S. Government agencies	\$2	\$	\$ 2	\$—	
Obligations of states and political subdivisions	96,196	—	96,196	—	
Mortgage-backed securities:					
U.S. Government agencies	419,347	—	419,347	—	
Private label	652	—	652	—	
Trust preferred securities	4,736	—	4,475	261	
Corporate securities	22,268	—	22,268	—	
Marketable equity securities	5,699	5,699	—	—	
Investment funds	1,489	1,489	—	—	
Derivative assets	14,502	—	14,502	—	
Financial Liabilities					
Derivative liabilities	14,390	—	14,390	—	
Nonrecurring fair value measurements					
Financial Assets					
Impaired loans	\$9,020	\$	\$—	\$9,020	\$(647)
Non-Financial Assets					
Other real estate owned	3,585	—	—	3,585	(374)

Other assets — — — — (170 )

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The table below presents a reconciliation of the Company's financial assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3), which consist solely of trust preferred securities (in thousands):

	Nine months ended September 30, 2018 2017	
Beginning balance	\$261	\$2,535
Included in other comprehensive income	—	(974 )
Dispositions	—	(1,300 )
Transfers into Level 3	—	—
Ending balance	\$261	\$261

The Company utilizes a third party model to compute the present value of expected cash flows, which considers the structure and term of pooled trust preferred securities and the financial condition of the underlying issuers. Specifically, the third party model details interest rates, principal balances of note classes and underlying issuers, the timing and amount of interest and principal payments of the underlying issuers, and the allocation of the payments to the note classes. The current estimate of expected cash flows is based on the most recent trustee reports and any other relevant market information including announcements of interest payment deferrals or defaults of underlying trust preferred securities. For issuing banks that have defaulted, management generally assumes no recovery. For issuing banks that have deferred interest payments, management excludes the collateral balance associated with these banks and assumes no recoveries of such collateral balance in the future. The exclusion of such issuing banks in a current deferral position is based on such bank experiencing a certain level of financial difficulty that raises doubt about its ability to satisfy its contractual debt obligation, and accordingly, the Company excludes the associated collateral balance from its estimate of expected cash flows. Other assumptions used in the estimate of expected cash flows include expected future default rates and prepayments.

The table below presents a reconciliation of the Company's financial assets and liabilities measured at fair value on a nonrecurring basis using significant unobservable inputs (Level 3), which solely relates to impaired loans that were remeasured and reported at fair value through a specific valuation allowance allocation of the allowance for loan losses based upon the fair value of the underlying collateral (in thousands). The fair value of impaired loans is estimated using one of several methods, including collateral value, liquidation value and discounted cash flows. The significant unobservable inputs used in the fair value measurement of collateral for collateral-dependent impaired loans primarily relate to discounts applied to the customers' reported amount of collateral. The amount of collateral discount depends upon the marketability of the underlying collateral. During the nine months ended September 30, 2018 and 2017, collateral discounts ranged from 20% to 30%. During the nine months ended September 30, 2018 and 2017, the Company had no Level 2 financial assets and liabilities that were measured on a nonrecurring basis.

	Nine months ended September 30, 2018 2017	
Beginning balance	\$9,020	\$6,916
Loans classified as impaired during the period	2,371	2,995
Specific valuation allowance allocations	—	(86 )

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Loans classified as impaired during the period, net of specific valuation allowances	2,371	2,909
(Additional) reduction in specific valuation allowance allocations	(292	)40
Paydowns, payoffs, other activity	(903	)(609 )
Ending balance	\$10,196	\$9,256

Non-Financial Assets and Liabilities

The Company has no non-financial assets or liabilities measured at fair value on a recurring basis. Certain non-financial assets measured at fair value on a non-recurring basis include other real estate owned (“OREO”), which is measured at the lower

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of cost or fair value, and goodwill and other intangible assets, which are measured at fair value for impairment assessments. The table below presents OREO that was remeasured and reported at fair value based on significant unobservable inputs (Level 3) (in thousands):

	Nine months ended September 30, 2018    2017	
Beginning balance	\$3,585	\$4,588
OREO remeasured at initial recognition:		
Carrying value of foreclosed assets prior to remeasurement	3,909	2,743
Charge-offs recognized in the allowance for loan losses	(1,429)	(954)
Fair value	2,480	1,789
OREO remeasured subsequent to initial recognition:		
Carrying value of foreclosed assets prior to remeasurement	1,742	1,464
Fair value	1,414	1,152
Write-downs included in other non-interest expense	(328)	(312)
Disposed	(1,478)	(2,070)
Ending balance	\$4,259	\$3,995

ASC Topic 825 “Financial Instruments”, as amended, requires disclosure of fair value information about financial instruments, whether or not recognized in the balance sheet, for which it is practicable to estimate that value. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including discount rates and estimate of future cash flows. In that regard, the derived fair value estimates cannot be substantiated by comparison to independent markets and, in many cases, could not be realized in immediate settlement of the instrument. ASC Topic 825 excludes certain financial instruments and all nonfinancial instruments from its disclosure requirements. Accordingly, the aggregate fair value amounts presented do not represent the underlying value of the Company. The following methods and assumptions were used in estimating fair value for financial instruments:

**Cash and cash equivalents:** Due to their short-term nature, the carrying amounts reported in the consolidated balance sheets approximate fair value.

**Securities:** The fair value of securities, both available-for-sale and held-to-maturity, are generally based on quoted market prices or matrix pricing, which is a mathematical technique used widely in the industry to value debt securities without relying exclusively on quoted prices for the specific securities but rather by relying on the securities’ relationship to other benchmark quoted securities.

**Net loans:** The fair value of the loan portfolio is estimated by discounting the expected future cash flows using the current interest rates at which similar loans would be made to borrowers for the same remaining maturities, the credit risk associated with such loans and other market factors, including liquidity. Loans were first segregated by type such as commercial, real estate and consumer, and were then further segmented into fixed, adjustable and variable rate categories. Expected future cash flows were projected based on contractual cash flows, adjusted for estimated prepayments.

Deposits: The fair values of demand deposits (i.e., interest and noninterest-bearing deposits, regular savings and other money market demand accounts) are, by definition, equal to their carrying values. The fair values of time deposits were estimated using discounted cash flow analyses. The discount rates used were based on rates currently offered for deposits with similar remaining maturities. The fair values of the time deposit liabilities do not take into consideration the value of the Company's long-term relationships with depositors, which may have significant value.

Short-term debt: Securities sold under agreements to repurchase represent borrowings with original maturities of less than 90 days. The carrying amount of borrowings under purchase agreements approximate their fair value.



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Long-term debt: The fair value of long-term borrowings is estimated using discounted cash flow analyses based on the Company's current incremental borrowing rates for similar types of borrowing arrangements and market conditions of similar debt instruments.

Commitments and letters of credit: The fair values of commitments are estimated based on fees currently charged to enter into similar agreements, taking into consideration the remaining terms of the agreements and the counterparties' credit standing. The fair value of letters of credit is based on fees currently charged for similar agreements or on the estimated cost to terminate them or otherwise settle the obligations with the counterparties at the reporting date. The amounts of fees currently charged on commitments and letters of credit are deemed insignificant, and therefore, the estimated fair values and carrying values have not been reflected in the table below.

The following table represents the estimates of fair value of financial instruments (in thousands). This table excludes financial instruments for which the carrying amount approximates fair value. For short-term financial assets such as cash and cash equivalents, the carrying amount is a reasonable estimate of fair value due to the relatively short time between the origination of the instrument and its expected realization. For financial liabilities such as noninterest-bearing demand, interest-bearing demand and savings deposits, the carrying amount is a reasonable estimate of fair value due to these products having no stated maturity.

	Carrying Amount	Fair Value	Level 1	Level 2	Level 3
September 30, 2018					
Assets:					
Cash and cash equivalents	\$ 305,910	\$ 305,910	\$ 305,910	\$ —	—
Securities available-for-sale	563,003	563,003	1,444	561,298	261
Securities held-to-maturity	57,812	56,841	—	56,841	—
Other securities	28,875	28,875	6,686	22,189	—
Net loans	3,130,386	3,111,258	—	—	3,111,258
Accrued interest receivable	11,449	11,449	11,449	—	—
Derivative assets	27,188	27,188	—	27,188	—
Liabilities:					
Deposits	3,443,631	3,449,884	2,295,922	1,153,962	—
Short-term debt	390,124	390,081	—	390,081	—
Long-term debt	16,495	16,492	—	16,492	—
Derivative liabilities	26,831	26,831	—	26,831	—
December 31, 2017					
Assets:					
Cash and cash equivalents	82,508	82,508	82,508	—	—
Securities available-for-sale	550,389	550,389	7,188	542,940	261
Securities held-to-maturity	64,449	65,646	—	65,646	—
Other securities	14,147	14,147	—	14,147	—
Net loans	3,108,574	3,014,425	—	—	3,014,425
Accrued interest receivable	9,223	9,223	9,223	—	—
Derivative assets	14,502	14,502	—	14,502	—
Liabilities:					
Deposits	3,315,634	3,309,910	2,232,159	1,077,751	—
Short-term debt	252,219	252,219	—	252,219	—

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Long-term debt	16,495	16,444	—	16,444	—
Derivative liabilities	14,390	14,390	—	14,390	—

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## Note M –Contracts with Customers

The Company's largest source of revenue is comprised of net interest income on financial assets and financial liabilities, which is explicitly excluded from the scope of ASC Topic 606, Revenue from Contracts with Customers ("ASC 606"), and non-interest income. The Company's significant sources of non-interest income are: service charges, bankcard revenue, trust and investment management fee income and bank owned life insurance (which is also excluded from the ASC 606).

