

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2019

OR

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

For the transition period from N/A to N/A

Commission File Number 0-16540

UNITED BANCORP, INC.

(Exact name of registrant as specified in its Charter.)

Ohio

(State or other jurisdiction of incorporation or organization)

34-1405357

(IRS) Employer Identification No.)

201 South Fourth Street, Martins Ferry, Ohio

(Address of principal executive offices)

43935

(ZIP Code)

Registrant's telephone number, including area code: (740) 633-0445

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, Par Value \$1.00	UBCP	NASDAQ Capital Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No .

Indicated by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes No .

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

Yes No

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).

Yes No .

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," "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

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

As of June 30, 2019 the aggregate market value of the registrant's common stock held by non-affiliates of the registrant was \$55,046,501 based on the

closing sale price as reported on the National Association of Securities Dealers Automated Quotation System.

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

Registrant had 5,916,951 common shares outstanding as of March 6, 2020.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the proxy statement for the Annual Shareholders meeting to be held April 22, 2020 are incorporated by reference into Part III.

Portions of the Annual Report to Shareholders for the year ended December 31, 2019 are incorporated by reference into Parts I and II.

PART I

Item 1 Business

Business

Unified Bancorp, Inc. (Company) is a bank holding company headquartered in Martins Ferry, Ohio. The Company is an Ohio corporation which filed its initial articles of incorporation on July 8, 1983. At December 31, 2019 the Company has one wholly-owned subsidiary bank, Unified Bank, Martins Ferry, Ohio (Unified, or the Bank).

Unified serves customers in northeastern, eastern, southeastern and south central Ohio and is engaged in the business of commercial and retail banking in Belmont, Harrison, Jefferson, Tuscarawas, Carroll, Athens, Hocking, and Fairfield counties and the surrounding localities. The Bank provides a broad range of banking and financial services, which includes accepting demand, savings and time deposits and granting commercial, real estate and consumer loans. Unified conducts its business through its main office and stand alone operations center in Martins Ferry, Ohio and eighteen branches located in the counties mentioned above. Unified operates a Loan Production Office in Wheeling, West Virginia. Unified also offers full brokerage service through LPL Financial® member NASD/SIPC.

Unified has no single customer or related group of customers whose banking activities, whether through deposits or lending, would have a material impact on the continued earnings capabilities if those activities were removed.

Competition

The markets in which Unified operates continue to be highly competitive. Unified competes for loans and deposits with other retail commercial banks, savings and loan associations, finance companies, credit unions and other types of financial institutions within the Mid-Ohio valley geographic area along the eastern border of Ohio including Belmont, Harrison and Jefferson counties and extending into the northern panhandle of West Virginia and the Tuscarawas and Carroll County geographic areas of northeastern Ohio. Unified also encounters similar competition for loans and deposits throughout the Athens, and Fairfield County geographic areas of central and southeastern Ohio.

In its primary market, including the Ohio counties of Belmont, Harrison, Jefferson, Athens and Fairfiled, Unified ranks sixth in total deposit market share out of thirty-one non-credit union insured depository institutions operationg in the market. The Bank's market share, as reported by the FDIC, was 7.44% as of June 30, 2019. The Huntington National Bank, JPMorgan Chase Bank, NA and PNC Bank, NA are the top three in the Bank's primary market, with each institution having in excess of 10% of the deposit market share. No other institution in the market had a deposit market share in excess of 10% as of June 30, 2019.

Supervision and Regulation

General

The Company is a corporation organized under the laws of the State of Ohio. The business in which the Company and its subsidiary are engaged is subject to extensive supervision, regulation and examination by various bank regulatory authorities. The supervision, regulation and examination to which the Company and its subsidiary are subject are intended primarily for the protection of depositors and the deposit insurance funds that insure the deposits of banks, rather than for the protection of shareholders.

Several of the more significant regulatory provisions applicable to banks and bank holding companies to which the Company and Unified are subject are discussed below. To the extent that the following information describes statutory or regulatory provisions, it is qualified in its entirety by reference to the particular statutory provisions. Any change in applicable law or regulation may have a material effect on the business and prospects of the Company and Unified.

Regulatory Agencies

The Company is a registered bank holding company and is subject to inspection, examination and supervision by the Board of Governors of the Federal Reserve System (the "Federal Reserve") pursuant to the Bank Holding Company Act of 1956, as amended.

Unified is an Ohio chartered commercial bank. It is subject to regulation and examination by both the Ohio Division of Financial Institutions (the "ODFI") and the Federal Deposit Insurance Corporation (the "FDIC").

Regulatory Reform

Overview. Congress, the U.S. Department of the Treasury ("Treasury"), and the federal banking regulators, including the FDIC, have taken broad action since early September 2008 to address volatility in the U.S. banking system and financial markets. Beginning in late 2008, the U.S. and global financial markets experienced deterioration of the worldwide credit markets, which created significant challenges for financial institutions both in the United States and around the world. These actions included the adoption by Congress of both the Emergency Economic Stabilization Act of 2008 ("EESA"), and the American Recovery and Reinvestment Act of 2009 ("ARRA"). The most recent significant piece of legislation adopted in response to this crisis was the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 ("Dodd-Frank Act"), which was signed into law on July 21, 2010, and which is discussed more thoroughly below.

Dodd-Frank Wall Street Reform and Consumer Protection Act. The Dodd-Frank Act created many new restrictions and an expanded framework of regulatory oversight for financial institutions, including insured depository institutions. Currently, federal regulators are still in the process of drafting the implementing regulations for many portions of the Dodd-Frank Act. Federal regulators continue to implement many provisions of the Dodd-Frank Act. The Dodd-Frank Act created an independent regulatory body, the Bureau of Consumer Financial Protection ("Bureau"), with authority and responsibility to set rules and regulations for most consumer protection laws applicable to all banks - both large and small. Oversight of Federal consumer financial protection functions have been transferred to the Bureau. The Bureau has responsibility for mortgage reform and enforcement, as well as broad new powers over consumer financial activities which could impact what consumer financial services would be available and how they are provided. The following consumer protection laws are the designated laws that fall under the Bureau's rulemaking authority: the Alternative Mortgage Transactions Parity Act of 1928, the Consumer Leasing Act of 1976, the Electronic Fund Transfer Act, the Equal Credit Opportunity Act, the Fair Credit Billing Act, the Fair Credit Reporting Act subject to certain exclusions, the Fair Debt Collection Practices Act, the Home Owners Protection Act, certain privacy provisions of the Gramm-Leach-Bliley Act, the Home Mortgage Disclosure Act (HMDA), the Home Ownership and Equity Protection Act of 1994, the Real Estate Settlement Procedures Act (RESPA), the S.A.F.E. Mortgage Licensing Act of 2008 (SAFE Act), and the Truth in Lending Act. Review and revision of current financial regulations in conjunction with added new financial service regulations will heighten the regulatory compliance burden and increase litigation risk for the banking industry.

Many aspects of the Dodd-Frank Act are still subject to rulemaking and will take effect over several years, making it difficult to anticipate the overall financial impact on the Company, its subsidiaries, their respective customers or the financial services industry more generally. The Company is closely monitoring all relevant sections of the Dodd-Frank Act to ensure continued compliance with these regulatory requirements.

The Holding Company Regulation

As a holding company incorporated and doing business within the State of Ohio, the Company is subject to regulation and supervision under the Bank Holding Act of 1956, as amended (the "Act"). The Company is required to file with the Federal Reserve on quarterly basis information pursuant to the Act. The Federal Reserve may conduct examinations or inspections of the Company and Unified.

The Company is required to obtain prior approval from the Federal Reserve for the acquisition of more than five percent of the voting shares or substantially all of the assets of any bank or bank holding company. In addition, the Company is generally prohibited by the Act from acquiring direct or indirect ownership or control of more than five percent of the voting shares of any company which is not a bank or bank holding company and from engaging directly or indirectly in activities other than those of banking, managing or controlling banks or furnishing services to its subsidiaries. The Company may, however, subject to certain prior approval requirements of the Federal Reserve, engage in, or acquire shares of companies engaged in activities which are deemed by the Federal Reserve by order or by regulation to be financial in nature or closely related to banking.

On November 12, 1999, the Gramm-Leach-Bliley Act (the "GLB Act") was enacted into law. The GLB Act made sweeping changes with respect to the permissible financial services which various types of financial institutions may now provide. The Glass-Steagall Act, which had generally prevented banks from affiliation with securities and insurance firms, was repealed. Pursuant to the GLB Act, bank holding companies may elect to become a "financial holding company," provided that all of the depository institution subsidiaries of the bank holding company are "well capitalized" and "well managed" under applicable regulatory standards.

Under the GLB Act, a bank holding company that has elected to become a financial holding company may affiliate with securities firms and insurance companies and engage in other activities that are financial in nature. Activities that are "financial in nature" include securities underwriting, dealing and market-making, sponsoring mutual funds and investment companies, insurance underwriting and agency, merchant banking, and activities that the Federal Reserve has determined to be closely related to banking. No Federal Reserve approval is required for a financial holding company to acquire a company, other than a bank holding company, bank or savings association, engaged in activities that are financial in nature or incidental to activities that are financial in nature, as determined by the Federal Reserve. As with bank holding companies, prior Federal Reserve approval is required before a financial holding company may acquire the beneficial ownership or control of more than five percent of the voting shares, or substantially all of the assets, of a bank holding company, bank or savings association. If any subsidiary bank of a financial holding company ceases to be "well capitalized" or "well managed" under applicable regulatory standards, the Federal Reserve may, among other actions, order the Company to divest the subsidiary bank. Alternatively, the company may elect to conform its activities to those permissible for a bank holding company that is not also a financial holding company. If any subsidiary bank of a financial holding company receives a rating under the Community Reinvestment Act of 1977 of less than satisfactory, the company will be prohibited from engaging in new activities or acquiring companies other than bank holding companies, banks or savings associations. The Company is not a financial holding company and has no current intention of making such an election.

Dividends and Capital Reductions. The Board of Governors of the Federal Reserve has issued Supervisory Guidance and Regulations on the Payment of Dividends, Stock Redemptions, and Stock Repurchases by Bank Holding Companies (the "Policy Statement"). In the Policy Statement, the Federal Reserve stated that it is important for a banking organization's board of directors to ensure that the dividend level is prudent relative to the organization's financial position and is not based on overly optimistic earnings scenarios. As a general matter, the Policy Statement provides that the board of directors of a bank holding company should inform the Federal Reserve and should eliminate, defer, or significantly reduce its dividends if:

- (1) net income available to shareholders for the past four quarters, net of dividends previously paid during that period, is not sufficient to fully fund the dividends;
- (2) the prospective rate of earnings retention is not consistent with the company's capital needs and overall current and prospective financial condition; or
- (3) the company will not meet, or is in danger of not meeting, its minimum regulatory capital adequacy ratios.

Failure to do so could result in a supervisory finding that the organization is operating in an unsafe and unsound manner. Moreover, the Policy Statement requires a bank holding company to inform the Federal Reserve reasonably in advance of declaring or paying a dividend that exceeds earnings for the period (e.g., quarter) for which the dividend is being paid or that could result in a material adverse change to the organization's capital structure. Declaring or paying a dividend in either circumstance could raise supervisory concerns. As described above, Unifed exceeded its minimum capital requirements under applicable guidelines as of December 31, 2018.

Control Acquisitions. The Federal Change in Bank Control Act prohibits a person or group of persons from acquiring "control" of the Company unless the Federal Reserve has been notified and has not objected to the transaction. The acquisition of 10% or more of a class of voting stock of a bank holding company with a class of securities registered under Section 12 of the Exchange Act, such as the Company, is rebuttably presumed to constitute the acquisition of control of the bank holding company. In addition, a company is required to obtain the approval of the Federal Reserve under the Federal Bank Holding Company Act before acquiring 25% (5% in the case of an acquirer that is a bank holding company) or more of any class of outstanding voting stock of a bank holding company, or otherwise obtaining control or a "controlling influence" over that bank holding company.

Liability for Banking Subsidiaries. Under the current Federal Reserve policy, the Company is expected to act as a source of financial and managerial strength to its subsidiary bank and to maintain resources adequate to support the Bank. This support may be required at times when the Company may not have the resources to provide it. In the event of the Company's bankruptcy, any commitment to a U.S. federal bank regulatory agency to maintain the capital of the Bank would be assumed by the bankruptcy trustee and entitled to priority of payment.

Regulation of the Bank

General. Unified is an Ohio-chartered bank that is not a member of the Federal Reserve System. Unified is therefore regulated by the ODFI as well as the FDIC. The regulatory agencies have the authority to regularly examine Unified, which is subject to all applicable rules and regulations promulgated by its supervisory agencies. In addition, the deposits of Unified are insured by the FDIC to the fullest extent permitted by law.

Deposit Insurance. As an FDIC-insured institution, Unified is required to pay deposit insurance premium assessments to the FDIC. The FDIC has adopted a risk-based assessment system under which all insured depository institutions are placed into one of nine categories and assessed insurance premiums based upon their respective levels of capital and results of supervisory evaluations. Institutions classified as well-capitalized (as defined by the FDIC) and considered healthy pay the lowest premium while institutions that are less than adequately capitalized (as defined by the FDIC) and considered of substantial supervisory concern pay the highest premium. Risk classification of all insured institutions is made by the FDIC for each semi-annual assessment period.