The following table shows the Company's total non-interest income segregated between those within the scope of ASC 606 and those within the scope of other GAAP topics (in thousands):

	Three months ended September 30, 2018	Nine months ended September 30, 2018
Non-interest income		
Non-interest income from contracts with customers	\$ 14,556	\$ 42,234
Non-interest income within the scope of other GAAP topics	1,197	3,622
Total non-interest income	\$ 15,753	\$ 45,856

The Company's significant policies related to contracts with customers are discussed below.

**Service Charges:** Service charges consist of service charges on deposit accounts (monthly service fees, account analysis fees, non-sufficient funds ("NSF") fees and other deposit account related fees). For transaction based fees, the Company's performance obligation is generally satisfied, and the related revenue recognized, at a point in time. For nontransaction based fees, the Company's performance obligation is generally satisfied, and the related revenue recognized, over the period in which the service is provided (typically a month). Generally, payments are received immediately through a direct charge to the customer's account.

**Bankcard Revenue:** Bankcard revenue is primarily comprised of debit card income and ATM fees. Debit card income is primarily comprised of interchange fees earned whenever the Company's debit cards are processed through card payment networks such as Mastercard. ATM fees are primarily generated when a non-Company cardholder uses a Company ATM or when a Company cardholder uses a non-Company ATM. The Company's performance obligation for bankcard revenue is generally satisfied, and the related revenue recognized, when the services are rendered. Generally, payments are received immediately or in the following month.

**Trust and Investment Management Fee Income:** Trust and investment management fee income is primarily comprised of fees earned from the management and administration of customer assets. The Company's performance obligation is generally satisfied over time (typically a quarter), and the related revenue recognized, based upon the quarter-end market value of the assets under management and the applicable fee rate. Generally, payments are received a few days after quarter-end through a direct charge to the customer's account.

The following table illustrates the disaggregation by the Company's major revenue streams (in thousands):

Point of Revenue Recognition	Three months ended September 30, 2018	Nine months ended September 30, 2018
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Major revenue streams		
Service charges	At a point in time & over time	\$ 7,598      \$ 21,783
Bankcard revenue	At a point in time	4,677      13,543
Trust and investment management fee income	Over time	1,579      4,792
Other income	At a point in time & over time	702      2,116
Net revenue from contracts with customers		14,556      42,234
Non-interest income within the scope of other GAAP topics		1,197      3,622
Total non-interest income		\$ 15,753      \$ 45,856

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Item 2 - Management’s Discussion and Analysis of Financial Condition and Results of Operations  
Critical Accounting Policies

The accounting policies of the Company conform with U.S. generally accepted accounting principles and require management to make estimates and develop assumptions that affect the amounts reported in the financial statements and related footnotes. These estimates and assumptions are based on information available to management as of the date of the financial statements. Actual results could differ significantly from management’s estimates. As this information changes, management’s estimates and assumptions used to prepare the Company’s financial statements and related disclosures may also change. The most significant accounting policies followed by the Company are presented in Note One to the audited financial statements included in the Company’s 2017 Annual Report to Shareholders. The information included in this Quarterly Report on Form 10-Q, including the Consolidated Financial Statements, Notes to Consolidated Financial Statements, and Management’s Discussion and Analysis of Financial Condition and Results of Operations, should be read in conjunction with the financial statements and notes thereto included in the 2017 Annual Report of the Company. Based on the sensitivity of financial statement amounts to the methods, assumptions, and estimates underlying those amounts, management has identified the determination of the allowance for loan losses and income taxes to be the accounting areas that require the most subjective or complex judgments and, as such, could be most subject to revision as new information becomes available.

The section Allowance and Provision for Loan Losses provides management’s analysis of the Company’s allowance for loan losses and related provision. The allowance for loan losses is maintained at a level that represents management’s best reasonable estimate of probable losses in the loan portfolio. Management’s determination of the adequacy of the allowance for loan losses is based upon an evaluation of individual credits in the loan portfolio, historical loan loss experience, current economic conditions, and other relevant factors. This determination is inherently subjective as it requires material estimates including the amounts and timing of future cash flows expected to be received on impaired loans that may be susceptible to significant change. The allowance for loan losses related to loans considered to be impaired is generally evaluated based on the discounted cash flows using the impaired loan’s initial effective interest rate or the fair value of the collateral for certain collateral dependent loans.

The Company is subject to federal and state income taxes in the jurisdictions in which it conducts business. In computing the provision for income taxes, management must make judgments regarding interpretation of laws in those jurisdictions. Because the application of tax laws and regulations for many types of transactions is susceptible to varying interpretations, amounts reported in the financial statements could be changed at a later date upon final determinations by taxing authorities. On a quarterly basis, the Company estimates its annual effective tax rate for the year and uses that rate to provide for income taxes on a year-to-date basis. The amount of unrecognized tax benefits could change over the next twelve months as a result of various factors. However, management cannot currently estimate the range of possible change. The Company is currently open to audit under the statute of limitations by the Internal Revenue Service for the years ended December 31, 2015 through 2017 and by various state taxing authorities for the years ended December 31, 2014 through 2017.

Financial Summary

Nine months ended September 30, 2018 vs. 2017

The Company's financial performance is summarized in the following table:

Nine months ended	
September 30,	
2018	2017

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Net income available to common shareholders (in thousands)	\$59,283	\$44,646	
Earnings per common share, basic	\$3.82	\$2.87	
Earnings per common share, diluted	\$3.82	\$2.86	
Dividend payout ratio	38.0	%46.2	%
ROA*	1.86	%1.46	%
ROE*	15.6	%12.2	%
ROATCE*	18.5	%14.6	%
Average equity to average assets ratio	11.9	%12.0	%

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\*ROA (Return on Average Assets) is a measure of the effectiveness of asset utilization. ROE (Return on Average Equity) is a measure of the return on shareholders' investment. ROATCE (Return on Average Tangible Common Equity) is a measure of the return on shareholders' equity, less intangible assets.

The Company's net interest income for the nine months ended September 30, 2018 increased \$8.0 million compared to the nine months ended September 30, 2017 (see Net Interest Income). The Company recorded a recovery of loan losses of \$1.9 million for the nine months ended September 30, 2018 compared to a provision for loan losses of \$2.6 million for the nine months ended September 30, 2017 (see Allowance and Provision for Loan Losses). As further discussed under the caption Non-Interest Income and Non-Interest Expense, non-interest income decreased \$2.2 million and non-interest expense increased \$1.8 million for the nine months ended September 30, 2018 from the nine months ended September 30, 2017.

Three months ended September 30, 2018 vs. 2017

The Company's financial performance is summarized in the following table:

	Three months ended September 30,		
	2018	2017	
Net income available to common shareholders (in thousands)	\$20,692	\$13,932	
Earnings per common share, basic	\$1.34	\$0.89	
Earnings per common share, diluted	\$1.33	\$0.89	
Dividend payout ratio	39.7	%49.5	%
ROA*	1.90	%1.37	%
ROE*	16.0	%11.1	%
ROATCE*	18.9	%13.2	%
Average equity to average assets ratio	11.8	%12.3	%

\*ROA (Return on Average Assets) is a measure of the effectiveness of asset utilization. ROE (Return on Average Equity) is a measure of the return on shareholders' investment. ROATCE (Return on Average Tangible Common Equity) is a measure of the return on shareholders' equity, less intangible assets.

The Company's net interest income for the three months ended September 30, 2018 increased \$3.5 million compared to the three months ended September 30, 2017 (see Net Interest Income). The Company recorded no provision for loan losses for the three months ended September 30, 2018 compared to a provision for loan losses of \$1.4 million for the three months ended September 30, 2017 (see Allowance and Provision for Loan Losses). As further discussed under the caption Non-Interest Income and Non-Interest Expense, non-interest income increased \$1.1 million and non-interest expense increased \$0.7 million from the three months ended September 30, 2017.

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## Balance Sheet Analysis

Selected balance sheet fluctuations from the year ended December 31, 2017 are summarized in the following table (in millions):

	September 30, 2018	December 31, 2017	\$ Change	% Change	
Cash and cash equivalents	\$ 305.9	\$ 82.5	\$ 223.4	270.8	%
Gross loans	3,146.7	3,127.4	19.3	0.6	%
Other assets	51.6	36.4	15.2	41.8	%
Total deposits	3,443.6	3,315.6	128.0	3.9	%
Federal Funds purchased	170.0	54.0	116.0	214.8	%
Other liabilities	58.5	45.4	13.1	28.9	%

Cash and cash equivalents increased \$223.4 million from \$82.5 million at December 31, 2017 to \$305.9 million at September 30, 2018 as the Company borrowed funds to improve its on-balance sheet liquidity (see Consolidated Statements of Cash Flows).

Gross loans increased \$19.3 million (0.6%) from December 31, 2017 to \$3.15 billion at September 30, 2018, primarily due to increases in residential real estate loans of \$17.5 million (1.2%), commercial and industrial loans of \$5.3 million (2.6%), and home equity junior lien loans of \$4.0 million (2.9%). These increase were partially offset by a decrease in commercial real estate loans of \$9.5 million.

Other assets increased \$15.2 million (41.8%) from December 31, 2017 to \$51.6 million at September 30, 2018 primarily due to an increase in the loan swap asset of \$12.7 million as a result of increases in the fair value of loan swap contracts.

Total deposits increased \$128.0 million from December 31, 2017 to \$3.44 billion at September 30, 2018 due to growth in time deposits of \$64.2 million, demand deposits of \$33.2 million, savings deposits of \$25.1 million, and non-interest bearing deposits of \$5.4 million during the nine months ended September 30, 2018.

Federal Funds purchased increased \$116.0 million from December 31, 2017, as the Company borrowed funds to improve its on-balance sheet liquidity.

Other liabilities increased \$13.1 million at December 31, 2017 to \$58.5 million at September 30, 2018 as a result of increases in the loan swap liability of \$12.4 million due to increases in the fair value of loan swap contracts.



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Net Interest Income

Nine months ended September 30, 2018 vs. 2017

The Company's tax equivalent net interest income increased \$7.5 million, or 7.9%, from \$94.8 million for the nine months ended September 30, 2017 to \$102.3 million for the nine months ended September 30, 2018. Excluding the impact of accretion, net interest income increased \$7.9 million for the nine months ended September 30, 2018. This increase was primarily due to higher yields on commercial loans which increased interest income by \$4.7 million, higher yields on residential real estate loans which increased interest income \$3.3 million, and higher average balances on commercial loans which increased interest income by \$1.5 million as compared to the nine months ended September 30, 2017. During the nine months ended September 30, 2018, the Company recognized \$1.3 million in additional loan prepayment fees compared to the nine months ended September 30, 2017. In addition, higher average investment balances increased investment income by \$1.5 million and deposits in depository institutions increased interest income by \$1.0 million. These increases were partially offset by increased interest expense on interest bearing accounts (\$3.9 million), primarily due to an increase in the cost of funds, and increased short-term borrowing costs (\$1.7 million). The Company's reported net interest margin increased from 3.46% for the nine months ended September 30, 2017 to 3.52% for the nine months ended September 30, 2018. Excluding the favorable impact of accretion, the net interest margin for the nine months ended September 30, 2018 and 2017 would have been 3.48% and 3.41%, respectively.

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Table One  
Average Balance Sheets and Net Interest Income  
(in thousands)

Assets	Nine months ended September 30,					
	2018			2017		
	Average Balance	Interest	Yield/ Rate	Average Balance	Interest	Yield/ Rate
Loan portfolio <sup>(1)</sup> :						
Residential real estate <sup>(2)</sup>	\$1,607,396	\$51,083	4.25%	\$1,591,403	\$47,329	3.98%
Commercial, financial, and agriculture <sup>(2)</sup>	1,498,612	50,646	4.52	1,446,849	43,121	3.98
Installment loans to individuals <sup>(2),(3)</sup>	34,472	1,604	6.22	34,881	1,688	6.47
Previously securitized loans <sup>(4)</sup>	***	748	***	***	1,086	***
Total loans	3,140,480	104,081	4.43	3,073,133	93,224	4.06
Securities:						
Taxable	544,351	12,314	3.02	481,372	10,591	2.94
Tax-exempt <sup>(5)</sup>	91,147	2,677	3.93	88,484	3,099	4.68
Total securities	635,498	14,991	3.15	569,856	13,690	3.21
Deposits in depository institutions	116,532	1,043	1.20	25,822	51	0.26
Total interest-earning assets	3,892,510	120,115	4.13	3,668,811	106,965	3.90
Cash and due from banks	45,268			92,159		
Bank premises and equipment	72,780			73,686		
Other assets	252,798			249,700		
Less: allowance for loan losses	(18,286 )			(19,999 )		
Total assets	\$4,245,070			\$4,064,357		
Liabilities						
Interest-bearing demand deposits	\$782,883	\$1,327	0.23%	\$706,355	\$476	0.09%
Savings deposits	811,818	1,331	0.22	844,375	998	0.16
Time deposits <sup>(2)</sup>	1,120,459	12,083	1.44	1,063,137	9,411	1.18
Short-term borrowings	265,877	2,355	1.18	208,419	693	0.44
Long-term debt	16,495	680	5.51	16,495	565	4.58
Total interest-bearing liabilities	2,997,532	17,776	0.79	2,838,781	12,143	0.57
Noninterest-bearing demand deposits	694,453			697,231		
Other liabilities	47,498			41,159		
Stockholders' equity	505,587			487,186		
Total liabilities and stockholders' equity	\$4,245,070			\$4,064,357		
Net interest income		\$102,339			\$94,822	
Net yield on earning assets			3.52%			3.46%

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For purposes of this table, non-accruing loans have  
 (1) been included in average balances and the following amounts (in thousands) of loan fees have been included in interest income:

Loan fees	\$1,635	\$383
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Included in the above table are the following amounts for the accretion of the fair value adjustments related  
 (2) to the acquisitions of Virginia Savings Bancorp, Inc., Community Financial Corporation and American Founders Bank, Inc.:

	Nine months ended September 30,	
	2018	2017
Residential real estate	\$350	\$404
Commercial, financial and agriculture	545	907
Installment loans to individuals	17	17
Time deposits	—	16
	\$912	\$1,344

(3) Includes the Company's consumer and DDA overdrafts loan categories.

Effective January 1, 2012, the carrying value of the  
 (4) Company's previously securitized loans was reduced to \$0.

Computed on a fully federal tax-equivalent basis  
 (5) assuming a tax rate of 21% for the period ending September 30, 2018 and 35% for the period ending September 30, 2017.

Table Two

Rate/Volume Analysis of Changes in Interest Income and Interest Expense  
 (in thousands)

	Nine months ended September 30, 2018 vs. 2017		
	Increase (Decrease)		
Interest-earning assets:	Due to Change In:		
	Volume	Rate	Net
Loan portfolio			
Residential real estate	\$476	\$3,278	\$3,754
Commercial, financial, and agriculture	1,543	5,982	7,525
Installment loans to individuals	(20)	(64)	(84)
Previously securitized loans	—	(338)	(338)
Total loans	1,999	8,858	10,857
Securities:			

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Taxable	1,386	337	1,723
Tax-exempt <sup>(1)</sup>	93	(515)	(422)
Total securities	1,479	(178)	1,301
Deposits in depository institutions	179	813	992
Total interest-earning assets	\$3,657	\$9,493	\$13,150
Interest-bearing liabilities:			
Interest-bearing demand deposits	\$52	\$799	\$851
Savings deposits	(38)	371	333
Time deposits	507	2,165	2,672
Short-term borrowings	191	1,471	1,662
Long-term debt	—	115	115
Total interest-bearing liabilities	\$712	\$4,921	\$5,633
Net Interest Income	\$2,945	\$4,572	\$7,517

(1) Computed on a fully federal taxable equivalent using a tax rate of 21% for the nine months ended September 30, 2018 and 35% for the nine months ended September 30, 2017.

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Three months ended September 30, 2018 vs. 2017

The Company's tax equivalent net interest income increased \$3.4 million, or 10.4%, from \$32.4 million for the three months ended September 30, 2017 to \$35.7 million for the three months ended September 30, 2018. Excluding the impact of accretion, net interest income increased \$3.5 million for the three months ended September 30, 2018. Higher yields on commercial loans increased net interest income by \$1.9 million, higher yields on residential real estate loans increased net interest income by \$1.3 million. During the three months ended September 30, 2018, the Company recognized \$1.2 million in additional loan prepayment fees compared to the three months ended September 30, 2017. Additionally, interest income from deposits in depository institutions increased \$0.9 million and investment income increased \$0.6 million during the three months ended September 30, 2018 compared to the three months ended September 30, 2017. These increases were partially offset by increased interest expense on interest bearing accounts of \$1.7 million and increased short-term borrowing costs of \$1.1 million. The Company's reported net interest margin increased from 3.45% for the three months ended September 30, 2017 to 3.54% for the three months ended September 30, 2018. Excluding the favorable impact of accretion, the net interest margin for the three months ended September 30, 2018 and 2017 would have been 3.51% and 3.42%, respectively.

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Table Three  
Average Balance Sheets and Net Interest Income  
(in thousands)

Assets	Three months ended September 30,					
	2018			2017		
	Average Balance	Interest	Yield/Rate	Average Balance	Interest	Yield/Rate
Loan portfolio <sup>(1)</sup> :						
Residential real estate <sup>(2)</sup>	\$1,618,829	\$17,653	4.33%	\$1,598,037	\$16,117	4.00%
Commercial, financial, and agriculture <sup>(2)</sup>	1,494,666	18,460	4.90	1,457,821	14,975	4.08
Installment loans to individuals <sup>(2),(3)</sup>	35,825	584	6.47	33,935	558	6.52
Previously securitized loans <sup>(4)</sup>	***	175	***	***	353	***
Total loans	3,149,320	36,872	4.64	3,089,793	32,003	4.11
Securities:						
Taxable	554,157	4,216	3.02	507,106	3,666	2.87
Tax-exempt <sup>(5)</sup>	90,596	888	3.89	91,276	1,024	4.45
Total securities	644,753	5,104	3.14	598,382	4,690	3.11
Deposits in depository institutions	210,994	940	1.77	31,517	31	0.39
Total interest-earning assets	4,005,067	42,916	4.25	3,719,692	36,724	3.92
Cash and due from banks	49,933			62,723		
Bank premises and equipment	72,733			72,756		
Other assets	256,834			247,076		
Less: allowance for loan losses	(17,247 )			(20,038 )		
Total assets	\$4,367,320			\$4,082,209		
Liabilities						
Interest-bearing demand deposits	\$778,639	\$526	0.27%	\$700,625	\$159	0.09%
Savings deposits	816,597	537	0.26	821,949	321	0.15
Time deposits <sup>(2)</sup>	1,141,461	4,434	1.54	1,070,941	3,316	1.23
Short-term borrowings	350,832	1,435	1.62	230,030	349	0.60
Long-term debt	16,495	239	5.75	16,495	195	4.69
Total interest-bearing liabilities	3,104,024	7,171	0.92	2,840,040	4,340	0.61
Noninterest-bearing demand deposits	697,485			698,106		
Other liabilities	50,093			42,202		
Stockholders' equity	515,718			501,861		
Total liabilities and stockholders' equity	\$4,367,320			\$4,082,209		
Net interest income		\$35,745			\$32,384	
Net yield on earning assets			3.54%			3.45%

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For purposes of this table, non-accruing loans have  
 (1) been included in average balances and the following amounts (in thousands) of loan fees have been included in interest income:

Loan fees	\$1,365	\$162
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Included in the above table are the following amounts for the accretion of the fair value  
 (2) adjustments related to the acquisitions of Virginia Savings Bancorp, Inc., Community Financial Corporation and American Founders Bank, Inc.:

	Three months ended September 30,	
	2018	2017
Residential real estate	\$110	\$122
Commercial, financial and agriculture	157	235
Installment loans to individuals	3	3
	\$270	\$360

(3) Includes the Company's consumer and DDA overdrafts loan categories.  
 Effective January 1, 2012, the carrying value of the  
 (4) Company's previously securitized loans was reduced to \$0.  
 Computed on a fully federal tax-equivalent basis  
 (5) assuming a tax rate of 21% for the period ending September 30, 2018 and 35% for the period ending September 30, 2017.