The FDIC may terminate the deposit insurance of any insured depository institution if the FDIC determines, after a hearing, that the institution has engaged or is engaging in unsafe or unsound practices, is in an unsafe or unsound condition to continue operations or has violated any applicable law, regulation, order, or any condition imposed in writing by, or written agreement with, the FDIC. The FDIC may also suspend deposit insurance temporarily during the hearing process for a permanent termination of insurance if the institution has no tangible capital. Management of the Company is not aware of any activity or condition that could result in termination of the deposit insurance of Unified.

The Dodd-Frank Act revised the statutory authorities governing the FDIC's management of the DIF. Key requirements from the Dodd-Frank Act resulted in the FDIC's adoption of new rules in February 2011 regarding Assessments, Dividends, Assessment Base, and Large Bank Pricing. The new rules implemented the following changes: (1) redefined the definition of an institution's deposit insurance assessment base from one based on domestic deposits to one based on assets now defined as "average consolidated total assets minus average tangible equity"; (2) changed the assessment rate adjustments to better account for risk based on an institution's funding sources; (3) revised the deposit insurance assessment rate schedule in light of the new assessment base and assessment rate adjustments; (4) implemented Dodd-Frank Act dividend provisions; (5) revised the large insured depository institution assessment system to better differentiate for risk and to take into account losses the FDIC may incur from large institution failures; and (6) provided technical and other changes to the FDIC's assessment rules. Though deposit insurance assessments maintain a risk-based approach, the FDIC imposed a more extensive risk-based assessment system on large insured depository institutions with at least \$10 billion in total assets since they are more complex in nature and could pose greater risk.

Regulatory Capital Requirements Unified is required to maintain minimum levels of capital in accordance with FDIC capital adequacy guidelines. If capital falls below minimum guideline levels, a bank, among other things, may be denied approval to acquire or establish additional branches or organize or acquire other non-bank businesses. The required capital levels and the Bank's's capital position at December 31, 2018 and 2017 are summarized in the table included in Note 11 to the consolidated financial statements.

Beginning in 2015, bank holding companies and banks were required to measure capital adequacy using Basel III accounting. Basel III is a comprehensive set of reform measures, developed by the Basel Committee on Banking Supervision, to strengthen the regulation, supervision and risk management of the banking sector. Implementation of the rules will be overseen by the Federal Reserve, the FDIC and the OCC. Reporting under the new rules began with the March 2015 quarterly regulatory filings.

FDICIA

The Federal Deposit Insurance Corporation Improvement Act of 1991 ("FDICIA"), and the regulations promulgated under FDICIA, among other things, established five capital categories for insured depository institutions-well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized and critically undercapitalized-and requires U.S. federal bank regulatory agencies to implement systems for "prompt corrective action" for insured depository institutions that do not meet minimum capital requirements based on these categories. Unless a bank is well capitalized, it is subject to restrictions on its ability to offer brokered deposits and on certain other aspects of its operations. An undercapitalized bank must develop a capital restoration plan and its parent bank holding company must guarantee the bank's compliance with the plan up to the lesser of 5% of the bank's assets at the time it became undercapitalized and the amount needed to comply with the plan. As of December 31, 2018 the Bank was well capitalized pursuant to these prompt corrective action guidelines.

Dividends. Ohio law prohibits Unified, without the prior approval of the ODFI, from paying dividends in an amount greater than the lesser of its undivided profits or the total of its net income for that year, combined with its retained net income from the preceding two years. The payment of dividends by any financial institution or its holding company is also affected by the requirement to maintain adequate capital pursuant to applicable capital adequacy guidelines and regulations.

Safety and Soundness Standards. The Federal banking agencies have adopted guidelines that establish operational and managerial standards to promote the safety and soundness of federally insured depository institutions. The guidelines set forth standards for internal controls, information systems, internal audit systems, loan documentation, credit underwriting, interest rate exposure, asset growth, compensation, fees and benefits, asset quality and earnings.

In general, the safety and soundness guidelines prescribe the goals to be achieved in each area, and each institution is responsible for establishing its own procedures to achieve those goals. If an institution fails to comply with any of the standards set forth in the guidelines, the institution's primary federal regulator may require the institution to submit a plan for achieving and maintaining compliance. If an institution fails to submit an acceptable compliance plan, or fails in any material respect to implement a compliance plan that has been accepted by its primary federal regulator, the regulator is required to issue an order directing the institution to cure the deficiency. Until the deficiency cited in the regulator's order is cured, the regulator may restrict the institution's rate of growth, require the institution to increase its capital, restrict the rates the institution pays on deposits or require the institution to take any action the regulator deems appropriate under the circumstances. Noncompliance with the standards established by the safety and soundness guidelines may also constitute grounds for other enforcement action by the federal banking regulators, including cease and desist orders and civil money penalty assessments.

Branching Authority. Ohio chartered banks have the authority under Ohio law to establish branches anywhere in the State of Ohio, subject to receipt of all required regulatory approvals. Additionally, in May 1997 Ohio adopted legislation "opting in" to the provisions of Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994 (the "Interstate Act") which allows banks to establish interstate branch networks through acquisitions of other banks, subject to certain conditions, including certain limitations on the aggregate amount of deposits that may be held by the surviving bank and all of its insured depository institution affiliates. Effective with the enactment of The Dodd-Frank Act, the FDI Act and the National Bank Act have been amended to remove the expressly required "opt-in" concept applicable to *de novo* interstate branching and now permits national and insured state banks to engage in *de novo* interstate branching if, under the laws of the state where the new branch is to be established, a state bank chartered in that state would be permitted to establish a branch.

Affiliate Transactions. Various governmental requirements, including Sections 23A and 23B of the Federal Reserve Act, limit borrowings by holding companies and non-bank subsidiaries from affiliated insured depository institutions, and also limit various other transactions between holding companies and their non-bank subsidiaries, on the one hand, and their affiliated insured depository institutions on the other. Section 23A of the Federal Reserve Act also generally requires that an insured depository institution's loan to its non-bank affiliates be secured, and Section 23B of the Federal Reserve Act generally requires that an insured depository institution's transactions with its non-bank affiliates be on arms-length terms.

Depositor Preference. The Federal Deposit Insurance Act provides that, in the event of the "liquidation or other resolution" of an insured depository institution, the claims of depositors of the institution, including the claims of the FDIC as subrogee of insured depositors, and certain claims for administrative expenses of the FDIC as a receiver, will have priority over other general unsecured claims against the institution. If an insured depository institution fails, insured and uninsured depositors, along with the FDIC, will have priority in payment ahead of unsecured, non deposit creditors and shareholders of the institution.

Privacy Provisions of Gramm-Leach-Bliley Act. Under GLB, federal banking regulators adopted rules that limit the ability of banks and other financial institutions to disclose non-public information about consumers to non-affiliated third parties. These limitations require disclosure of privacy policies to consumers and, in some circumstances, allow consumers to prevent disclosure of certain personal information to non-affiliated third parties. The privacy provisions of GLB affect how consumer information is transmitted through diversified financial companies and conveyed to outside vendors.

Anti-Money Laundering Provisions of the USA Patriot Act of 2001. On October 26, 2001, the USA Patriot Act of 2001 (the “Patriot Act”) was signed into law. The Patriot Act is intended to strengthen U.S. law enforcement’s and the intelligence community’s ability to work cohesively to combat terrorism on a variety of fronts. The potential impact of the Patriot Act on financial institutions of all kinds is significant and wide-ranging. The Patriot Act contains sweeping anti-money laundering and financial transparency laws and requires various regulations, including: (a) due diligence requirements for financial institutions that administer, maintain, or manage private bank accounts or correspondent accounts for non-U.S. persons; (b) standards for verifying customer identification at account opening; and (c) rules to promote cooperation among financial institutions, regulators and law enforcement entities in identifying parties that may be involved in terrorism or money laundering.

Fiscal and Monetary Policies. Unified’s business and earnings are affected significantly by the fiscal and monetary policies of the federal government and its agencies. Unified is particularly affected by the policies of the Federal Reserve, which regulates the supply of money and credit in the United States. Among the instruments of monetary policy available to the Federal Reserve are (a) conducting open market operations in United States government securities, (b) changing the discount rates of borrowings of depository institutions, (c) imposing or changing reserve requirements against depository institutions’ deposits, and (d) imposing or changing reserve requirements against certain borrowing by banks and their affiliates. These methods are used in varying degrees and combinations to affect directly the availability of bank loans and deposits, as well as the interest rates charged on loans and paid on deposits. For that reason alone, the policies of the Federal Reserve have a material effect on the earnings of Unified.

Additional and Pending Regulation. Unified is also subject to federal regulation as to such matters as the maintenance of required reserves against deposits, limitations in connection with affiliate transactions, limitations as to the nature and amount of its loans and investments, regulatory approval of any merger or consolidation, issuance or retirement by Unified of its own securities and other aspects of banking operations. In addition, the activities and operations of Unified are subject to a number of additional detailed, complex and sometimes overlapping laws and regulations. These include state usury and consumer credit laws, state laws relating to fiduciaries, the Federal Truth-in-Lending Act and Regulation Z, the Federal Equal Credit Opportunity Act and Regulation B, the Fair Credit Reporting Act, the Truth in Savings Act, the Community Reinvestment Act, anti-redlining legislation and antitrust laws.

Congress regularly considers legislation that may have an impact upon the operation of the Company and Unified. At this time, the Company is unable to predict whether any proposed legislation will be enacted and, therefore, is unable to predict the impact such legislation may have on the operations of the Company.

Employees

The Company itself, as a holding company, has no compensated employees. Unified has 112 full time employees, with 22 of these serving in a management capacity, and 20 part time employees.

Executive Officers

<u>Name</u>	<u>Age</u>	<u>Positions and Offices Held for Past Five Years</u>	<u>Officer Since</u>
Scott A. Everson	52	President and Chief Executive Officer, United Bancorp, Inc. Chairman, President and Chief Executive Officer, Unified Bank	1999
Matthew F. Branstetter	52	Senior Vice President Chief Operating Officer United Bancorp, Inc. Principal Position Chief Operating and Lending Officer Unified Bank	2009
Randall M. Greenwood	56	Senior Vice President and Chief Financial Officer United Bancorp, Inc. Chief Financial Officer, Unified Bank	1997

Industry Segments

United Bancorp and its subsidiary are engaged in one line of business, banking. Item 8 of this 10-K provides financial information for United Bancorp's business.

Statistical Disclosures by Bank Holding Companies

I Distribution of Assets, Liabilities and Stockholders' Equity; Interest Rates and Interest Differential

Refer to Management's Discussion and Analysis "Average Balances, Net Interest Income and Yields Earned and Rates Paid" and "Rate/Volume Analysis on pages 19 and 20 of our 2019 Annual Report filed herewith as Exhibit 13, which is incorporated by reference.

Average Balances, Net Interest Income and Yields Earned and Rates Paid

The following table provides average balance sheet information and reflects the taxable equivalent average yield on interest-earning assets and the average cost of interest-bearing liabilities for the years ended December 31, 2018 and 2017. The yields and costs are calculated by dividing income or expense by the average balance of interest-earning assets or interest-bearing liabilities.

The average balance of available-for-sale securities is computed using the carrying value of securities while the yield for available for sale securities has been computed using the average amortized cost. Average balances are derived from average month-end balances, which include nonaccruing loans in the loan portfolio, net of the allowance for loan losses. Interest income has been adjusted to tax-equivalent basis.

(Dollars In thousands)	2018			2017		
	Average Balance	Interest Income/Expense	Yield/Rate	Average Balance	Interest Income/Expense	Yield/Rate
Assets						
Interest-earning assets						
Loans	\$ 382,164	18,885	4.94%	\$ 356,224	16,827	4.72%
Taxable securities - AFS	45,250	765	1.69	39,586	481	1.22
Tax-exempt securities - AFS	35,424	1,493	4.21	178	11	6.18
Federal funds sold	12,958	197	1.59	13,109	151	1.15
FHLB stock and other	4,179	249	5.91	4,165	209	5.02
Total interest-earning assets	479,975	21,589	4.50	413,262	17,679	4.28
Noninterest-earning assets						
Cash and due from banks	2,000			6,880		
Premises and equipment (net)	11,838			11,849		
Other nonearning assets	20,274			18,688		
Less: allowance for loan losses	(2,085)			(2,282)		
Total noninterest-earning assets	32,027			35,135		
Total assets	512,002			448,397		
Liabilities & stockholders' equity						
Interest-bearing liabilities						
Demand deposits	\$ 183,754	1,433	0.78%	\$ 154,661	495	0.32%
Savings deposits	88,900	54	0.06	81,874	38	0.05
Time deposits	77,558	1,104	1.42	62,744	686	1.09
FHLB advances	14,393	299	2.08	9,911	364	3.67
Federal funds purchased	162	9	5.56	4,296	37	0.86
Trust preferred debentures	4,124	143	3.47	4,124	104	2.52
Repurchase agreements	12,874	136	1.06	13,578	40	0.29
Total interest-bearing liabilities	381,756	3,178	0.83	331,218	1,764	0.53
Noninterest-bearing liabilities						
Demand deposits	80,243			70,272		
Other liabilities	3,102			2,446		
Total noninterest-bearing liabilities	83,345			72,718		
Total liabilities	-			-		
Total stockholders' equity	46,904			44,461		
Total liabilities & stockholders' equity	\$ 512,002			\$ 448,397		
Net interest income		\$ 18,411			\$ 15,915	
Net interest spread			3.67%			3.75%
Net yield on interest-earning assets			3.84%			3.85%

- For purposes of this schedule, nonaccrual loans are included in loans.
- Fees collected on loans are included in interest on loans.