## Table Four

Rate/Volume Analysis of Changes in Interest Income and Interest Expense  
 (in thousands)

	Three months ended September 30, 2018 vs. 2017		
	Increase (Decrease)		
Interest-earning assets:	Due to Change In:		
	Volume	Rate	Net
Loan portfolio			
Residential real estate	\$210	\$1,326	\$1,536
Commercial, financial, and agriculture	378	3,107	3,485
Installment loans to individuals	31	(5)	)26

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Previously securitized loans	—	(178 )	(178 )
Total loans	619	4,250	4,869
Securities:			
Taxable	340	210	550
Tax-exempt <sup>(1)</sup>	(8 )	(128 )	(136 )
Total securities	332	82	414
Deposits in depository institutions	177	732	909
Total interest-earning assets	\$1,128	\$5,064	\$6,192
Interest-bearing liabilities:			
Interest-bearing demand deposits	\$18	\$349	\$367
Savings deposits	(2 )	218	216
Time deposits	218	900	1,118
Short-term borrowings	183	903	1,086
Long-term debt	—	44	44
Total interest-bearing liabilities	\$417	\$2,414	\$2,831
Net Interest Income	\$711	\$2,650	\$3,361

(1) Computed on a fully federal taxable equivalent using a tax rate of 21% for the three months ended September 30, 2018 and 35% for the three months ended September 30, 2017.

Non-GAAP Financial Measures

Management of the Company uses measures in its analysis of the Company's performance other than those in accordance with generally accepted accounting principals in the United States of America ("GAAP"). These measures are useful when evaluating the underlying performance of the Company's operations. The Company's management believes that these non-GAAP measures enhance comparability of results with prior periods and demonstrate the effects of significant gains and charges in the current period. The Company's management believes that investors may use these non-GAAP financial measures to evaluate the Company's financial performance without the impact of those items that may obscure trends in the Company's performance. These disclosures should not be viewed as a substitute for financial measures determined in accordance with GAAP, nor are they comparable to non-GAAP financial measures that may be presented by other companies. The following table reconciles fully taxable equivalent net interest income and fully taxable equivalent net interest income excluding accretion with net interest income as derived from the Company's financial statements (in thousands):

	Three months ended		Nine months ended		
	September 30, 2018	2017	September 30, 2018	2017	
Net interest income (GAAP)	\$35,558	\$32,026	\$101,778	\$93,736	
Taxable equivalent adjustment	187	358	561	1,086	
Net interest income, fully taxable equivalent	\$35,745	\$32,384	\$102,339	\$94,822	
Average interest earning assets	\$4,005,067	\$3,719,692	\$3,892,510	\$3,668,811	
Net interest margin	3.54	% 3.45	% 3.52	% 3.46	%
Accretion related to fair value adjustments	(0.03	)(0.03	)(0.04	)(0.05	)(%)
Net interest margin (excluding accretion)	3.51	% 3.42	% 3.48	% 3.41	%





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## Loans

## Table Five

## Loan Portfolio

The composition of the Company's loan portfolio as of the dates indicated follows (in thousands):

	September 30, 2018	December 31, 2017	September 30, 2017
Residential real estate	\$ 1,485,823	\$ 1,468,278	\$ 1,465,942
Home equity	143,540	139,499	139,702
Commercial and industrial	213,815	208,484	204,722
Commercial real estate	1,268,052	1,277,576	1,260,906
Consumer	31,869	29,162	30,323
DDA overdrafts	3,598	4,411	4,317
Total loans	\$ 3,146,697	\$ 3,127,410	\$ 3,105,912

Loan balances increased \$19.3 million from December 31, 2017 to September 30, 2018.

Residential real estate loans increased \$17.5 million from December 31, 2017 to September 30, 2018. Residential real estate loans represent loans to consumers that are secured by a first lien on residential property. Residential real estate loans provide for the purchase or refinance of a residence and first-lien home equity loans allow consumers to borrow against the equity in their home. These loans primarily consist of single family 3 and 5 year adjustable rate mortgages with terms that amortize up to 30 years. The Company also offers fixed-rate residential real estate loans that are sold in the secondary market that are not included on the Company's balance sheet; the Company does not retain the servicing rights to these loans. Residential mortgage loans are generally underwritten to comply with Fannie Mae guidelines, while the home equity loans are underwritten with typically less documentation, but with lower loan-to-value ratios and shorter maturities. At September 30, 2018, \$17.6 million of the residential real estate loans were for properties under construction.

Home equity loans increased \$4.0 million during the first nine months of 2018. The Company's home equity loans represent loans to consumers that are secured by a second (or junior) lien on a residential property. Home equity loans allow consumers to borrow against the equity in their home without paying off an existing first lien. These loans consist of home equity lines of credit ("HELOC") and amortized home equity loans that require monthly installment payments. Home equity loans are underwritten with less documentation, lower loan-to-value ratios and for shorter terms than residential mortgage loans. The amount of credit extended is directly related to the value of the real estate at the time the loan is made.

The commercial and industrial ("C&I") loan portfolio consists of loans to corporate borrowers that are primarily in small to mid-size industrial and commercial companies. Collateral securing these loans includes equipment, machinery, inventory, receivables and vehicles. C&I loans are considered to contain a higher level of risk than other loan types, although care is taken to minimize these risks. Numerous risk factors impact this portfolio, including industry specific risks such as the economy, new technology, labor rates and cyclicity, as well as customer specific factors, such as cash flow, financial structure, operating controls and asset quality. C&I loans increased \$5.3 million from December 31, 2017 to September 30, 2018.

Commercial real estate loans consist of commercial mortgages, which generally are secured by nonresidential and multi-family residential properties, including hotel/motel and apartment lending. Commercial real estate loans are to many of the same customers and carry similar industry risks as C&I loans. Commercial real estate loans decreased

\$9.5 million from December 31, 2017 to September 30, 2018. At September 30, 2018, \$24.1 million of the commercial real estate loans were for commercial properties under construction.

Consumer loans may be secured by automobiles, boats, recreational vehicles and other personal property or they may be unsecured. The Company monitors the risk associated with these types of loans by monitoring such factors as portfolio growth, lending policies and economic conditions. Underwriting standards are continually evaluated and modified based upon these factors. Consumer loans increased \$2.7 million during the first nine months of 2018.

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## Allowance and Provision for Loan Losses

Management systematically monitors the loan portfolio and the appropriateness of the allowance for loan losses (“ALLL”) on a quarterly basis to provide for probable losses incurred in the portfolio. Management assesses the risk in each loan type based on historical delinquency and loss trends, the general economic environment of its local markets, individual loan performance, and other relevant factors. Individual credits in excess of \$1 million are selected at least annually for detailed loan reviews, which are utilized by management to assess the risk in the portfolio and the appropriateness of the allowance. Due to the nature of commercial lending, evaluation of the appropriateness of the allowance as it relates to these loan types is often based more upon specific credit review, with consideration given to the potential impairment of certain credits and historical loss rates, adjusted for general economic conditions and other inherent risk factors. Conversely, due to the homogeneous nature of the residential real estate and installment portfolios, the portions of the allowance allocated to those portfolios are primarily based on prior loss history of each portfolio, adjusted for general economic conditions and other inherent risk factors. Risk factors considered by the Company in completing this analysis include: (i) unemployment and economic trends in the Company’s markets; (ii) concentrations of credit, if any, among any industries; (iii) trends in loan growth, loan mix, delinquencies, losses or credit impairment; and (iv) adherence to lending policies and others. Each risk factor is designated as low, moderate/increasing, or high based on the Company’s assessment of the risk of loss associated with each factor. Each risk factor is then weighted to consider probability of occurrence.

The allowance not specifically allocated to individual credits is generally determined by analyzing potential exposure and other qualitative factors that could negatively impact the adequacy of the allowance. Loans not individually evaluated for impairment are grouped by pools with similar risk characteristics and the related historical loss rates are adjusted to reflect current inherent risk factors, such as unemployment, overall economic conditions, concentrations of credit, loan growth, classified and impaired loan trends, staffing, adherence to lending policies, and loss trends.

Determination of the ALLL is subjective in nature and requires management to periodically reassess the validity of its assumptions. Differences between actual losses and estimated losses are assessed such that management can timely modify its evaluation model to ensure that adequate provision has been made for risk in the total loan portfolio.

As a result of the Company’s quarterly analysis of the adequacy of the ALLL, the Company recorded a recovery of loan losses of \$1.9 million in the first nine months of 2018 as compared to a provision of \$2.6 million in the first nine months of 2017. During the nine months ended September 30, 2018, City National Bank of West Virginia (“City National”), a subsidiary of the Company, liquidated repossessed assets associated with the Kentucky Fuels Corporation credit. As a result of the proceeds from this liquidation, City National recovered \$1.3 million related to this credit. As of September 30, 2018, Kentucky Fuels Corporation’s remaining contractual balance with City National is \$1.3 million, but there is no recorded book balance associated with this loan. Additionally, as a result of this recovery, the historical loss rate used to compute the allowance not specifically allocated to individual credits in the Company’s commercial and industrial mining and energy sector (per the North American Industry Classification System (“NAICS”)) improved and an additional release of reserve of \$1.7 million was recognized during the nine months ended September 30, 2018. The Company did not record a provision for loan losses in the third quarter of 2018 due to continued improvement in the Company’s historical loss rates used to compute the allowance not specifically allocated to individual credits and changes in the quality of the portfolio in general. During September 2018, Hurricane Florence brought historic flooding to many parts of North and South Carolina. The Company has a loan production office in Charlotte, NC and has commercial real estate loans on properties in areas affected by the flooding. Based on management’s review, the Company does not anticipate any losses related to this flooding. The Company will work closely with any of its customers to help ensure the best outcome for all parties. Changes in the amount of the provision and related allowance are based on the Company’s detailed systematic methodology and are directionally consistent with changes in the composition and quality of the Company’s loan portfolio. The Company believes its methodology for determining the adequacy of its ALLL adequately provides for probable losses inherent

in the loan portfolio and produces a provision and allowance for loan losses that is directionally consistent with changes in asset quality and loss experience.

The Company had net charge-offs of \$0.6 million for the first nine months of 2018 and \$2.8 million for the first nine months of 2017. Net charge-offs in the first nine months of 2018 consisted primarily of net charge-offs of DDA overdrafts (\$0.9 million), consumer loans (\$0.4 million), home equity loans (\$0.2 million), and residential real estate loans (\$0.2 million), which were partially offset by a net recovery on commercial and industrial loans (\$0.9 million) and commercial real estate (\$0.2 million).

Based on the Company's analysis of the adequacy of the allowance for loan losses and in consideration of the known factors utilized in computing the allowance, management believes that the allowance for loan losses as of September 30, 2018 is adequate to provide for probable losses inherent in the Company's loan portfolio. Future provisions for loan losses will be dependent upon trends in loan balances including the composition of the loan portfolio, changes in loan quality and loss experience trends, and recoveries of previously charged-off loans, among other factors.

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## Table Six

## Analysis of the Allowance for Loan Losses

An analysis of changes in the Company's allowance for loan losses follows (dollars in thousands):

	Nine months ended		Year	
	September 30,		ended	
	2018	2017	December 31,	
			2017	
Balance at beginning of period	\$18,836	\$19,730	\$19,730	
Charge-offs:				
Commercial and industrial	(724 )	(150 )	(400 )	
Commercial real estate	(349 )	(564 )	(720 )	
Residential real estate	(464 )	(1,295 )	(1,637 )	
Home equity	(219 )	(256 )	(403 )	
Consumer	(560 )	(47 )	(60 )	
DDA overdrafts	(1,976 )	(1,989 )	(2,714 )	
Total charge-offs	(4,292 )	(4,301 )	(5,934 )	
Recoveries:				
Commercial and industrial	1,625	57	58	
Commercial real estate	538	92	112	
Residential real estate	275	286	294	
Home equity	—	45	45	
Consumer	130	46	63	
DDA overdrafts	1,109	1,015	1,462	
Total recoveries	3,677	1,541	2,034	
Net charge-offs	(615 )	(2,760 )	(3,900 )	
(Recovery of) provision for purchased credit impaired loans	(40 )	39	2,845	
(Recovery of) provision for loan losses	(1,870 )	2,545	161	
Balance at end of period	\$16,311	\$19,554	\$18,836	
As a Percent of Average Total Loans:				
Net charge-offs (annualized)	0.03	% 0.12	% 0.13	%
(Recovery of) provision for loan losses (annualized)	(0.08 )	% 0.11	% 0.10	%
As a Percent of Non-Performing Loans:				
Allowance for loan losses	142.06	% 182.83	% 178.39	%
As a Percent of Total Loans:				
Allowance for loan losses	0.52	% 0.63	% 0.60	%

## Table Seven

## Allocation of the Allowance for Loan Losses

The allocation of the allowance for loan losses is shown in the table below (in thousands). The allocation of a portion of the allowance in one portfolio loan classification does not preclude its availability to absorb losses in other portfolio segments.

	As of September	As of
	30,	December
	2018	31,
	2017	2017

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Commercial and industrial	\$3,889	\$5,059	\$ 4,571
Commercial real estate	4,597	6,306	6,183
Residential real estate	4,466	5,889	5,212
Home equity	1,304	1,274	1,138
Consumer	341	56	62
DDA overdrafts	1,714	970	1,670
Allowance for Loan Losses	\$16,311	\$19,554	\$ 18,836

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The ALLL decreased from \$18.8 million at December 31, 2017 to \$16.3 million at September 30, 2018. Below is a summary of the changes in the components of the ALLL from December 31, 2017 to September 30, 2018.

The allowance related to the commercial and industrial loan portfolio decreased from \$4.6 million at December 31, 2017 to \$3.9 million at September 30, 2018, primarily due to the Kentucky Fuels Corporation recovery and the associated improvement in the historical loss rate of the commercial and industrial mining and energy sector, which was partially offset by an increase in the historical loss rate of the remaining commercial and industrial portfolio.

The allowance allocated to the commercial real estate portfolio decreased \$1.6 million from \$6.2 million at December 31, 2017 to \$4.6 million at September 30, 2018, primarily due to an improvement in historical loss rates and a decrease in risk-rated loans.

The allowance allocated to the residential real estate portfolio decreased from \$5.2 million at December 31, 2017 to \$4.5 million at September 30, 2018, primarily due to an improvement in historical loss rates, partially offset by growth in the loan portfolio.

The allowance allocated to the home equity loan portfolio increased slightly from \$1.1 million at December 31, 2017 to \$1.3 million at September 30, 2018.

The allowance allocated to the consumer loan portfolio increased slightly from \$0.1 million at December 31, 2017 to \$0.3 million at September 30, 2018.

The allowance allocated to overdraft deposit accounts remained consistent at \$1.7 million at December 31, 2017 and September 30, 2018.

## Table Eight

## Non-Accrual and Past-Due Loans

The Company's nonperforming assets and past-due loans are shown below (dollars in thousands):

	As of September 30,		December
	2018	2017	31,
			2017
Non-accrual loans	\$11,447	\$10,673	\$10,297
Accruing loans past due 90 days or more	35	22	262
Total non-performing loans	11,482	10,695	10,559
Other real estate owned ("OREO")	4,259	3,995	3,585
Total non-performing assets	\$15,741	\$14,690	\$14,144

## As a Percent of Loans and Other Real Estate Owned:

Non-performing loans	0.50	%0.47	%0.45	%
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Past-due loans	\$6,867	\$7,569	\$10,964
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## As a Percentage of Total Loans:

Past-due loans	0.22	%0.24	%0.35	%
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The Company's ratio of non-performing assets to total loans and other real estate owned increased from 0.45% at December 31, 2017 to 0.50% at September 30, 2018. Non-performing assets increased primarily as a direct result of



two specific credits that are each secured by high value residential real estate properties. The Company does not anticipate any losses on these two credits. Excluded from this ratio are purchased credit-impaired loans in which the Company estimated cash flows and estimated a credit mark. These loans are considered performing loans provided that the loan is performing in accordance with the estimated expectations. Such loans would be considered non-performing loans if the loan's performance deteriorates below the initial expectations. Total past due loans decreased from \$11.0 million, or 0.35% of total loans outstanding, at December 31, 2017 to \$6.9 million, or 0.22% of total loans outstanding, at September 30, 2018.

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Interest on loans is accrued and credited to operations based upon the principal amount outstanding. The accrual of interest income is generally discontinued when a loan becomes 90 days past due as to principal or interest, unless the loan is well collateralized and in the process of collection. When interest accruals are discontinued, interest credited to income in the current year that is unpaid and deemed uncollectible is charged to operations. Prior-year interest accruals that are unpaid and deemed uncollectible are charged to the allowance for loan losses, provided that such amounts were specifically reserved.

Table Nine  
Impaired Loans

Information pertaining to the Company's impaired loans is included in the following table (in thousands):

	As of September 30,		As of December 31,
	2018	2017	2017
Impaired loans with a valuation allowance	\$5,709	\$5,804	\$ 5,782
Impaired loans with no valuation allowance	4,841	4,157	3,885
Total impaired loans	\$10,550	\$9,961	\$ 9,667

Allowance for loan losses allocated to impaired loans	\$356	\$705	\$ 647
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The average recorded investment in impaired loans during the nine months ended September 30, 2018 and September 30, 2017 was \$10.5 million and \$10.1 million, respectively. There were no commitments to provide additional funds on non-accrual, impaired, or other potential problem loans at September 30, 2018.

The Company recognized less than \$0.2 million, respectively, of interest income received in cash on non-accrual and impaired loans for both the nine months ended September 30, 2018 and September 30, 2017. Less than \$0.2 million of interest income, respectively, would have been recognized during the nine months ended September 30, 2018 and September 30, 2017, if such loans had been current in accordance with their original terms.

Table Ten  
Troubled Debt Restructurings ("TDRs")

The following table sets forth the Company's troubled debt restructurings ("TDRs") (in thousands):

	As of September		
	30,	31,	31,
	2018	2017	2017
Accruing:			
Residential real estate	\$20,414	\$20,741	\$ 21,005
Home equity	2,941	2,947	3,047
Commercial and industrial	108	31	135
Commercial real estate	8,231	8,427	8,381
Total accruing TDRs	31,694	32,146	32,568
Non-Accruing:			
Residential real estate	175	47	84
Home equity	—	—	50
Total non-accruing TDRs	175	47	134

Total TDRs \$31,869 \$32,193 \$ 32,702

Regulatory guidance requires that loans be accounted for as collateral-dependent loans when borrowers have filed Chapter 7 bankruptcy, the debt has been discharged by the bankruptcy court and the borrower has not reaffirmed the debt. The filing of bankruptcy is deemed to be evidence that the borrower is in financial difficulty and the discharge of debt by the bankruptcy court is deemed to be a concession granted to the borrower.

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The Company's troubled debt restructurings ("TDRs") related to its borrowers who had filed for Chapter 7 bankruptcy protection make up 73% of the Company's total TDRs as of September 30, 2018. The average age of these TDRs was 12.2 years; the average current balance as a percentage of the original balance was 68.5%; and the average loan-to-value ratio was 64.7% as of September 30, 2018. Of the total 448 Chapter 7 related TDRs, 26 had an estimated loss exposure based on the current balance and appraised value at September 30, 2018.