Rate/Volume Analysis

The table below describes the extent to which changes in interest rates and changes in volume of interest-earning assets and interest-bearing liabilities have affected interest income and expense during 2018. For purposes of this table, changes in interest due to volume and rate were determined using the following methods:

- Volume variance results when the change in volume is multiplied by the previous year's rate.
- Rate variance results when the change in rate is multiplied by the previous year's volume.
- Rate/volume variance results when the change in volume is multiplied by the change in rate.

NOTE: The rate/volume variance was allocated to volume variance and rate variance in proportion to the relationship of the absolute dollar amount of the change in each. Non accrual loans are ignored for purposes of the calculations due to the nominal amount of the loans.

(In thousands)	2018 Compared to 2017 Increase/(Decrease)		
	Total Change	Change Due To Volume	Change Due To Rate
Interest and dividend income			
Loans	\$ 2,058	1,260	798
Taxable securities available for sale	285	76	209
Tax-exempt securities available for sale	1,482	1,487	(5)
Federal funds sold	46	(9)	55
FHLB stock and other	38	1	37
Total interest and dividend income	3,909	2,875	1,094
Interest expense			
Demand deposits	939	94	840
Savings deposits	16	3	13
Time deposits	418	215	203
FHLB advances	(355)	(479)	124
Federal funds purchased	262	164	98
Trust Preferred debentures	39	—	39
Repurchase agreements	96	(2)	98
Total interest expense	1,415	(5)	1,420
Net interest income	\$ 2,494	2,820	(326)

II Investment Portfolio

A The following table sets forth the carrying amount of securities at December 31, 2019, 2018 and 2017.

	December 31,		
	2019	2018	2017
	(In thousands)		
Available for sale (at fair value)			
U. S. government agencies	\$ 39,528	\$ 44,750	\$ 44,959
State and municipal obligations	144,725	79,241	—
Subordinated notes	4,532	—	—
Total securities available for sale	\$ 188,785	\$ 123,991	\$ 44,959

B Contractual maturities of securities at year-end 2019 were as follows:

	Amortized Cost	Estimated Fair Value	Average Tax Equivalent Yield
	(dollars in thousands)		
Available for Sale			
US government agencies			
Under 1 Year	6,000	5,995	1.99%
1 – 5 Years	34,000	33,533	2.40%
5-10 Years	—	—	—
Over 10 Years	—	—	—
State and municipal obligations			
Under 1 Year	—	—	—
1 – 5 Years	—	—	—
5-10 Years	—	—	—
Over 10 Years	135,897	144,725	4.03%
Subordinated Debt			
Under 1 Year	—	—	—
1 – 5 Years	4,500	4,532	4.78%
5-10 Years	—	—	—
Over 10 Years	—	—	—
Total securities available for sale	\$ 180,397	\$ 188,785	3.67%

C Excluding holdings of U.S. Government agency obligations, there were no investments in securities of any one issuer exceeding 10% of the Company's consolidated shareholders' equity at December 31, 2019.

III Loan Portfolio

A Types of Loans

The amounts of gross loans outstanding at December 31, 2019, 2018, 2017, 2016, and 2015 are shown in the following table according to types of loans:

	2019	2018	December 31, 2017	2016	2015
			(In thousands)		
Commercial loans	\$ 99,995	\$ 93,690	\$ 81,327	\$ 74,514	\$ 67,247
Commercial real estate loans	254,651	223,462	198,936	191,686	163,459
Residential real estate loans	77,205	78,767	75,853	76,154	81,498
Installment loans	9,697	13,765	12,473	14,367	17,459
Total loans	<u>\$ 441,548</u>	<u>\$ 409,684</u>	<u>\$ 368,589</u>	<u>\$ 356,721</u>	<u>\$ 329,663</u>

Construction loans were not significant at any date indicated above.

B Maturities and Sensitivities of Loans to Changes in Interest Rates

The following is a schedule of commercial and commercial real estate loans at December 31, 2019 maturing within the various time frames indicated:

	One Year or Less	One Through Five Years	After Five Years	Total
			(In thousands)	
Commercial loans	\$ 7,291	\$ 55,158	\$ 37,546	\$ 99,995
Commercial real estate loans	8,875	22,141	223,635	254,651
Total	<u>\$ 16,166</u>	<u>\$ 77,299</u>	<u>\$ 261,181</u>	<u>\$ 354,646</u>

The following is a schedule of fixed-rate and variable-rate commercial and commercial real estate loans at December 31, 2019 due to mature after one year:

	Fixed Rate	Variable Rate	Total > One Year
			(In thousands)
Commercial loans	\$ 51,337	\$ 41,367	\$ 92,704
Commercial real estate loans	17,853	227,923	245,776
Total	<u>\$ 69,190</u>	<u>\$ 269,290</u>	<u>\$ 338,480</u>

Variable rate loans are those loans with floating or adjustable interest rates.

C Risk Elements

1. Nonaccrual, Past Due, Restructured and Impaired Loans

The following schedule summarizes nonaccrual loans, accruing loans which are contractually 90 days or more past due, impaired loans and newly classified troubled debt restructurings at December 31, 2019, 2018, 2017, 2016 and 2015:

	2019	2018	December 31, 2017	2016	2015
			(In thousands)		
Nonaccrual basis	\$ 1,452	\$ 1,245	\$ 1,395	\$ 1,361	\$ 1,044
Accruing loans 90 days or greater past due	226	155	—	236	132
Total impaired loans	1,036	960	1,008	4,652	1,410
Impaired loan with related allowance for unconfirmed losses	—	400	410	693	822
Impaired loan without related allowance for unconfirmed losses	1,036	560	598	3,959	588
Troubled debt restructurings	83	—	228	133	102

The additional amount of interest income that would have been recorded on nonaccrual loans, had they been current, totaled approximately \$68,000 for the year ended December 31, 2018. Interest income that was recorded for the year on nonaccrual loans, totaled \$59,000 for the year ended December 31, 2018.

The Company's policy is to generally not allow loans greater than 90 days past due to accrue interest unless the loan is both well secured and in the process of collection. Interest income is not reported when full loan repayment is doubtful, typically when the loan is impaired. Payments received on such loans are reported as principal reductions.

2. Potential Problem Loans

The Company had no potential problem loans as of December 31, 2019 which have not been disclosed in Table C 1., but where known information about possible credit problems of borrowers causes management to have serious doubts as to the ability of such borrowers to comply with the present loan repayment terms and which may result in disclosure of such loans into one of the problem loan categories.

IV Summary of Loan Loss Experience

The allowance for loan losses is a valuation allowance for probable incurred credit losses, increased by the provision for loan losses and decreased by charge-offs less recoveries. Management estimates the allowance balance required based on past loan loss experience, the nature and volume of the portfolio, information about specific borrower situations and estimated collateral values, economic conditions and other factors. Allocations of the allowance may be made for specific loans, but the entire allowance is available for any loan that, in management's judgment, should be charged-off. Loan losses are charged against the allowance when management believes the uncollectibility of a loan balance is confirmed. The Company accounts for impaired loans in accordance with ASC 310-10-35-16, "Accounting by Creditors for Impairment of a Loan." ASC 310-10-35-16 requires that impaired loans be measured based upon the present value of expected future cash flows discounted at the loan's effective interest rate or, as an alternative, at the loan's observable market price or fair value of the collateral. A loan is defined under ASC 310-10-35-16 as impaired when, based on current information and events, it is probable that a creditor will be unable to collect all amounts due according to the contractual terms of the loan agreement. In applying the provisions of ASC 310-10-35-16, the Company considers its investment in one-to-four family residential loans and consumer installment loans to be homogenous and therefore excluded from separate identification for evaluation of impairment. With respect to the Company's investment in nonresidential and multi-family residential real estate loans, and its evaluation of impairment thereof, such loans are generally collateral dependent and, as a result, are carried as a practical expedient at the fair value of the collateral.

Collateral dependent loans which are more than ninety days delinquent are considered to constitute more than a minimum delay in repayment and are evaluated for impairment under ASC 310-10-35-16 at that time.

For additional explanation of factors which influence management's judgment in determining amounts charged to expense, refer to pages 13-15 of the "Management's Discussion and Analysis" and Notes to Consolidated Financial Statements set forth in our 2018 Annual Report, which is incorporated herein by reference.

A Analysis of the Allowance for Loan Losses

The following schedule presents an analysis of the allowance for loan losses, average loan data and related ratios for the years ended December 31, 2019, 2018, 2017, 2016 and 2015:

	2019	2018	2017	2016	2015
	(In thousands)				
Loans					
Gross loans outstanding	\$ 441,548	\$ 409,684	\$ 368,589	\$ 356,721	\$ 329,663
Average loans outstanding	\$ 420,487	\$ 382,164	\$ 356,224	\$ 343,243	\$ 318,337
Allowance for Loan Losses					
Balance at beginning of year	\$ 2,043	\$ 2,122	\$ 2,341	\$ 2,437	\$ 2,400
Loan charge-offs:					
Commercial	18	—	49	2	117
Commercial real estate	431	—	81	108	152
Residential real estate	141	208	78	143	42
Installment	180	241	230	417	400
Total loan charge-offs	770	449	438	670	711
Loan recoveries					
Commercial	1	3	52	78	27
Commercial real estate	—	2	2	102	15
Residential real estate	14	4	20	22	42
Installment	35	64	45	71	111
Total loan recoveries	50	73	119	273	195
Net loan charge-offs	720	376	319	397	516
Provision for loan losses	908	297	100	301	553
Balance at end of year	\$ 2,231	\$ 2,043	\$ 2,122	\$ 2,341	\$ 2,437
Ratio of net charge-offs to average loans outstanding for the year	0.17%	0.10%	0.09%	0.12%	0.16%

B Allocation of the Allowance for Loan Losses

The following table allocates the allowance for loan losses at December 31, 2019, 2018, 2017, 2016 and 2015. Management adjusts the allowance periodically to account for changes in national trends and economic conditions in the Bank's service areas. The allowance has been allocated according to the amount deemed to be reasonably necessary to provide for the probability of losses being incurred within the following categories of loans at the dates indicated:

Loan type	2019		2018		2017		2016		2015	
	Allowance Amount	% of Loans to Total Loans	Allowance Amount	% of Loans to Total Loans	Allowance Amount	% of Loans to Total Loans	Allowance Amount	% of Loans to Total Loans	Allowance Amount	% of Loans to Total Loans
	(In thousands)									
Commercial	\$ 568	22.65%	\$ 389	22.87%	\$ 537	22.06%	\$ 495	20.89%	\$ 184	20.40%
Commercial real estate	792	57.67%	672	54.54%	843	53.97%	804	53.73%	597	49.58%
Residential real estate	572	17.49%	519	19.23%	436	20.58%	591	21.35%	170	24.72%
Installment	299	2.19%	463	3.36%	218	3.39%	107	4.03%	113	5.30%
General	—	N/A	—	N/A	88	N/A	344	N/A	1,373	N/A
Total	\$ 2,231	100.00%	\$ 2,043	100.00%	\$ 2,122	100.00%	\$ 2,431	100.00%	\$ 2,437	100.00%

V Deposits

A Schedule of Average Deposit Amounts and Rates

Refer to Section I of this “Statistical Disclosures by Bank Holding Companies” section and to Management’s Discussion and Analysis “Average Balances, Net Interest Income and Yields Earned and Rates Paid” on page 19 of our 2019 Annual Report filed herewith as Exhibit 13, which is incorporated by reference.

B Maturity analysis of time deposits greater than \$250,000.

At December 31, 2019, the time to remaining maturity for time deposits in excess of \$250,000 was:

	2019
	(In thousands)
Three months or less	\$ 2,011
Over three through six months	2,174
Over six through twelve months	4,506
Over twelve months	5,296
	<hr/>
Total	\$ 13,987

VI Return on Equity and Assets

Our dividend payout ratio and equity to assets ratio were as follows:

	December 31,		
	2019	2018	2017
Dividend Payout Ratio	45.80%	63.41%	63.89%
Equity to Assets	8.74%	8.53%	9.56%
Return on Average Assets	1.07%	0.84%	0.79%
Return on Average Equity	12.52%	8.03%	8.03%

VII Short-Term Borrowings

Information concerning securities sold under agreements to repurchase is summarized as follows:

	2019	2018	2017
	(Dollars in thousands)		
Balance at December 31,	\$ 6,915	\$ 8,068	\$ 10,022
Weighted average interest rate at December 31	0.01%	1.06%	0.28%
Average daily balance during the year	\$ 9,699	\$ 12,874	\$ 13,578
Average interest rate during the year	0.01%	1.13%	0.28%
Maximum month-end balance during the year	\$ 13,441	\$ 16,161	\$ 17,033

Securities sold under agreements to repurchase are financing arrangements whereby the Company sells securities and agrees to repurchase the identical securities at the maturities of the agreements at specified prices.

No other individual component of borrowed funds with the exception of borrowings from the Federal Home Loan Bank comprised more than 30% of shareholders' equity and accordingly is not disclosed in detail.

Supplemental Item - Executive Officers of the Registrant

Pursuant to General Instruction G(3) of Form 10-K, the following information on the executive officers of the Company is included as an additional item in Part I:

<u>Name</u>	<u>Age</u>	<u>Executive Officers Positions held with Company;</u>	
		<u>Business Experience</u>	
Scott Everson	52	President and Chief Executive Officer	
Matthew F. Branstetter	52	Senior Vice President – Chief Operating Officer	
Randall M. Greenwood	56	Senior Vice President, Chief Financial Officer & Treasurer	
Lisa A. Basinger	59	Corporate Secretary	

Each individual has held the position noted during the past five years.

Each of these Executive Officers is appointed annually by the Company's board of directors and is serving at-will in their current positions.

Item 1A. Risk Factors

Smaller Reporting Companies are not required to provide this disclosure.

Item 1B. Unresolved Staff Comments

None.

Item 2 Properties

The Company owns and operates its Main Office and stand alone operations center in Martins Ferry, Ohio and the following offices:

<u>Branch Office Location</u>	<u>Owned or Leased</u>	<u>Location</u>	<u>Owned or Leased</u>
Bridgeport, Ohio	Owned	Sherrodsville, Ohio	Owned
Colerain, Ohio	Owned	Glouster, Ohio	Owned
Jewett, Ohio	Owned	Amesville, Ohio	Owned
St. Clairsville, Ohio	Owned	Nelsonville, Ohio	Owned
Dover, Ohio	Owned	Lancaster, Ohio	Owned
Dellroy, Ohio	Owned	Lancaster, Ohio	Owned
New Philadelphia, Ohio	Owned	Powhatan, Ohio	Owned
Strasburg, Ohio	Owned		
Tiltonsville, Ohio	Owned		
Dillonvale, Ohio	Leased		
St. Clairsville, Ohio	Owned		
Loan Production Office			
Location	Owned or Leased		
Wheeling, West Virginia	Leased		

Management believes the properties described above to be in good operating condition for the purpose for which they are used. The properties are unencumbered by any mortgage or security interest and are, in management's opinion, adequately insured.

Item 3 Legal Proceedings

There are no material legal proceedings, other than ordinary routine litigation incidental to its business, to which the Company or its subsidiary is a party or to which any of its property is subject.

Item 4 Mine Safety Disclosures

Not applicable.

PART II**Item 5 Market for Registrant's Common Equity, Related Shareholder Matters and Issuer Purchases of Equity Securities**

Refer to Page 9, "Shareholder Information" of the 2019 Annual Report To Shareholders filed herewith as Exhibit 13 and refer to Page 31, Note 1 of the Notes to the Consolidated Financial Statements of the Company in the 2019 Annual Report To Shareholders for common stock trading ranges, cash dividends declared and information relating to dividend restrictions, which information is incorporated herein by reference. Additional disclosure regarding dividend restrictions is also included under Part I, Item 1 of this 10-K in the section captioned "Supervision and Regulation."

ISSUER PURCHASES OF EQUITY SECURITIES

<i>Period</i>	(a) Total Number of Shares (or Units) Purchased	(b) Average Price Paid per Share (or Unit)	(c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
Month #1 10/1/2019 to 10/31/2019	4,292(1)	\$ 11.93	-	-
Month #2 11/1/2019 to 11/30/2019	-	-	-	-
Month #3 12/1/2019 to 12/31/2019	-	-	-	-
Total	4,292(1)	\$ 11.93	-	-

- (1) All of these shares were purchased by the Company on the open market to fund acquisitions under the Company's Directors and Officers Deferred Compensation Plan..

Unregistered Sales of Equity Securities and Use of Proceeds

The Company adopted the United Bancorp, Inc. Affiliate Banks Directors and Officers Deferred Compensation Plan (the "Plan"), which is an unfunded deferred compensation plan. Amounts deferred pursuant to the Plan remain unrestricted assets of the Company, and the right to participate in the Plan is limited to members of the Board of Directors and Company officers. Under the Plan, directors or other eligible participants may defer fees and up to 50% of their annual cash incentive award payable to them by the Company, which are used to acquire common shares which are credited to a participant's respective account. Except in the event of certain emergencies, no distributions are to be made from any account as long as the participant continues to be an employee or member of the Board of Directors. Upon termination of service, the aggregate number of shares credited to the participant's account are distributed to him or her along with any cash proceeds credited to the account which have not yet been invested in the Company's stock. During the quarter ended December 31, 2019, the Plan purchased 4,792 shares at an average cost of \$11.93, which were allocated to participant accounts. All purchases under the Plan are funded with either earned director fees or officer incentive award payments. No underwriting fees, discounts, or commissions are paid in connection with the Plan. The shares allocated to participant accounts under the Plan have not been registered under the Securities Act of 1933 in reliance upon the exemption provided by Section 4(a)(2) thereof.

Item 6 Selected Consolidated Financial Data

Not Applicable

Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations

Refer to Pages 10-22, "Management's Discussion and Analysis" of the 2019 Annual Report To Shareholders filed herewith as Exhibit 13, which section is incorporated herein by reference.

Critical Accounting Policy

The consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America and follow general practices within the financial services industry. The application of these principles requires management to make certain estimates, assumptions and judgements that affect the amounts reported in the financial statements and footnotes. These estimates, assumptions and judgements are based on information available as of the date of the financial statements, and as this information changes, the financial statements could reflect different estimates, assumptions, and judgements.

The procedures for assessing the adequacy of the allowance for loan losses reflect our evaluations of credit risk after careful consideration of all information available to management. In developing this assessment, management must rely on estimates and exercise judgement regarding matters where the ultimate outcome is unknown such as economic factors, development affecting companies in specific industries and issues with respect to single borrowers. Depending on changes in circumstances, future assessments of credit risk may yield materially different results, which may require an increase or a decrease in the allowance for loan losses.

The allowance is regularly reviewed by management to determine whether the amount is considered adequate to absorb probable losses. This evaluation includes specific loss estimates on certain individually reviewed loans, statistical losses, estimates for loan pools that are based on historical loss experience, and general loss estimates that are based on the size, quality and concentration characteristics of the various loan portfolios, adverse situations that may affect a borrower's ability to repay, and current economic and industry conditions. Also considered as part of that judgement is a review of the Bank's trends in delinquencies and loan losses, and economic factors.

The allowance for loan losses is maintained at a level believed adequate by management to absorb probable losses inherent in the loan portfolio. Management's evaluation of the adequacy of the allowance is an estimate based on management's current judgement about the credit quality of the loan portfolio. While the Company strives to reflect all known risk factors in its evaluation, judgement errors may occur.

Item 7A Quantitative and Qualitative Disclosures About Market Risk

Smaller Reporting Companies are not required to provide this disclosure.

Item 8 Financial Statements and Supplementary Data

Refer to the Report of the Company's Independent Registered Public Accounting Firm and the related audited financial statements and notes thereto contained in the 2019 Annual Report To Shareholders filed herewith as Exhibit 13, which items are incorporated herein by reference.

Item 9 Changes In and Disagreements with Accountants

Not applicable.

Item 9A Controls and Procedures

The Company, under the supervision, and with the participation, of its management and its outsourced internal audit firm Greenestock Consulting LLC, including the Company's principal executive and principal financial officers, evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures as of December 31, 2019, pursuant to the requirements of Exchange Act Rule 13a-15. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of December 31, 2019, in timely alerting them to material information relating to the Company (including its consolidated subsidiaries) required to be included in the Company's periodic SEC filings.

Management is responsible for establishing and maintaining adequate internal control over financial reporting for the Company. Under the supervision and with the participation of management, including our principal executive and principal financial officers, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission, as required by paragraph (c) of Exchange Act Rule 13a-15. Based on the evaluation under *Internal Control – Integrated Framework*, management concluded that the Company's internal control over financial reporting was effective as of December 31, 2019. This annual report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's independent registered public accounting firm.

There was no change in the Company's internal control over financial reporting that occurred during the Company's fiscal quarter ended December 31, 2019 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Item 9B Other Information

None.

PART III

Item 10 Directors and Executive Officers of the Registrant

Information concerning executive officers of the Company is set forth in Part I, "Supplemental Item – Executive Officers of Registrant." Other information responding to this Item 10 is included in the Registrant's Proxy Statement for the 2019 Annual Meeting of Shareholders and is incorporated by reference under the captions "Proposal 1 – Election of Directors," "Corporate Governance and Committees of the Board" and "Delinquent Section 16(a) Reports". Information concerning the designation of the Audit Committee and the Audit Committee Financial Expert is included in the Registrant's Proxy Statement for the 2020 Annual Meeting of Shareholders under the caption "Corporate Governance and Committees of the Board – Audit Committee", and is incorporated herein by reference.

The Company's Board of Directors has adopted a Code of Ethics that applies to its Principal Executive, Principal Financial, and Principal Accounting Officers. A copy of the Company's Code of Ethics is posted and can be viewed on the Company's internet web site at <http://www.unitedbancorp.com>. In the event the Company amends or waives any provision of its Code of Ethics which applies to its Principal Executive, Principal Financial, or Principal Accounting Officers, and which relates to any element of the code of ethics definition set forth in Item 406(b) of Regulation S-K, the Company shall post a description of the nature of such amendment or waiver on its internet web site. With respect to a waiver of any relevant provision of the code of ethics, the Company shall also post the name of the person to whom the waiver was granted and the date of the waiver grant.

Item 11 Executive Compensation

The information required by this item is incorporated by reference from the section of the Registrant's Proxy Statement for the 2020 Annual Meeting of Shareholders captioned "Executive Compensation and Other Information".

Item 12 Security Ownership of Certain Beneficial Owners and Management and Related Stock Holder Matters

The information contained in the Registrant's Proxy Statement for the 2020 Annual Meeting of Shareholders under the caption "Ownership of Voting Shares" is incorporated herein by reference.

The following table is a disclosure of securities authorized for issuance under equity compensation plans:

Equity Compensation Plan Information December 31, 2019

	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders	237,500	\$ 11.15	447,500
Equity compensation plans not approved by security holders			
Total	237,500	\$ 11.15	447,500

Item 13 Certain Relationships and Related Transactions

The information required by this item is incorporated herein by reference to the sections in the Registrant's Proxy Statement for the 2020 Annual Meeting of Shareholders captioned "Director Independence and Related Party Transactions."

Item 14 Principal Accountant Fees and Services

The information required by this item is incorporated by reference from the section under the caption "Principal Accounting Firm Fees" of the Registrant's Proxy Statement for the 2020 Annual Meeting of Shareholders.

PART IV

Item 15 Exhibits and Financial Statement/Schedules

Financial Statements

The following Consolidated Financial Statements and related Notes to Consolidated Financial Statements, together with the report of the Independent Registered Public Accounting Firm, appear on pages 25 through 85 of the United Bancorp, Inc. 2019 Annual Report and are incorporated herein by reference.

Consolidated Balance Sheets
December 31, 2019 and 2018

Consolidated Statements of Income
Years Ended December 31, 2019 and 2018

Consolidated Statements of Comprehensive Income
Years Ended December 31, 2019 and 2018

Consolidated Statements of Stockholders' Equity
Years Ended December 31, 2019 and 2018

Consolidated Statements of Cash Flows
Years Ended December 31, 2019 and 2018

Notes to Consolidated Financial Statements
December 31, 2019 and 2018

Report of Independent Registered Public Accounting Firm

Exhibits

Exhibit Number	Exhibit Description
3.1	Amended Articles of Incorporation (1)
3.2	Amended and Restated Code of Regulations (2)
4	Description of Registrant's Common Stock
4.2	Forms of 6.00% Fixed to Floating Rate Subordinated Note due May 15, 2029 (11)
10.1	Randall M. Greenwood Change in Control agreement (3)
10.2	Scott A. Everson Change in Control Agreement (3)
10.3	Matthew F. Branstetter Change in Control Agreement (3)
10.4	United Bancorp, Inc. Stock Option Plan (4)
10.5	United Bancorp, Inc. and Subsidiaries Director Supplemental Life Insurance Plan, covering Messrs. Glessner, Hoopingarner, Jones, McGehee, and Riesbeck. (5)
10.6	United Bancorp, Inc. and Subsidiaries Senior Executive Supplemental Life Insurance Plan, covering, Scott A. Everson, Matthew Branstetter and Randall M. Greenwood. (3)
10.7	Amended and Restated United Bancorp, Inc. and United Bancorp, Inc. Affiliate Banks Directors and Officers Deferred Compensation Plan. (9)
10.8	Amended and Restated Trust Agreement among United Bancorp, Inc. as Depository, Wilmington Trust Company, as Property Trustee, Wilmington Trust Company, as Delaware Trustee, and Administrative Trustees, dated as of November 17, 2005. (6)