## Non-Interest Income and Non-Interest Expense

Nine months ended September 30, 2018 vs. 2017

(in millions)

	Nine months ended September 30,	\$	%
	2018	2017	Change Change
Gains on sale of investment securities	\$ 4.3	\$ 4.3	(100.0)%
Non-interest income (excluding above gains)	45.9	43.8	2.1 4.8
Non-interest expense	74.9	73.1	1.8 2.5

Non-Interest Income: The Company realized \$4.3 million of investment gains during the nine months ended September 30, 2017 that represented partial recoveries of impairment charges previously recognized on pooled trust preferred securities. Exclusive of this gain, non-interest income increased from \$43.8 million for the first nine months of 2017 to \$45.9 million for the first nine months of 2018. This increase was attributable to: (i) an increase of \$1.1 million, or 46.9%, in other income due primarily to unrealized fair value gains of the Company's equity securities; (ii) an increase of \$0.7 million, or 5.8%, in bankcard revenue; (iii) an increase of \$0.6 million, or 2.7%, in service charges; and (iv) an increase of \$0.3 million, or 7.2%, in trust and investment management fee income. These increases were partially offset by a decrease of \$0.6 million in bank owned life insurance revenues due to lower death benefit proceeds received in the first nine months of 2018 compared to the first nine months of 2017.

Non-Interest Expense: Non-interest expenses increased \$1.8 million, from \$73.1 million in the first nine months of 2017 to \$74.9 million in the first nine months of 2018. This increase was primarily due to: (i) an increase in salaries and employee benefits of \$1.6 million which was largely due to annual salary adjustments, including an adjustment to wages for approximately 50% of the Company's employees late in the first quarter of 2018 to make salaries more competitive in today's employment environment; (ii) an increase in bankcard expenses of \$0.3 million; and (iii) an increase in other expenses of \$0.3 million. These increases were partially offset by a decrease in occupancy related expense of \$0.3 million.

Income Tax Expense: The Company's effective income tax rate for the nine months ended September 30, 2018 was 20.6% compared to 40.2% for the year ended December 31, 2017, and 32.5% for the nine months ended September 30, 2017. On December 22, 2017, the President signed the Tax Cut and Jobs Act ("TCJA") into law. Among other things, the TCJA reduced the corporate income tax rate from 35% to 21%, effective January 1, 2018. As a result of this decrease in corporate income tax rate, the Company reassessed its deferred tax assets and liabilities, which resulted in a charge to earnings in the fourth quarter of 2017 of \$7.1 million. Exclusive of this item, the Company's tax rate from operations was 32.7% for the year ended December 31, 2017.

Three months ended September 30, 2018 vs. 2017

(in millions)

	Three months ended September 30,		\$	%	
	2018	2017	Change	Change	
Non-interest income	\$ 15.8	\$ 14.6	\$ 1.2	8.2	%
Non-interest expense	25.0	24.3	\$ 0.7	2.9	

Non-Interest Income: Non-interest income increased from \$14.6 million for the third quarter of 2017 to \$15.8 million for the third quarter of 2018. This increase was mainly due to: (i) an increase in other income of \$0.4 million, or 64.5%, due to unrealized fair market value gains in the Company's equity securities; (ii) an increase in bankcard revenue of \$0.4 million, or 9.0%; and (iii) an increase in service charges of \$0.2 million, or 2.5%.

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**Non-Interest Expense:** Non-interest expenses increased \$0.7 million, from \$24.3 million in the third quarter of 2017 to \$25.0 million in the third quarter of 2018. This increase was primarily due to an increase in salaries and employee benefits of \$1.0 million due to annual salary adjustments. This increase was partially offset by a decrease in other expenses of \$0.3 million.

**Income Tax Expense:** The Company's effective income tax rate for the three months ended September 30, 2018 was 21.3% compared to 33.5% for the three months ended September 30, 2017. On December 22, 2017, the President signed the Tax Cut and Jobs Act ("TCJA") into law. Among other things, the TCJA reduced the corporate income tax rate from 35% to 21%, effective January 1, 2018.

## Risk Management

Market risk is the risk of loss due to adverse changes in current and future cash flows, fair values, earnings or capital due to adverse movements in interest rates and other factors, including foreign exchange rates, underlying credit risk and commodity prices. Because the Company has no significant foreign exchange activities and holds no commodities, interest rate risk represents the primary risk factor affecting the Company's balance sheet and net interest margin. Significant changes in interest rates by the Federal Reserve could result in similar changes in LIBOR interest rates, prime rates, and other benchmark interest rates that could affect the estimated fair value of the Company's investment securities portfolio, interest paid on the Company's short-term and long-term borrowings, interest earned on the Company's loan portfolio and interest paid on its deposit accounts.

The Company's Asset and Liability Committee ("ALCO") has been delegated the responsibility of managing the Company's interest-sensitive balance sheet accounts to maximize earnings while managing interest rate risk. ALCO, comprised of various members of executive and senior management, is also responsible for establishing policies to monitor and limit the Company's exposure to interest rate risk and to manage the Company's liquidity position. ALCO satisfies its responsibilities through quarterly meetings during which product pricing issues, liquidity measures, and interest sensitivity positions are monitored.

In order to measure and manage its interest rate risk, the Company uses an asset/liability management and simulation software model to periodically update the interest sensitivity position of the Company's balance sheet. The model is also used to perform analyses that measure the impact on net interest income and capital as a result of various changes in the interest rate environment. Such analyses quantify the effects of various interest rate scenarios on projected net interest income.

The Company's policy objective is to avoid negative fluctuations in net income or the economic value of equity of more than 15% within a 12-month period, assuming an immediate parallel increase of 300 points or decrease of 200 basis points. The Company measures the long-term risk associated with sustained increases and decreases in rates through analysis of the impact to changes in rates on the economic value of equity.

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The following table summarizes the sensitivity of the Company's net income to various interest rate scenarios. The results of the sensitivity analyses presented below differ from the results used internally by ALCO in that, in the analyses below, interest rates are assumed to have an immediate and sustained parallel shock. The Company recognizes that rates are volatile, but rarely move with immediate and parallel effects. Internally, the Company considers a variety of interest rate scenarios that are deemed to be possible while considering the level of risk it is willing to assume in "worst-case" scenarios such as shown by the following:

Immediate Basis Point Change in Interest Rates	Implied Federal Funds Rate Associated with Change in Interest Rates	Estimated Increase (Decrease) in Net Income Over 12 Months
September 30, 2018		
+300	5.25 %	+4.6 %
+200	4.25	+4.8
+100	3.25	+3.4
-50	1.75	-4.8
-100	1.25	-9.6
-200	0.25	-20.7
December 31, 2017		
+400	5.50 %	+4.0 %
+300	4.50	+5.9
+200	3.50	+6.2
+100	2.50	+4.7
-50	1.00	-6.0
-100	0.50	-12.3

These estimates are highly dependent upon assumptions made by management, including, but not limited to, assumptions regarding the manner in which interest-bearing demand deposit and saving deposit accounts reprice in different interest rate scenarios, changes in the composition of deposit balances, pricing behavior of competitors, prepayments of loans and deposits under alternative rate environments, and new business volumes and pricing. As a result, there can be no assurance that the estimates above will be achieved in the event that interest rates increase or decrease during the remainder of 2018 and beyond. The estimates above do not necessarily imply that the Company will experience increases in net income if market interest rates rise. The table above indicates how the Company's net income behaves relative to an increase or decrease in rates compared to what would otherwise occur if rates remain stable.

Based upon the estimates above, the Company believes that its net income is positively correlated with increasing rates as compared to the level of net income the Company would expect if interest rates remain flat.

Liquidity

The Company evaluates the adequacy of liquidity at both the City Holding Company ("City Holding") level and at the banking subsidiary level. At the City Holding level, the principal source of cash is dividends from its banking subsidiary, City National Bank of West Virginia ("City National"). Dividends paid by City National to City Holding

are subject to certain legal and regulatory limitations. Generally, any dividends in amounts that exceed the earnings retained by City National in the current year plus retained net profits for the preceding two years must be approved by regulatory authorities. At September 30, 2018, City National could pay dividends up to \$128.1 million plus net profits for the remainder of 2018, as defined by statute, up to the dividend declaration date without prior regulatory permission.

On December 19, 2016, the Company announced that it had filed a prospectus supplement to its existing shelf registration statement on Form S-3 for the sale of its common stock having an aggregate value of up to \$55 million through an "at-the-market" equity offering program. Through the year ended December 31, 2017, the Company sold approximately 548,000 common shares at a weighted average price of \$64.82, net of broker fees. The Company has sold no shares since the first quarter of 2017. To date, the Company has received \$36.4 million in gross proceeds. Under the program, the Company has the ability to receive an additional \$18.6 million in gross proceeds from the sale of common shares.



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City Holding anticipates continuing the payment of dividends on its common stock, which are expected to approximate \$32.8 million on an annualized basis over the next 12 months based on common shareholders outstanding at September 30, 2018. On September 26, 2018, the Board of Directors of the Company authorized repayment in whole of its Junior Subordinated Deferrable Interest Debentures issued by the Company and held by City Holding Capital Trust III at a price of 100% of the principal amount. After receiving all required regulatory approvals, City Holding Capital Trust III will repay its Capital Securities on December 17, 2018 at a price of 100% of the principal amount. These securities were issued on March 27, 2008 and were callable in whole anytime after June 15, 2013. The Company estimates that the redemption of the debentures and trust preferred securities will reduce the Company's interest expense by approximately \$1.0 million annually through 2038.

In addition to these anticipated cash needs, City Holding has operating expenses and other contractual obligations, which are estimated to require \$1.6 million of additional cash over the next 12 months. As of September 30, 2018, City Holding reported a cash balance of \$23.3 million and management believes that City Holding's available cash balance, together with cash dividends from City National, will be adequate to satisfy its funding and cash needs over the next 12 months.