<u>10.9</u>	<u>Junior Subordinated Indenture between United Bancorp, Inc. and Wilmington Trust Company, as Trustee, dated as of November 17, 2005. (6)</u>
<u>10.10</u>	<u>Guaranty Agreement between United Bancorp, Inc., as Guarantor, and Wilmington Trust Company, as Guarantee Trustee, dated as of November 17, 2005. (6)</u>
<u>10.11</u>	<u>United Bancorp, Inc. 2008 Stock Incentive Plan (8)</u>
<u>10.12</u>	<u>United Bancorp, Inc. 2018 Stock Incentive Plan (10)</u>
<u>10.13</u>	<u>Form of Subordinated Note Purchase Agreement, dated May 14, 2019, by and among United Bancorp, Inc. and the Purchasers (12)</u>
<u>13</u>	<u>2019 Annual Report</u>
<u>21</u>	<u>Subsidiaries of the Registrant (5)</u>
<u>23.1</u>	<u>Consent of BKD, LLP</u>
<u>31.1</u>	<u>Rule 13a-14(a) Certification – CEO</u>
<u>31.2</u>	<u>Rule 13a-14(a) Certification – CFO</u>
<u>32.1</u>	<u>Section 1350 Certification – CEO</u>
<u>32.2</u>	<u>Section 1350 Certification – CFO</u>
101	The following materials from United Bancorp, Inc. on Form 10-K for the year ended December 31, 2019, formatted in XBRL (Extensible Business Reporting Language): (i) the Consolidated Balance Sheets; (ii) the Consolidated Statements of Income and Comprehensive Income; (iii) the Consolidated Statements of Cash Flows and (iv) Notes to Consolidated Financial Statements, tagged as blocks of text.
(1)	Incorporated by reference to Appendix B to the registrant’s Definitive Proxy Statement filed with the Securities and Exchange Commission on March 14, 2001.
(2)	Incorporated by reference to Exhibit 3.2 to the registrant’s Current Report on Form 8-K filed with the Securities and Exchange Commission on November 18, 2016
(3)	Incorporated by reference to the registrant’s 10-K filed with the Securities and Exchange Commission on March 27, 2003.
(4)	Incorporated by reference to Exhibit A to the registrant’s Definitive Proxy Statement filed with the Securities and Exchange Commission on March 11, 1996.
(5)	Incorporated by reference to the registrant’s 10-K filed with the Securities and Exchange Commission on March 29, 2004.
(6)	Incorporated by reference to the registrant’s 10-K filed with the Securities and Exchanges Commission on March 30, 2006.
(7)	Incorporated by reference to the registrant’s 8-K filed with the Securities and Exchange Commission on September 24, 2008.
(8)	Incorporated by reference to the registrant’s 8-K filed with the Securities and Exchange Commission on April 22, 2008.
(9)	Incorporated by reference to Exhibit 10.10 to the registrant’s Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 19, 2014

- (10) Incorporated by reference to Exhibit 10.1 to the registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 14, 2018
 - (11) Incorporated by reference to Exhibit 4.1 to the registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 14, 2019.
 - (12) Incorporated by reference to Exhibit 10.1 to the registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 14, 2019.
-

United Bancorp Inc.
Signatures

Pursuant to the requirements of Section 13 or 15(d) 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.

(Registrant) United Bancorp, Inc.

By: /s/Scott A. Everson March 20, 2020
Scott A. Everson, President & Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/Scott A. Everson March 20, 2020
Scott A. Everson, President & Chief Executive Officer

By: /s/Randall M. Greenwood March 20, 2020
Randall M. Greenwood, Senior Vice President & CFO

By: /s/Gary W. Glessner March 20, 2020
Gary W. Glessner, Director

By: /s/John M. Hoopingarner March 20, 2020
John M. Hoopingarner, Director

By: /s/Carl A. Novak March 20, 2020
Carl A. Novak, Director

By: /s/Richard L. Riesbeck March 20, 2020
Richard L. Riesbeck, Director

DESCRIPTION OF REGISTRANT'S SECURITIES

The common shares of United Bancorp are registered with the Securities and Exchange Commission under Section 12(b) of the Securities Exchange Act of 1934. Set forth below is a summary of the rights of common shareholders under the United Bancorp Articles of Incorporation ("Articles") and Code of Regulations ("Code"), as well as under certain provisions of the Ohio Revised Code. The summary set forth below is not intended to provide a comprehensive discussion of the Company's governing documents and is qualified in its entirety by reference to the full text of the United Bancorp Articles and Code.

Authorized Stock
<ul style="list-style-type: none"> The United Bancorp Articles authorize 12,000,000 shares of capital stock, consisting of 10,000,000 shares of common stock, \$1.00 par value, and 2,000,000 shares of preferred stock, no par value. Shareholders do not have the preemptive right to subscribe to additional shares of common stock when issued by United Bancorp.
Voting Rights
<ul style="list-style-type: none"> Shareholders are entitled to one vote per share. Unless otherwise provided in the Ohio General Corporation Law, Code or the Articles, the affirmative vote of a majority of the voting power of United Bancorp is sufficient to pass on any matter before the shareholders. Holders of common shares may not cumulate their votes for the election of directors. Directors are elected by a plurality of the votes cast by the holders of Common Stock entitled to vote in the election.
Quorum
<ul style="list-style-type: none"> A majority of the outstanding shares of United Bancorp stock entitled to vote in an election of directors, represented in person or by proxy, constitutes a quorum for the transaction of business at a shareholder meeting.
Director Nominations
<ul style="list-style-type: none"> United Bancorp shareholders generally must submit director nominations not less than 40 days nor more than 60 days prior to the United Bancorp shareholders' meeting.
Size of Board of Directors
<ul style="list-style-type: none"> The Code of Regulations provides that the number of directors, to be fixed by shareholder resolution, shall not be less than 4 nor more than 25, the exact number to be determined from time to time by the majority vote of the directors then in office. The board is not divided into classes. The current board of directors consists of five directors, who are elected annually.
Director Removal
<ul style="list-style-type: none"> The Code provides that a director may be removed only for cause and only by the affirmative vote of 75% of the votes eligible to be cast by shareholders.

Required Vote for Business Combinations

- If a “business combination” involving a “interested shareholder” does not receive approval of the directors who are unaffiliated with such interested shareholder, at least 80% of the outstanding shares entitled to vote thereon. With the approval of the directors who are unaffiliated with the interested shareholders, the business combination must be approved by a majority of the outstanding shares entitled to vote thereon.
- In addition to the foregoing voting and approval requirement, if a business combination does not receive the approval of either (i) the directors who are unaffiliated with such interested shareholder or (ii) “independent shareholders” owning not less than 66 2/3% of the of the outstanding shares entitled to vote thereon, then all independent shareholders must receive consideration in connection with the business combination that satisfies the “fair price” provisions contained in the Articles.
- The term “interested shareholder” is defined to include any individual, corporation, partnership, trust or other entity which owns beneficially or controls, directly or indirectly, 10% or more of the outstanding shares of United Bancorp common stock.
- The term “independent shareholder” is defined to include any shareholder of United Bancorp other than the interested shareholder engaged in or proposing the business combination.
- A “business combination” is defined to include:
 - o any merger or consolidation of United Bancorp with an interested shareholder, regardless of which is the surviving entity;
 - o any sale, lease, exchange, mortgage, transfer, or other disposition to or from an interested shareholder involving assets having an aggregate value of 20% or more of United Bancorp’s total shareholder’s equity;
 - o the issuance of any securities of United Bancorp or its subsidiaries to a an interested shareholder;
 - o the acquisition by United Bancorp or its subsidiaries of any securities of the interested shareholder;
 - o the adoption of any plan for the liquidation or dissolution of United Bancorp proposed by or on behalf of an interested shareholder;
 - o any reclassification of the United Bancorp common stock, or any recapitalization involving the common stock of United Bancorp if the effect is to increase the relative voting power of the interested shareholder; and
 - o any agreement, contract or other arrangement providing for any of the above transactions.

Special Meetings

- Special meetings of shareholders may be called by (i) the president; or (ii) the board of directors; or (iii) the holders of a majority of all outstanding shares of United Bancorp common stock.

Notice of Shareholder Meetings

- Written notice of a shareholder meeting must be mailed to shareholders of record entitled to vote at such meeting at least 7 days, but no more than 60 days, before the date fixed for the meeting

Action by Shareholders Without a Meeting

- Any action required to be taken at an annual or special meeting of shareholders may alternatively be taken without a meeting by a signed written consent by all shareholders entitled to vote.

Amendment of the Code of Regulations

- The Code of Regulations may be amended or repealed: (i) by the vote of the holders of not less than a majority of United Bancorp shares entitled to vote on the matter, or (ii) by the board of directors where the Ohio General Corporation Law has not reserved the authority over such amendment to the shareholders. Amendments to specified sections of the Code, including sections governing director removal and the election by United Bancorp regarding the coverage of the Ohio Control Share Acquisition statute discussed more thoroughly below, require the affirmative vote of holders of at least 80% of the of the outstanding shares entitled to vote thereon, unless such amendment has received the recommendation of at least two-thirds of the members of the of the board of directors

Amendment of the Articles of Incorporation

- The Articles may be amended or repealed upon approval by the affirmative vote of a majority of the voting power of United Bancorp, except for certain specified provisions.
- Any amendment to the Articles that would be inconsistent with, or have the effect of altering or repealing any the following provisions contained in the Code shall require the same affirmative vote needed to amend the applicable sections of the Code:
 - o Number, election, term and removal of directors;
 - o The election made by United Bancorp regarding the application to it of the Ohio Control Share Acquisition statute; and
 - o Requirements amending the Code.

In addition, any amendment or alteration to the article governing supermajority voting and fair price provisions in connection with certain business combinations must either be: (i) recommended by the continuing directors and approved by a majority of the outstanding shares entitled to vote on such proposal; or (ii) approved by at least 80% of the outstanding voting shares of United Bancorp and 66 2/3% of the outstanding voting shares held by independent shareholders.

Conversion, redemption and sinking fund rights; shares nonassessable

- Upon receipt of consideration by United Bancorp, as fixed by its board, each common share issued is then fully paid and nonassessable. There are no conversion terms, sinking fund provisions or redemption rights associated with the shares. When authorized by the board of directors, without any action or approval of shareholders required, United Bancorp may from time repurchase shares of its common stock, either in the open market or in privately negotiated transactions, for such mutually agreed upon terms, prices and conditions as the directors shall deem appropriate.

Payment of dividends

- The holders of United Bancorp common shares, are entitled to the payment of dividends when, as and if the board may in its discretion periodically declare, which dividends may be paid out of funds legally available for dividends and distributions under applicable laws and regulations.
- In the event of any liquidation, dissolution or winding up of United Bancorp, any remaining assets, after the payment of all debts and necessary expenses, will be distributed among the holders of the common shares pro rata in accordance with their respective holdings.

The following section describes anti-takeover statues and other shareholder protections provided by Ohio law. Such protections apply to the shareholders of eligible corporations unless such corporation's Articles or Code provide otherwise.

Ohio Control Share Acquisition Statute

The Ohio Revised Code provides in Section 1701.831 that specified notice and informational filings and special shareholder meetings and voting procedures must occur before consummation of a proposed “control share acquisition.” A control share acquisition is defined as any acquisition, directly or indirectly, of an issuer’s shares that would entitle the acquirer to exercise or direct the voting power of the issuer in the election of directors within any of the following ranges:

- one-fifth or more, but less than one-third, of the voting power;
- one-third or more, but less than a majority, of the voting power; or
- a majority or more of the voting power.

Assuming compliance with the notice and information filing requirements, the proposed control share acquisition may take place only if, at a duly convened special meeting of shareholders, the acquisition is approved by both a majority of the voting power of the issuer represented at the meeting and a majority of the voting power remaining after excluding the combined voting power of the intended acquirer and the directors and officers of the issuer.

The Company has opted out of the Ohio Control Share Acquisition Statute.

Ohio Merger Moratorium Statute

Chapter 1704 of the Ohio Revised Code prohibits specified business combinations and transactions between an “issuing public corporation” and an “interested shareholder” for at least three years after the interested shareholder attains 10% ownership, unless the board of directors of the issuing public corporation approves the transaction before the interested shareholder attains 10% ownership.

An interested shareholder is a person who either:

- owns 10% or more of the shares of the corporation or
- was the owner, at any time within the three-year period immediately prior to the date on which it is sought to be determined whether the person is an interested shareholder, of a number of shares of the public corporation sufficient to exercise 10% of the voting power of the public corporation.

An issuing public corporation is defined as an Ohio corporation with 50 or more shareholders that has its principal place of business, principal executive offices, or substantial assets within the State of Ohio, and as to which no close corporation agreement exists. Examples of transactions regulated by the merger moratorium provisions include mergers, consolidations, voluntary dissolutions, the disposition of assets and the transfer of shares

After the three-year period, a moratorium transaction may take place provided that certain conditions are satisfied, including that:

- prior to the interested shareholders’ share acquisition date, the board of directors approved the purchase of shares by the interested shareholder;
- the transaction is approved by the holders of shares with at least two-thirds of the voting power of the corporation (or a different proportion set forth in the Articles), including at least a majority of the outstanding shares after excluding shares controlled by the interested shareholder; or
- the business combination results in shareholders, other than the interested shareholder, receiving a fair price plus interest for their shares, as determined in accordance with the statute.

The Company has not opted out of the Ohio merger moratorium statute.

A Letter from the President and CEO



To the shareholders of United Bancorp, Inc....

It is with great pleasure that I report to you, our valued shareholders, on the strong earnings and solid operational performance that United Bancorp, Inc. (UBCP) achieved in 2019. This past year, UBCP reported *diluted earnings per share* of \$1.19 and *net income* of \$6,810,000. These levels were \$0.37 per share (or, 45%) and \$2,528,000 (or, 59%) greater than the respective levels for each of these earnings metrics reported the previous year. And, yes... at these levels, our Company has produced record earnings, once again, for the third consecutive year! These record levels of earnings were achieved even though 2019 proved to be a somewhat more challenging year for our industry. In 2019, our industry (as a whole) saw a year-over-year decline in the net interest income that it realized for the first time since 2013. Even with this phenomena and the emerging headwinds that developed for our industry this past year, our Company greatly benefited from the positive execution of its strategic plan, which calls for growing by acquiring other like-minded community banking organizations; building new banking centers in key and complementary markets; capitalizing on prudent, yet profitable, organic growth opportunities; and, wisely investing in its operational, service and delivery platforms and infrastructure to ensure its relevancy for many years to come. Over the course of this past year, we had success in these key areas on which we keenly focus, which allowed us to achieve a higher level of performance than that of our overall industry. For this, we are genuinely grateful and truly proud!

A Sudden, and Unexpected, Change in the Direction of Monetary Policy: As mentioned, this past year proved to be a somewhat challenging one for our industry. At the beginning of 2019, our industry was poised for another good year with few anticipated challenges. Overall, the monetary policy of the Federal Open Market Committee (FOMC) was tightening in recognition of a fundamentally sound and growing economy. In 2018, the FOMC had implemented four twenty-five basis point (0.25%) increases in the target for the *Federal Funds Rate* over the entirety of the year--- with the final increase occurring in December, 2018. Most economists projected and financial companies forecasted this trend would continue into 2019 (even the FOMC's forward guidance indicated upwards of three more twenty-five basis point (0.25%) increases during the course of the year). How quickly things can change! During the course of the first quarter of 2019, the Treasury Yield Curve started flattening and, actually, inverting toward the end of the first quarter for the first time since 2007. As we all well know through our experience with what is now called the Great Recession--- an inverted yield curve many times is a precursor to a downward turn in economic activity or a recession. In the first quarter of 2019, many factors contributed to the flattening and inverting of the yield curve... but, overall, our domestic economy continued to grow; albeit, at a slower pace than the previous year. United Bancorp, Inc. (UBCP) responded to this change by continuing to grow its balance sheet and focusing on becoming more liability sensitive during the course of the second quarter and throughout the remainder of the year.

Even with these economic headwinds and the sudden change in monetary policy that United Bancorp, Inc. (UBCP) faced during the course of 2019, our Company continued its recent trend of producing *record growth* and *earnings*.

Continuing a Strong Trend of Growth this Past Year: Regarding growth, United Bancorp, Inc. (UBCP) continued to pursue its intermediate term goal of growing its asset base to a level of \$1.0 billion, or greater, in order to achieve greater efficiencies and produce higher levels of earnings. During the course of the first quarter of 2019, UBCP crossed the \$600 million asset threshold for the first time in its history. By year end, our Company was pushing on the \$700 million threshold--- having *total assets* of \$686 million. For the year, *higher-yielding earning assets* grew by \$96.5 million or eighteen percent (18%). This growth in earning assets was nicely divided between steady growth in our Company's loan portfolio, with *gross loans* increasing by \$31.9 million, or 7.8%, and very solid growth in our investment portfolio, with *securities* increasing by \$64.8 million or 52.3%. With our Company's increased level of *higher-yielding earning assets*, our level of *interest income* increased year-over-year by \$5.7 million or twenty-seven percent (27%).

A Letter from the President and CEO - Continued

In order for United Bancorp, Inc. (UBCP) to fund the strong growth that it experienced in 2019--- while improving its overall level of profitability--- it needed to effectively attract new funding while controlling all-around funding costs. Considering the sudden change in monetary policy that our Company experienced this past year, this was a new challenge for us since, as previously mentioned, we began the year being properly positioned for the rising rate environment in which we had operated since 2015. With our quick-changing, strategic decision to become more liability-sensitive during the second quarter, we allowed some of the retail-based funding that had fueled our growth the previous couple of years to runoff and be replaced with more price-sensitive, overnight wholesale funding alternatives. Accordingly, we lowered the rates that we paid on all of our retail deposit products and shortened the terms of our certificate of deposit offerings. As a result, retail deposits grew at a somewhat slower pace in 2019 (\$22.6 million or 4.31%) than we had been experiencing prior thereto; while, overnight advances from the Federal Home Loan Bank increased by \$39.7 million year-over-year.

Even with the aforementioned action relating to the pricing strategy taken by United Bancorp, Inc. (UBCP) in 2019, our Company did see slight compression in its *net interest margin*. Year-over-year, the *net interest margin* of UBCP dropped by seventeen basis points (17 bps), going from 3.84% to 3.67%. In spite of this reduction, our Company's overall *net interest margin* still compared extremely favorably to our peer... in addition, we firmly believe that the actions that we took earlier in the year to become more liability-sensitive will benefit us in 2020. Also, with the increasing volume of *earning assets* added to our Company's balance sheet during the course of this past year off-setting the decline in our *net interest margin*, UBCP experienced a very solid increase in the *net interest income* that it realized in 2019. For the year, *net interest income* increased by \$2.77 million or 15.3%. As previously mentioned, this level of improvement compares very favorably to our peer within the financial services industry!

Outside of the *net interest margin*, United Bancorp, Inc. (UBCP) kept a close focus on its *net non-interest margin* by maintaining its overall level of *non-interest income*, which increased in 2019 by \$228,000 or 6.2%. In addition, *non-interest expense* only increased by \$59,000, or 0.36%, year-over-year, which takes into consideration the merger-related expenses that it incurred the previous year with the acquisition of Powhatan Point Community Bancshares (PPCB) in October, 2018.

Lastly, UBCP's credit quality-related metrics continued to be very solid in 2019 and helped contribute to its strong financial performance during the year. From a qualitative perspective, UBCP successfully maintained overall strength and stability within its loan portfolio. As of December 31, 2019, our Company had *non-accrual loans and loans past due thirty (30) plus days* of \$2.7 million or 0.60% of total loans. Further, *net loans charged off (excluding overdrafts)* was \$601,000 in 2019, which was higher than the \$259,000 charged off the previous year. *Net loan charge offs to average loans* for the year was 0.14% versus 0.07% for the same period in 2018. Year-over-year, this number was slightly higher due to a loan-related charge-off realized in the fourth quarter in the amount of \$428,000, which we fully covered with an offsetting provision to our loan loss reserve. Management firmly believes that this situation was an isolated (or, one-off) incident related to a character issue with an individual borrower and not a systemic or core issue within the overall loan portfolio. On the basis of current trends related to credit quality, we anticipate our overall credit quality to remain very solid in the near term.

All of this led to the record year of earnings performance that United Bancorp, Inc. (UBCP) achieved in 2019! As previously mentioned, this past year UBCP reported *net income* of \$6,810,000 and *diluted earnings per share* of \$1.19. With our record earnings in 2019, our Company had a *Return on Assets (ROA)* of 1.07% and a *Return on Equity (ROE)* of 12.5%. Each of these return metrics compare very favorably to our peer!

Achieving Solid Operational Performance in 2019--- Building for Our Future: United Bancorp, Inc. (UBCP) had solid operational performance this past year and as we continued to focus on building our infrastructure (or foundation) in order to maintain relevancy within our industry. The following items were either initiated or achieved during the course of 2019:

- In January, UBCP completed the "operational" merger with Powhatan Point Community Bancshares. This operational merger (which followed the financial merger that occurred in October 2018) went extremely well... as evidenced by no overall shrinkage in the depository base that was acquired. By effecting this *operational merger*, the customer base of our newly acquired banking center was fully integrated onto our systems and into our products and services.

- Early in the second quarter of 2019, our Company established a new line of business by hiring an experienced industry executive to create a bona-fide Treasury Management function. This new organizational function allows us to provide higher-level cash management, payment and depository services to our largest lending segment--- small business and commercial customers. Offering these services will enable us to both attract and develop additional relationships with this valued, relationship-oriented customer segment. In addition, it will add value by creating new revenue opportunities for our Company.
- In the mid-second quarter, UBCP announced that it had acquired a parcel of land in Moundsville, West Virginia on which it planned to build a new full-service banking center. Beginning in the early fourth quarter, construction of this new banking center commenced in this very vibrant community in the heart of the proposed ethane cracker region. This new banking center will be our Company’s first full-service banking center in the State of West Virginia and will further enhance our footprint in the Upper Ohio Valley Region--- which is our “traditional” market. In addition, this new banking center will nicely complement our recent expansion into Powhatan Point, Ohio, which is across the Ohio River from this new and exciting market. This new service area has extremely high growth potential for our Company.
- In the late second quarter, our Company took a major step forward in ensuring that we will achieve our lofty growth goal. Specifically, we successfully raised \$20.0 million of capital without diluting our shareholders through the issuance of subordinated debt at very favorable terms to our Company! Although, this “leverage capital” is only measured at the bank-level; it will allow United Bancorp, Inc. to effectively grow toward its goal of attaining an asset-level of \$1.0 billion, or greater, in a truly cost-effective manner.
- During the course of this past year, UBCP developed a more dedicated *Sales Function* by hiring an experienced individual to help build our sales platform. This hiring allowed our Company to better identify ways to more effectively on-board and expand customer relationships on the *consumer-side* of our operation. In addition, this function has quickly evolved into strongly focusing on the overall “*customer experience*,” to ensure the retention of consumer relationships for the long haul--- thus, generating longer-term revenue streams for UBCP.
- This past year, we also took a major step forward enhancing our *Marketing Function* by hiring an executive who truly understands how to help us better build our *brand identity*. With our “Unified Bank” brand being unique within our industry, we are now more optimally positioned to effectively build our brand through traditional and non-traditional channels. Our enhanced capabilities in this area should help us reach more potential customers and entice them to start doing business with our Company through *in-person* and *digital interaction*... once again, helping to ensure our relevancy for many years to come.
- In the fourth quarter, UBCP focused on further enhancing the *customer experience* by developing the “Unified Care Center.” Being a community-style bank, it is very important that we have a “high-touch” service culture. Through our Unified Care Center, we now offer our prized customer base extended customer service hours to help them with their many needs--- most importantly--- on their individual schedules. Our Company now provides “live” personal, customer-centric service to our valued customer base six days a week, Monday through Saturday, at hours as late as 10:00 p.m.
- Lastly, we began the process of completely updating our *online* and *mobile banking* platforms in order to serve our customers at a higher level and create a better *customer experience*! We anticipate that these new systems--- and their enhanced functionality--- will be fully functional by the end of the current year. Our investment in these *new technology platforms* will enable us to serve our customers without ever having to set foot into any one of our *banking centers*. In addition, our customers will be able to walk out of any banking center with the ability to immediately utilize any service that we offer--- including *instant issue debit cards, mobile and online banking, person-to-person payments, bill pay* and *full fraud protection*... among other services.

A Letter from the President and CEO - Continued

As evidenced by the aforementioned accomplishments achieved this past year, United Bancorp, Inc. (UBCP) is firmly committed to continually enhancing and building its infrastructure (or, foundation) to support further growth, while achieving greater efficiencies. We maintain (and, will continue to maintain) a strong focus on remaining relevant within our industry by investing in our technology, support, origination and service platforms to ensure that we serve our valued customers at the highest possible level by enhancing the overall customer experience. We look forward to further expanding our footprint and bringing “The Unified Way” to many new markets, as we continue to pursue profitable growth. Ultimately, our vision is to be a leader amongst all community banks in *digital transformation*--- having complete *channel integration* and offering *mobility* to our customers--- thereby, serving them on their terms and through their preferred channels. Such commitment should ensure UBCP’s relevancy and high level performance for many years to come!

At United Bancorp, Inc. (UBCP), none of our accomplishments would be possible without the *genuine* and *steadfast* support of you, our *valued shareholders*. Our primary focus continues to be rewarding you by *paying a very solid cash dividend* and *increasing your shareholder value* in our Company. During the course of 2019, we increased our *cash dividend payout* by \$0.0025 each quarter. In the fourth quarter, we increased our quarterly cash dividend to \$0.14... our fourth increase for the year! On a forward basis, our current cash dividend produces a yield of 3.912%, based on our year end closing price. Regarding our present *market valuation*, the market rewarded our solid performance this past year by pushing our market value to a higher level. Our Company’s stock finished the year trading at \$14.30, which was an increase of 25% year-over-year. Giving consideration to all of the positive achievements that were realized by UBCP during the past year, we are extremely hopeful that the increasing earnings that we project in the current year (along with the positive operational enhancements that we have made to our banking model) will drive our market valuation to even higher levels than the current twelve times (12x’s) at which we were trading at year-end. On this basis, we are very optimistic about our future prospects!