City National manages its liquidity position in an effort to effectively and economically satisfy the funding needs of its customers and to accommodate the scheduled repayment of borrowings. Funds are available to City National from a number of sources, including depository relationships, sales and maturities within the investment securities portfolio, and borrowings from the Federal Home Loan Bank ("FHLB") and other financial institutions. As of September 30, 2018, City National's assets are significantly funded by deposits and capital. Additionally, City National maintains borrowing facilities with the FHLB and other financial institutions that are accessed as necessary to fund operations and to provide contingency funding mechanisms. During the quarter ended September 30, 2018, City National elected to improve its on-balance sheet liquidity by utilizing its short-term borrowings. As of September 30, 2018, City National has the capacity to borrow an additional \$1.5 billion from the FHLB and other financial institutions under existing borrowing facilities. City National maintains a contingency funding plan, incorporating these borrowing facilities, to address liquidity needs in the event of an institution-specific or systemic financial industry crisis. Also, although it has no current intention to do so, City National could liquidate its unpledged securities, if necessary, to provide an additional funding source. City National also segregates certain mortgage loans, mortgage-backed securities, and other investment securities in a separate subsidiary so that it can separately monitor the asset quality of these primarily mortgage-related assets, which could be used to raise cash through securitization transactions or obtain additional equity or debt financing if necessary.

The Company manages its asset and liability mix to balance its desire to maximize net interest income against its desire to minimize risks associated with capitalization, interest rate volatility, and liquidity. With respect to liquidity, the Company has chosen a conservative posture and believes that its liquidity position is strong. The Company's net loan to asset ratio is 70.8% as of September 30, 2018 and deposit balances fund 77.9% of total assets. The Company has obligations to extend credit, but these obligations are primarily associated with existing home equity loans that have predictable borrowing patterns across the portfolio. The Company has investment security balances with carrying values that totaled \$649.7 million at September 30, 2018, and that exceeded the Company's non-deposit sources of borrowing, which totaled \$406.6 million. Further, the Company's deposit mix has a high proportion of transaction and savings accounts that fund 51.9% of the Company's total assets.

As illustrated in the Consolidated Statements of Cash Flows, the Company generated \$56.3 million of cash from operating activities during the first nine months of 2018, primarily from interest income received on loans and investments, net of interest expense paid on deposits and borrowings. The Company used \$63.3 million of cash in investing activities during the first nine months of 2018, primarily due to purchases of available-for-sale investment securities of \$101.2 million and an increase in loans of \$19.1 million. These uses were partially offset by proceeds from the maturities and calls of available-for-sale securities of \$53.9 million. The Company generated \$230.4 million

of cash in financing activities during the first nine months of 2018, principally as a result of an increase in short-term borrowings of \$137.9 million, an increase in interest-bearing deposits of \$122.6 million, and an increase in non-interest-bearing deposits of \$5.4 million. These increases were partially offset by dividends paid of \$21.4 million to the Company's common stockholders and purchases of treasury stock of \$15.2 million.

On July 11, 2018, the Company announced that it had concurrently executed two separate definitive agreements to acquire Poage Bankshares, Inc. ("Poage"), of Ashland, Kentucky and its principal banking subsidiary, Town Square Bank, and Farmers Deposit Bancorp, Inc. ("Farmers Deposit"), of Cynthiana, Kentucky and its principal banking subsidiary, Farmers Deposit Bank. The proposed mergers are expected to close in the fourth quarter of 2018 and the core data system conversions are also targeted to occur in the fourth quarter of 2018. City has received all regulatory approvals needed to acquire both Poage and Farmers Deposit and each merger has been approved by the shareholders of Poage and Farmers Deposit, respectively. Consummation of the respective mergers is subject to the completion of other customary closing conditions. Merger expenses are estimated at \$18 million (pre-tax) for the Poage transaction and at \$6 million (pre-tax) for the Farmers Deposit transaction, while core deposit intangibles are estimated at \$4 million for Poage and at \$1.5 million for Farmers Deposit. Each of the Poage and Farmers Deposit transactions are not conditional upon each other.

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Capital Resources

Shareholders' equity increased \$9.5 million due to net income of \$59.3 million and stock based related compensation expense of \$2.8 million. These increases were partially offset by the repurchase of approximately 221,000 common shares at a weighted average price of \$68.81 per share (\$15.2 million) as part of a one million share repurchase plan authorized by the Board of Directors in September 2014, cash dividends declared of \$22.4 million, and an increase in other comprehensive loss of \$15.0 million due to a decrease in the fair value of available for sale securities.

In July 2013, the Federal Reserve published the final rules that established a new comprehensive capital framework for banking organizations, commonly referred to as Basel III. These final rules substantially revised the risk-based capital requirements applicable to bank holding companies and depository institutions. The final rule became effective January 1, 2015 for smaller, non-complex banking organizations, with full implementation by January 1, 2019.

Regulatory guidelines require the Company to maintain a minimum common equity tier I ("CET1") capital ratio of 6.375% and a total capital to risk-adjusted assets ratio of 9.875%, with at least one-half of capital consisting of tangible common stockholders' equity, and a minimum Tier I leverage ratio of 7.875%. Similarly, City National is also required to maintain minimum capital levels as set forth by various regulatory agencies. Under capital adequacy guidelines, City National is required to maintain minimum CET1, total capital, Tier I capital, and leverage ratios of 6.375%, 9.875%, 7.875%, and 4.0%, respectively. To be classified as "well capitalized," City National must maintain CET1, total capital, Tier I capital, and leverage ratios of 6.5%, 10.0%, 8.0%, and 5.0%, respectively.

When fully phased in on January 1, 2019, the Basel III Capital Rules will require City Holding and City National to maintain (i) a minimum ratio of CET1 to risk-weighted assets of at least 4.5%, plus a 2.5% "capital conservation buffer" (which is added to the 4.5% CET1 ratio as that buffer is phased in, effectively resulting in a minimum ratio of CET1 to risk-weighted assets of at least 7.0% upon full implementation), (ii) a minimum ratio of Tier 1 capital to risk-weighted assets of at least 6.0%, plus the capital conservation buffer (which is added to the 6.0% Tier 1 capital ratio as that buffer is phased in, effectively resulting in a minimum Tier 1 capital ratio of 8.5% upon full implementation), (iii) a minimum ratio of total capital (that is, Tier 1 plus Tier 2) to risk-weighted assets of at least 8.0%, plus the capital conservation buffer (which is added to the 8.0% total capital ratio as that buffer is phased in, effectively resulting in a minimum total capital ratio of 10.5% upon full implementation) and (iv) a minimum leverage ratio of 4.0%, calculated as the ratio of Tier 1 capital to average assets (as compared to a current minimum leverage ratio of 3.0% for banking organizations that either have the highest supervisory rating or have implemented the appropriate federal regulatory authority's risk-adjusted measure for market risk).

The implementation of the capital conservation buffer began on January 1, 2016 at the 0.625% level and will be phased in over a four-year period (increasing by that amount on each subsequent January 1, until it reaches 2.5% on January 1, 2019). The Basel III Capital Rules also provide for a "countercyclical capital buffer" that is applicable to only certain covered institutions and does not have any current applicability to City Holding Company or City National Bank.

The aforementioned capital conservation buffer is designed to absorb losses during periods of economic stress. Banking institutions with a ratio of CET1 capital to risk-weighted assets above the minimum but below the conservation buffer (or below the combined capital conservation buffer and countercyclical capital buffer, when the latter is applied) will face constraints on dividends, equity repurchases and compensation based on the amount of the shortfall.

The Company's regulatory capital ratios for both City Holding and City National are illustrated in the following tables

(dollars in thousands):

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September 30, 2018	Actual		Minimum Required - Basel III Phase-In Schedule		Minimum Required - Basel III Fully Phased-In (*)		Required to be Considered Well Capitalized	
	Capital Amount	Ratio	Capital Amount	Ratio	Capital Amount	Ratio	Capital Amount	Ratio
<b>CET I Capital</b>								
City Holding Company	\$457,580	15.9%	\$183,042	6.375%	\$200,987	7.0%	\$186,631	6.5%
City National Bank	398,718	14.0	181,544	6.375	199,342	7.0	185,103	6.5
<b>Tier I Capital</b>								
City Holding Company	473,580	16.5	226,110	7.875	244,056	8.5	229,699	8.0
City National Bank	398,718	14.0	224,260	7.875	242,058	8.5	227,819	8.0
<b>Total Capital</b>								
City Holding Company	490,307	17.1	283,535	9.875	301,480	10.5	287,124	10.0
City National Bank	415,446	14.6	281,215	9.875	299,013	10.5	284,774	10.0
<b>Tier I Leverage Ratio</b>								
City Holding Company	473,580	11.0	172,126	4.000	172,126	4.0	215,167	5.0
City National Bank	398,718	9.4	169,887	4.000	169,887	4.0	212,359	5.0

(\*) Represents the minimum required capital levels as of January 1, 2019 when Basel III Capital Rules have been fully phased in.

December 31, 2017	Actual		Minimum Required - Basel III Phase-In Schedule		Minimum Required - Basel III Fully Phased-In (*)		Required to be Considered Well Capitalized	
	Capital Amount	Ratio	Capital Amount	Ratio	Capital Amount	Ratio	Capital Amount	Ratio
<b>CET I Capital</b>								
City Holding Company	\$430,154	15.1%	\$163,441	5.750%	\$198,972	7.0%	\$184,760	6.5%
City National Bank	338,105	12.0	162,164	5.750	197,418	7.0	183,316	6.5
<b>Tier I Capital</b>								
City Holding Company	446,154	15.7	206,078	7.250	241,609	8.5	227,397	8.0
City National Bank	338,105	12.0	204,468	7.250	239,721	8.5	225,620	8.0
<b>Total Capital</b>								
City Holding Company	465,292	16.4	262,927	9.250	298,458	10.5	284,246	10.0
City National Bank	357,243	12.7	260,873	9.250	296,126	10.5	282,025	10.0
<b>Tier I Leverage Ratio</b>								
City Holding Company	446,154	11.0	161,834	4.000	161,834	4.0	202,293	5.0
City National Bank	338,105	8.5	159,625	4.000	159,625	4.0	199,531	5.0

(\*) Represents the minimum required capital levels as of January 1, 2019 when Basel III Capital Rules have been fully phased in.