As you can see, United Bancorp, Inc. (UBCP) had one of its most *historic years* in terms of performance in 2019. But... as always... your management team will never be satisfied resting on past performance and laurels. We are strongly focused on moving forward and achieving our goal of becoming a \$1.0 billion *community banking organization* in the not too distant future. To reach this goal, we will maintain our *commitment to* and *standard of* producing stellar, above peer, performance and growth related results as we confidently move forward as one of the *premier community-banking competitors* within our industry. UBCP is truly blessed to have a “*United and Unified*” team, management, board of directors and shareholder group. As a successful financial service company, we truly appreciate everyone’s continued support... ***together, we will accomplish more!***



Scott A. Everson
President and Chief Executive Officer
ceo@unitedbancorp.com
February 18, 2020

Certain statements contained herein are not based on historical facts and are "forward-looking statements" within the meaning of Section 21A of the Securities Exchange Act of 1934. Forward-looking statements, which are based on various assumptions (some of which are beyond the Company's control), may be identified by reference to a future period or periods, or by the use of forward-looking terminology, such as "may," "will," "believe," "expect," "estimate," "anticipate," "continue," or similar terms or variations on those terms, or the negative of these terms. Actual results could differ materially from those set forth in forward-looking statements, due to a variety of factors, including, but not limited to, those related to the economic environment, particularly in the market areas in which the company operates, competitive products and pricing, fiscal and monetary policies of the U.S. Government, changes in government regulations affecting financial institutions, including regulatory fees and capital requirements, changes in prevailing interest rates, acquisitions and the integration of acquired businesses, credit risk management, asset/liability management, changes in the financial and securities markets, including changes with respect to the market value of our financial assets, and the availability of and costs associated with sources of liquidity. The Company undertakes no obligation to update or clarify forward-looking statements, whether as a result of new information, future events or otherwise.



DIVIDEND AND STOCK HISTORY

	Cash Dividends Declared ⁽¹⁾	Special Cash Dividends and Stock Dividends	Distribution Date of Dividends and Exchanges
1983	\$ 0.05	-	-
1984	\$ 0.06	4 for 1 Exchange ⁽²⁾	January 2, 1984
1985	\$ 0.07	-	-
1986	\$ 0.09	-	-
1987	\$ 0.09	50% Stock Dividend	October 2, 1987
1988	\$ 0.10	-	-
1989	\$ 0.10	-	-
1990	\$ 0.11	-	-
1991	\$ 0.12	-	-
1992	\$ 0.12	100% Stock Dividend	September 10, 1992
1993	\$ 0.12	100% Stock Dividend	November 30, 1993
1994	\$ 0.13	10% Stock Dividend	September 9, 1994
1995	\$ 0.19	-	-
1996	\$ 0.20	10% Stock Dividend	June 20, 1996
1997	\$ 0.23	10% Stock Dividend	September 19, 1997
1998	\$ 0.26	5% Stock Dividend	December 18, 1998
1999	\$ 0.30	5% Stock Dividend	December 20, 1999
2000	\$ 0.31	5% Stock Dividend	December 20, 2000
2001	\$ 0.32	5% Stock Dividend	December 20, 2001
2002	\$ 0.33	5% Stock Dividend	December 20, 2002
2003	\$ 0.35	10% Stock Dividend	December 19, 2003
2004	\$ 0.39	10% Stock Dividend	December 20, 2004
2005	\$ 0.43	10% Stock Dividend	December 20, 2005
2006	\$ 0.48	10% Stock Dividend	December 20, 2006
2007	\$ 0.52	-	-
2008	\$ 0.54	-	-
2009	\$ 0.56	-	-
2010	\$ 0.56	-	-
2011	\$ 0.56	-	-
2012	\$ 0.42	-	-
2013	\$ 0.29	-	-
2014	\$ 0.33	-	-
2015	\$ 0.37	5¢ Per Share Special Dividend	December 29, 2015
2016	\$ 0.42	5¢ Per Share Special Dividend	December 29, 2016
2017	\$ 0.46	5¢ Per Share Special Dividend	December 29, 2017
2018	\$ 0.52	5¢ Per Share Special Dividend	December 28, 2018
2019	\$ 0.545	-	-

2020 ANTICIPATED DIVIDEND PAYABLE DATES

- ◆ **First Quarter**
March 20, 2020

- ◆ **Second Quarter***
June 19, 2020

- ◆ **Third Quarter***
September 18, 2020

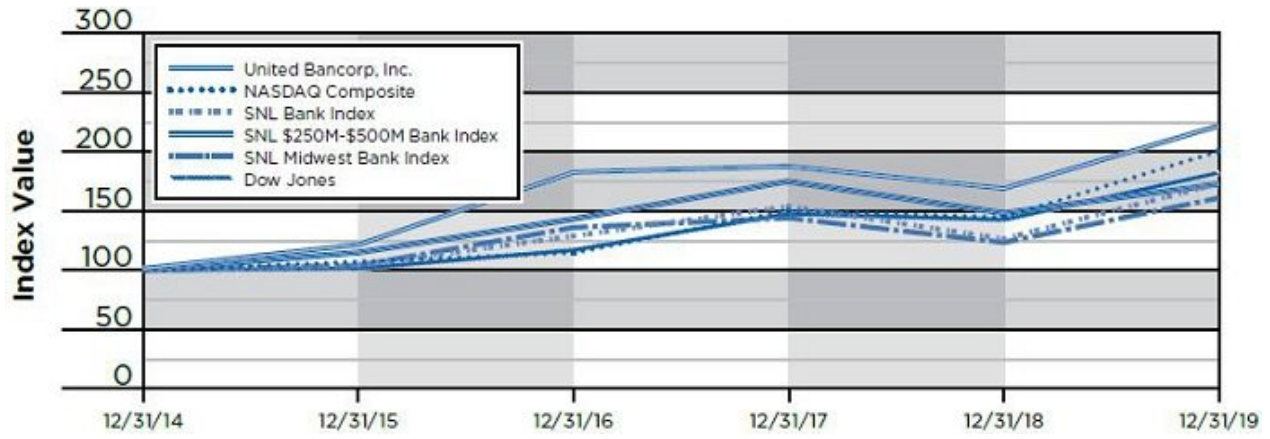
- ◆ **Fourth Quarter***
December 18, 2020

*Subject to action by Board of Directors

(1) Adjusted for stock dividends and exchanges.

(2) Formation of United Bancorp, Inc. (UBCP). Unified Bank (formerly The Citizen's Saving Bank) shareholders received 4 shares of UBCP stock in exchange for 1 share of bank stock.

TOTAL RETURN PERFORMANCE



Index	12/31/14	12/31/15	12/31/16	12/31/17	12/31/18	12/31/19
United Bancorp, Inc.	100.00	124.71	183.32	187.62	169.23	221.79
NASDAQ Composite	100.00	106.96	116.45	150.96	146.67	200.49
SNL Bank Index	100.00	101.71	128.51	151.75	126.12	170.79
SNL Bank \$250M-\$500M	100.00	114.41	143.56	175.44	149.89	171.84
SNL Midwest Bank	100.00	101.52	135.64	145.76	124.47	161.94
Dow Jones	100.00	100.21	116.74	149.56	144.35	180.94

Directors



Jonathan C. Clark²



Scott A. Everson^{1,2,4}



Gary W. Glessner^{1,2}



John R. Herzig²



John M. Hoopingarner^{1,2}



Carl A. Novak^{1,2}



Richard L. Rlesbeck^{1,2,3}

1 = United Bancorp, Inc.
3 = Chairman - United Bancorp Inc.

2 = Unified Bank
4 = Chairman - Unified Bank

Directors and Officers

DIRECTORS OF UNITED BANCORP, INC.

Scott A. Everson ¹	President & Chief Executive Officer, United Bancorp, Inc. Chairman, President & Chief Executive Officer, Unified Bank, Martins Ferry, Ohio
Gary W. Glessner ²	CPA & CGMA, Managing Member, Glessner & Associates, PLLC; Glessner Wharton Andrews Insurance, LLC; Tiffany's, LLC; GWA Realty, LLC, GW Rentals, LLC; Trustee, Windmill Truckers Center, Inc.
John M. Hoopingarner ^{1,2,3,4}	Executive Director & Secretary, Muskingum Watershed Conservancy District, New Philadelphia, Ohio
Carl A. Novak, DDS	Novak Dental Clinic, Clarington, Ohio
Richard L. Riesbeck ^{1,2,3,4}	Chairman, United Bancorp, Inc.; President, Riesbeck Food Markets, Inc., St. Clairsville, Ohio
James W. Everson	Chairman Emeritus 1969 - 2015

OFFICERS OF UNITED BANCORP, INC.

Scott A. Everson	President & Chief Executive Officer
Matthew F. Branstetter	Senior Vice President, Chief Operating Officer
Randall M. Greenwood	Senior Vice President, Chief Financial Officer & Treasurer
Lisa A. Basinger	Corporate Secretary

DIRECTORS OF UNIFIED BANK

Jonathan C. Clark, Esq	Attorney at Law, Lancaster, Ohio
Scott A. Everson ¹	President & Chief Executive Officer, United Bancorp, Inc. Chairman, President & Chief Executive Officer, Unified Bank, Martins Ferry, Ohio
Gary W. Glessner ²	CPA & CGMA, Managing Member, Glessner & Associates, PLLC; Glessner Wharton Andrews Insurance, LLC; Tiffany's, LLC; GWA Realty, LLC, GW Rentals, LLC; Trustee, Windmill Truckers Center, Inc.
John R. Herzig	President, Toland-Herzig Funeral Homes & Crematory, Strasburg, Ohio
John M. Hoopingarner ^{1,2}	Executive Director & Secretary, Muskingum Watershed Conservancy District, New Philadelphia, Ohio
Carl A. Novak, DDS	Novak Dental Clinic, Clarington, Ohio
Richard L. Riesbeck ^{1,2,†}	Chairman, United Bancorp, Inc.; President, Riesbeck Food Markets, Inc., St. Clairsville, Ohio
James W. Everson	Chairman Emeritus 1969 - 2015

1 = Executive Committee 2 = Audit Committee 3 = Compensation Committee
4 = Nominating and Governance Committee † = Lead Director

Bank Past Presidents & Directors

The journey to becoming the institution we are today began in Martins Ferry, Ohio in 1902. Originally founded as The German Savings Bank and renamed to The Citizens Savings Bank in 1918, the last 115 years have seen growth and change that would have been unimaginable at its' founding. The bank has grown through sound management, the addition of new offices and the acquisition of others. With the name change from The Citizens Savings Bank to Unified Bank in 2017, it has and will continue to move forward.

The growth and success of the bank has been attributed to the association of many dedicated individuals.

PAST PRESIDENTS

Edward E. McCombs, 1902-1936
John E. Reynolds, 1936 – 1940
Harold H. Riethmiller, 1940 – 1973
James W. Everson, 1973 – 2002

Past Board of Directors

Edward E. McCombs, 1902-1936*
John E. Reynolds, 1902-1940
Dr. Joseph W. Darrah, 1902-1937
J.A. Crossley, 1902-1903
William M. Lupton, 1902-1902
F.K. Dixon, 1902-1909
Dr. R.H. Wilson, 1902-1905
Chris A. Heil, 1903-1909
David Coss, 1904-1938
L.L. Scheele, 1905-1917
A.T. Selby, 1906-1954
H.H. Rothermund, 1907-1912
Dr. J.G. Parr, 1912-1930
T.E. Pugh, 1920-1953
J.J. Weiskircher, 1925-1942
David H. James, 1925-1963
Dr. C.B. Messerly, 1931-1957
H.H. Riethmiller, 1936-1980*
E.M. Nickles, 1938-1968
L.A. Darrah, 1939-1962
R.L. Heslop, 1941-1983
Joseph E. Weiskircher, 1943-1975
Edward M. Selby, 1953-1976
David W. Thompson, 1954-1966

Dr. Charles D. Messerly, 1957-1987
James M. Blackford, 1962-1968
John H. Morgan, 1967-1976
Emil F. Snyder, 1968-1975
James H. Cook, 1976-1986
Paul Ochsenbein, 1978-1991
David W. Totterdale, 1981-1995
Albert W. Lash, 1975-1996
Premo R. Funari, 1976-1997
Donald A. Davison, 1963-1997*
Harold W. Price, 1999-1999
John H. Clark, Jr., 1976-2001
Dwain R. Hicks, 1999-2002
Michael A. Ley, 1999-2002
Michael J. Arciello 1992 - 2009
Leon F. Favede, O.D., 1981-2012
Herman E. Borkoski, 1987-2012
James W. Everson, 1969-2014*
Robin L. Rhodes, 2007-2015
Andrew C. Phillips, 2007-2015
Errol C. Sambuco, 1996-2015
Samuel J. Jones, 2007-2015
Matthew C. Thomas, 1988-2016
Terry A. McGhee, 2001-2017

* Past Chairman

Shareholder Information

United Bancorp, Inc.'s (the Company) common stock trades on *The Nasdaq Capital Market* tier of The Nasdaq Stock Market under the symbol UBCP, CUSIP #909911109. At year-end 2019, there were 5,951,351 shares issued, held among approximately 3,300 shareholders of record and in street name. The following table sets forth the quarterly high and low closing prices of the Company's common stock from January 1, 2019 to December 31, 2019 compared to the same periods in 2018 as reported by the NASDAQ.