As of September 30, 2018, management believes that City Holding Company and its banking subsidiary, City National, were “well capitalized.” City Holding is subject to regulatory capital requirements administered by the Federal Reserve, while City National is subject to regulatory capital requirements administered by the Office of the

Comptroller of the Currency (“OCC”) and the Federal Deposit Insurance Corporation (“FDIC”). Regulatory agencies can initiate certain mandatory actions if either City Holding or City National fails to meet the minimum capital requirements, as shown above. As of September 30, 2018, management believes that City Holding and City National have met all capital adequacy requirements.

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Item 3 - Quantitative and Qualitative Disclosures About Market Risk

The information called for by this item is provided under the caption “Risk Management” under Item 2 - Management’s Discussion and Analysis of Financial Condition and Results of Operations.

Item 4 - Controls and Procedures

Pursuant to Rule 13a-15(b) under the Securities Exchange Act of 1934, the Company carried out an evaluation, with the participation of the Company’s management, including the Company’s Chief Executive Officer and Chief Financial Officer, of the effectiveness of the Company’s disclosure controls and procedures (as defined under Rule 13a-15(e) under the Securities Exchange Act of 1934) as of the end of the period covered by this report. Based upon that evaluation, the Company’s Chief Executive Officer and Chief Financial Officer concluded that the Company’s disclosure controls and procedures are effective in timely alerting them to material information relating to the Company required to be included in the Company’s periodic SEC filings. There has been no change in the Company’s internal control over financial reporting during the quarter ended September 30, 2018 that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting.

Part II - OTHER INFORMATION

Item 1. Legal Proceedings

The Company is engaged in various legal actions that it deems to be in the ordinary course of business. As these legal actions are resolved, the Company could realize positive and/or negative impact to its financial performance in the period in which these legal actions are ultimately resolved. There can be no assurance that current actions will have immaterial results, either positive or negative, or that no material actions may be presented in the future.

Item 1A. Risk Factors

There have been no material changes to the factors disclosed in Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2017.

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

On September 24, 2014, the Company announced that the Board of Directors authorized the Company to buy back up to 1,000,000 shares of its common shares (approximately 7% of the outstanding shares at that time) in open market transactions

at prices that are accretive to the earnings per share of continuing shareholders. No time limit was placed on the duration of the share repurchase program. The following table sets forth information regarding the Company's common stock repurchases transacted during the quarter ended September 30, 2018:

Total Number of Shares Purchased	Maximum Number of Shares that May
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Period	Total Number of Shares Purchased	Average Price Paid per Share	as Part of Publicly Announced Plans Programs	Yet Be Purchased Under the Plans Programs or
July 1 - July 31, 2018	—	\$ —	—	187,921
August 1 - August 31, 2018	—	\$ —	—	187,921
September 1 - September 30, 2018	7,000	\$ 77.18	7,000	180,921

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

None.

Item 5. Other Information

None.

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Item 6. Exhibits

The exhibits required to be filed or furnished with this Form 10-Q are attached hereto or incorporated herein by reference as shown in the following "Exhibit Index."

Exhibit Index

The following exhibits are filed herewith or are incorporated herein by reference.

- 2(a) Agreement and Plan of Merger, dated November 14, 2011, by and among Virginia Savings Bancorp, Inc., Virginia Savings Bank, F.S.B., City Holding Company and City National Bank of West Virginia (attached to, and incorporated by reference from, City Holding Company's Form 8-K dated November 14, 2011, and filed with the Securities and Exchange Commission on November 14, 2011).
- 2(b) Agreement and Plan of Merger, dated August 2, 2012, by and among Community Financial Corporation, Community Bank, City Holding Company and City National Bank of West Virginia (attached to, and incorporated by reference from, City Holding Company's Form 8-K dated August 7, 2012, and filed with the Securities and Exchange Commission on August 7, 2012).
- 2(c) Agreement and Plan of Merger, dated July 11, 2018, by and among Poage Bankshares, Inc., Town Square Bank, City Holding Company and City National Bank of West Virginia (attached to, and incorporated by reference from, City Holding Company's Form 8-K dated July 11, 2018, and filed with the Securities and Exchange Commission on July 12, 2018).
- 2(d) Agreement and Plan of Merger, dated July 11, 2018, by and among Farmers Deposit Bancorp, Inc., Farmers Deposit Bank, City Holding Company and City National Bank of West Virginia (attached to, and incorporated by reference from, City Holding Company's Form 8-K dated July 11, 2018, and filed with the Securities and Exchange Commission on July 12, 2018).
- 3(a) Articles of Incorporation of City Holding Company (attached to, and incorporated by reference from, Amendment No. 1 to City Holding Company's Registration Statement on Form S-4, Registration No. 2-86250, filed November 4, 1983 with the Securities and Exchange Commission).
- 3(b) Articles of Amendment to the Articles of Incorporation of City Holding Company, dated March 6, 1984 (attached to, and incorporated by reference from, City Holding Company's Form 8-K Report dated March 7, 1984, and filed with the Securities and Exchange Commission on March 22, 1984).
- 3(c) Articles of Amendment to the Articles of Incorporation of City Holding Company, dated March 4, 1986 (attached to, and incorporated by reference from, City Holding Company's Form 10-K Annual Report for the year ended December 31, 1986, filed March 31, 1987 with the Securities and Exchange Commission).
- 3(d) Articles of Amendment to the Articles of Incorporation of City Holding Company, dated September 29, 1987 (attached to and incorporated by reference from, City Holding Company's Registration Statement on Form S-4, Registration No. 33-23295, filed with the Securities and Exchange Commission on August 3, 1988).
- 3(e) Articles of Amendment to the Articles of Incorporation of City Holding Company, dated May 6, 1991 (attached to, and incorporated by reference from, City Holding Company's Form 10-K Annual Report for the year ended December 31, 1991, filed March 17, 1992 with the Securities and Exchange Commission).
- 3(f) Articles of Amendment to the Articles of Incorporation of City Holding Company, dated May 7, 1991 (attached to, and incorporated by reference from, City Holding Company's Form 10-K Annual Report for the year ended December 31, 1991, filed March 17, 1992 with the Securities and Exchange Commission).
- 3(g) Articles of Amendment to the Articles of Incorporation of City Holding Company, dated August 1, 1994 (attached to, and incorporated by reference from, City Holding Company's Form 10-Q Quarterly Report for the quarter ended September 30, 1994, filed November 14, 1994 with the Securities and Exchange Commission).
- 3(h) Articles of Amendment to the Articles of Incorporation of City Holding Company, dated December 9, 1998 (attached to, and incorporated by reference from, City Holding Company's Form 10-K Annual Report for the year ended December 31, 1998, filed March 31, 1999 with the Securities and Exchange Commission).

Articles of Amendment to the Articles of Incorporation of City Holding Company, dated June 13, 2001  
3(i) (attached to, and incorporated by reference from, City Holding Company's Registration Statement on Form 8-A,  
filed June 22, 2001 with the Securities and Exchange Commission).

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- 3(j) Articles of Amendment to the Articles of Incorporation of City Holding Company, dated May 10, 2006 (attached to, and incorporated by reference from, City Holding Company's Form 10-Q, Quarterly Report for the quarter ended June 30, 2006, filed August 9, 2006 with the Securities and Exchange Commission).
- 3(k) Articles of Amendment to the Articles of Incorporation of City Holding Company, dated April 19, 2017 (attached to, and incorporated by reference from, City Holding Company's Form 10-Q Quarterly Report for the quarter ended March 31, 2017, filed May 5, 2017 with the Securities and Exchange Commission).
- 3(l) Amended and Restated Bylaws of City Holding Company, revised February 24, 2010 (attached to, and incorporated by reference from, City Holding Company's Current Report on Form 8-K filed March 1, 2010 with the Securities and Exchange Commission).
- 4(a) Rights Agreement dated as of June 13, 2001 (attached to, and incorporated by reference from, City Holding Company's Form 8-A, filed June 22, 2001, with the Securities and Exchange Commission).
- 4(b) Amendment No. 1 to the Rights Agreement dated as of November 30, 2005 (attached to, and incorporated by reference from, City Holding Company's Amendment No. 1 on Form 8-A, filed December 21, 2005, with the Securities and Exchange Commission).
- 31(a) Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 for Charles R. Hageboeck
- 31(b) Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 for David L. Bumgarner
- 32(a) Certification pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 for Charles R. Hageboeck
- 32(b) Certification pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 for David L. Bumgarner

101.INS XBRL Instance Document\*

101.SCH XBRL Taxonomy Extension Schema\*

101.CAL XBRL Taxonomy Extension Calculation Linkbase\*

101.DEF XBRL Taxonomy Extension Definition Linkbase\*

101.LAB XBRL Taxonomy Extension Label Linkbase\*

101.PRE XBRL Taxonomy Extension Presentation Linkbase\*

\* Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933 or Section 18 of the Securities Exchange Act of 1934 and otherwise are not subject to liability.

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.

City Holding Company  
(Registrant)

/s/ Charles R. Hageboeck  
Charles R. Hageboeck  
President and Chief  
Executive Officer  
(Principal Executive  
Officer)

/s/ David L. Bumgarner  
David L. Bumgarner  
Senior Vice President,  
Chief Financial Officer

and Principal Accounting  
Officer  
(Principal Financial  
Officer)

Date: November 6, 2018

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