	2019				2018			
	31-Mar	30-Jun	30-Sep	31-Dec	31-Mar	30-Jun	30-Sep	31-Dec
Market Price Range								
High (\$)	\$ 11.75	11.84	11.85	15.30	\$ 13.79	14.00	13.70	13.25
Low (\$)	\$ 10.25	10.57	11.01	10.87	\$ 11.81	12.35	13.03	10.44
Cash Dividends								
Quarter (\$)	\$ 0.1325	0.1350	0.1375	0.1400	\$ 0.13	0.15	0.13	0.13
Cumulative (\$)	\$ 0.1325	0.2675	0.4050	0.5450	\$ 0.13	0.26	0.39	0.52
Special Cash Dividends	\$ -	-	-	-	\$ -	-	-	0.05

Investor Relations:

A copy of the Company's Annual Report on form 10-K as filed with the SEC, will be furnished free of charge upon written or E-mail request to:

Randall M. Greenwood, CFO
United Bancorp, Inc.
201 South 4th Street
PO Box 10
Martins Ferry, OH 43935
or
cfo@unitedbancorp.com

Dividend Reinvestment and Stock Purchase Plan:

Shareholders may elect to reinvest their dividends in additional shares of United Bancorp, Inc.'s common stock- through the Company's Dividend Reinvestment Plan. Shareholders may also invest optional cash payments of up to \$5,000 per month in our common stock at market price. To arrange automatic purchase of shares with quarterly dividend proceeds, please contact:

American Stock Transfer
and Trust Company
Attn: Dividend Reinvestment
6201 15th Avenue, 3rd Floor
Brooklyn, NY 11219
1-800-278-4353

Annual Meeting:

The Annual Meeting of Shareholders will be held at 2:00 p.m., April 22, 2020 at the Corporate Offices in Martins Ferry, Ohio.

Internet:

Please look us up at <http://www.unitedbancorp.com>

Independent Auditors:

BKD LLP
312 Walnut Street, Suite 3000
Cincinnati, Ohio 45202
(513) 621-8300

Corporate Offices:

Unified Bank Building
201 South 4th Street, Martins Ferry, Ohio 43935
Lisa A. Basinger
Corporate Secretary
(888) 275-5566 (EXT 6113)
(740) 633-0445 (EXT 6113)
(740) 633-1448 (FAX)

Transfer Agent and Registrar:

For transfers and general correspondence, please contact:

*American Stock Transfer and Trust Company
6201 15th Avenue, 3rd Floor
Brooklyn, NY 11219
1-800-937-5449*

Stock Trading:

*Raymond James
222 South Riverside Plaza
7th Floor
Chicago, Illinois 60606
Anthony LanFranco
800-800-4693*

*Stifel, Nicolaus & Company Inc.
655 Metro Place South
Dublin, Ohio 43017
Steven Jefferis
877-875-9352*

*Tom Thurston
Piper Sandler Companies
1251 Avenue of the Americas,
New York, NY 10020
212-466-8027*

Management's Discussion and Analysis

In the following pages, management presents an analysis of **United Bancorp, Inc.**'s financial condition and results of operations as of and for the year ended December 31, 2019 as compared to prior years. This discussion is designed to provide shareholders with a more comprehensive review of the operating results and financial position than could be obtained from an examination of the financial statements alone. This analysis should be read in conjunction with the Consolidated Financial Statements and related footnotes and the selected financial data included elsewhere in this report.

When used in this discussion or future filings by the Company with the Securities and Exchange Commission, or other public or shareholder communications, or in oral statements made with approval of an authorized executive officer, the words or phrases "will likely result," "are expected to," "will continue," "is anticipated," "estimate," "project," "believe," or similar expressions are intended to identify "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. The Company wishes to caution readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made, and to advise readers that various factors, including regional and national economic conditions, changes in levels of market interest rates, credit risks of lending activities and competitive and regulatory factors, could affect the Company's financial performance and could cause the Company's actual results for future periods to differ materially from those anticipated or projected.

The Company is not aware of any trends, events or uncertainties that will have or are reasonably likely to have a material effect on its liquidity, capital resources or operations except as discussed herein. The Company is not aware of any current recommendations by regulatory authorities that would have such effect if implemented.

The Company does not undertake, and specifically disclaims, any obligation to publicly release any revisions that may be made to any forward-looking statements to reflect occurrence of anticipated or unanticipated events or circumstances after the date of such statements.

Financial Condition

Overview

United Bancorp, Inc. reported diluted earnings per share of \$1.19 and net income of \$6,810,000 for the twelve months ended December 31, 2019, as compared to \$0.82 and \$4,282,000, respectively, for the corresponding twelve-month period in 2018. The Company's diluted earnings per share for the three months ended December 31, 2019 was \$0.31 as compared to \$0.11 for the same period in the previous year. Last year's fourth quarter performance was impacted by the Company's acquisition of Powhatan Point Community Bancshares. These year-over-year improvements in UBCP's earnings are directly related to the Company executing its strategic vision of achieving profitable growth by both growing organically and acquiring other like-minded community banking organizations.

For the most recently-ended quarter, UBCP had an increase in net income of \$1,178,000. For the twelve-month period ending December 31, 2019, the Company saw its net income increase by \$2,528,000, or 59%, to a level of \$6,810,000, which is a new earnings record for our Company. This increase in earnings is highly correlated to the strong organic and acquisition-related growth that our Company experienced during the past year. Even with the issuance of common shares to facilitate our most recent acquisition completed in the fourth quarter of 2018, our diluted



earnings per share was \$1.19 versus \$0.82 in 2018, an increase of 45%. The combination of the acquisition-related and strong organic growth that we achieved this past year facilitated the increase in the level of the Company's higher-yielding earning assets (loans and investment portfolio), which grew by \$96.5 million, or 18%, on a year-over-year basis. This growth in earning assets was divided between steady growth in our Company's loan portfolio, which increased by \$31.9 million, or 7.8%, and solid growth in our investment portfolio, with securities and other restricted stock increasing by \$64.6 million, or 50.4%. With our increased level of higher-yielding earning assets, our Company saw a year-over-year increase in the level of interest income that it generated in 2019 of \$5.7 million or 27%.

In order to fund this strong growth in our earning assets while improving overall levels of profitability, the Company needed to effectively attract new funding while controlling its overall cost of funding. Considering that the Federal Open Market Committee (FOMC) was postured to increase its target rate for the overnight borrowing rate (known as the Fed Funds Rate) at year-end 2018, we were positioned for a rising rate environment. With the sudden turn in monetary policy by the FOMC during the course of this past year, our Company made a strategic decision to become more liability-sensitive by the late second quarter of this past year and allowed some of the retail funding that we had on our balance sheet to runoff and be replaced with more price-sensitive, overnight wholesale funding. Accordingly, total deposits grew at a somewhat slower pace than we had been experiencing prior thereto; while overnight advances from the Federal Home Loan Bank increased by \$39.7 million, year-over-year. By adopting this position, we are hopeful that our Company will mitigate further compression of our net interest margin in the coming year. As of year-end 2019, our Company's net interest margin was 3.67%, which compares very favorably with our peers. Also, by reasonably controlling our overall cost of funding, our Company experienced a very solid increase in net interest income in 2019 of \$2,769,000, or 15.3%, which also compares very favorably to our competitors within our industry.

From a qualitative perspective, United Bancorp, Inc. has successfully maintained overall strength and stability within its loan portfolio. Year-over-year, the Company continues to have very solid credit quality-related metrics supported by a relatively low level of nonaccrual loans and loans past due 30 plus days, which were \$2.7 million, or 0.60% of total loans, at December 31, 2019. Further, net loans charged off, excluding overdrafts, was \$601,000 in 2019, which was higher than the \$259,000 charged off the previous year. Net loan charge offs to average loans for the year was 0.14% versus 0.07% for the same period in 2018. Year-over-year, this number was slightly higher due to a loan-related charge-off realized in the fourth quarter in the amount of \$428,000, which we fully covered with an offsetting provision to our loan loss reserve. This was an isolated incident resulting from an individual borrower having legal issues. With the borrower facing upcoming incarceration, the borrower's loans became non-performing. With this matter being highly correlated to a character issue with the borrower and an isolated incident, we firmly believe that our credit quality remains very sound and are very satisfied with the overall stable performance of our loan portfolio from a credit quality perspective.



United Bancorp, Inc. greatly benefited from the positive execution of its strategic plan, which calls for growth through acquiring other like-minded community banking organizations, building new banking centers in key and complementary markets and capitalizing on prudent, yet profitable, organic opportunities. Over the course of the past year, we had success in these key areas on which we keenly focus. With the double-digit growth in assets that we have experienced during this time frame, our Company has produced record earnings. In addition, we are well on our way to achieving our strategic vision of growing our assets to a level of \$1.0 billion, or greater, which should also help our Company gain even greater efficiencies and higher levels of earnings. As previously announced, in the late second quarter of this past year, our Company issued \$20.0 million in subordinated debt at very favorable terms. Although this does not contribute to our Tier I Capital at the corporate-level, it does add to our Tier I Capital at our bank-level. Having this new leverageable (or growth) capital at our affiliate bank-level will greatly aid in helping us attain our lofty goal for growth and driving our earnings in a positive fashion in future periods.

By continuing to utilize its “playbook” to achieve profitable growth, Management is very optimistic about the Company’s future prospects. In addition, we will continue focusing on building our infrastructure (or, foundation) to support further growth while achieving greater efficiencies. We are strongly committed to remaining relevant within our industry by investing in our technology and support/ origination/service platforms. Ultimately, our vision is to be a leader amongst community banks in digital transformation--- having complete channel integration and offering mobility to our customers; thereby, serving them on their terms and through their preferred channels. We have started this initiative and believe that, for a community-minded bank, we will have a complete digital solution that will be highly appealing to our target clientele. Coupling this investment in technology with continued investment in growing our Company through acquisition and new branch



construction in key complementary markets, we firmly believe that we can continue to grow at acceptable levels while remaining very profitable.

The Company purchased land in Moundsville, West Virginia, and has started the construction of a new banking center in this very vibrant community in the heart of the proposed ethane cracker region. This will be the Company's first full service office in the State of West Virginia and this new location will further enhance our developing footprint in the Upper Ohio Valley Region (which is our traditional market). In addition, this new banking center will nicely complement our expansion into Powhatan Point, Ohio, which is across the Ohio River from this new and exciting market. We anticipate that our new Moundsville Banking Center will be open for business early in the second quarter of this year. Even with the high level of growth that we experienced over the course of the past several quarters, we continued to maintain our overall profitability. With our record earnings in 2019, our Company had a return on equity (ROE) of 12.5% and a return on assets (ROA) of 1.07%. For many quarters, we have stated that our pursuit of growth must be accomplished in a satisfactorily profitable fashion. We are extremely delighted that we are presently achieving this and strongly anticipate this trend will carry into 2020.

Earning Assets – Loans

The Company's gross loans totaled \$441.5 million at December 31, 2019, representing a 7.8% increase over the \$409.7 million at December 31, 2018. Average loans totaled \$420.5 million for 2019, representing a 10.1% increase compared to average loans of \$382.0 million for 2018.

The increase in gross loans from December 31, 2018 to December 31, 2019 was primarily an increase in commercial and commercial real estate loans by \$37.5 million.

The Company's commercial and commercial real estate loan portfolio represents 80.3% of the total portfolio at December 31, 2019, compared to 77.4% at December 31, 2018. During this past year, we found many new customers within our lending areas and our focus continues on our small business customers that operate in our defined market area. We utilize all the SBA, Ohio Department of Development and State of Ohio loan programs as well as local revolving loan funds to best fit the needs of our customers.

The Company's installment lending portfolio represented 2.2% of the total portfolio at December 31, 2019, compared to 3.4% at December 31, 2018. Competition for installment loans principally comes from the captive finance companies offering low to zero percent financing for extended terms.

The Company's residential real estate portfolio represents 17.5% of the total portfolio at December 31, 2019, compared to 19.2% at December 31, 2018. Residential real estate loans are comprised of 1, 3, and 5-year adjustable-rate mortgages and 15-year fixed rate loans used to finance 1-4 family units. The Company also offers fixed-rate real estate loans through our Secondary Market Real Estate Mortgage Program. Once these fixed rate loans are originated and immediately sold without recourse in what is referred to as the secondary market, the Company does not assume credit risk or interest rate risk in this portfolio. This arrangement is quite common in banks and saves our customers from looking elsewhere for their home financing needs.

The Company did recognize a gain on the sale of secondary market loans of \$54,000 in 2019 and a gain of \$66,000 in 2018.

The allowance for loan losses represents the amount which management and the Board of Directors estimates is adequate to provide for probable incurred losses in the loan portfolio. Accounting for the allowance and the related provision for loan losses is viewed by management as a critical accounting policy. The allowance balance and the annual provision charged to expense are reviewed by management and the Board of Directors on a monthly basis. The allowance calculation is determined by utilizing a risk grading model that considers borrowers' past due experience, coverage ratio to industry averages, economic conditions and various other circumstances that are subject to change over time. In general, the loan loss policy for installment loans requires a charge-off if the loan reaches 120-day delinquent status or if notice of bankruptcy liquidation is received. The Company follows lending policies, with established criteria for determining the

repayment capacity of borrowers, requirements for down payments and current market appraisals or other valuations of collateral when loans are originated. Installment lending also utilizes credit scoring to help in the determination of credit quality and pricing.

The Company generally recognizes interest income on the accrual basis, except for certain loans which are placed on non-accrual status, when in the opinion of management, doubt exists as to collection on the loan. The Company's policy is to generally place loans greater than 90 days past due on non-accrual status unless the loan is both well secured and in the process of collection. When a loan is placed on non-accrual status, interest income may be recognized on a cash basis as payment is received if the loan is well secured. If the loan is not deemed well secured, payments are credited to principal.

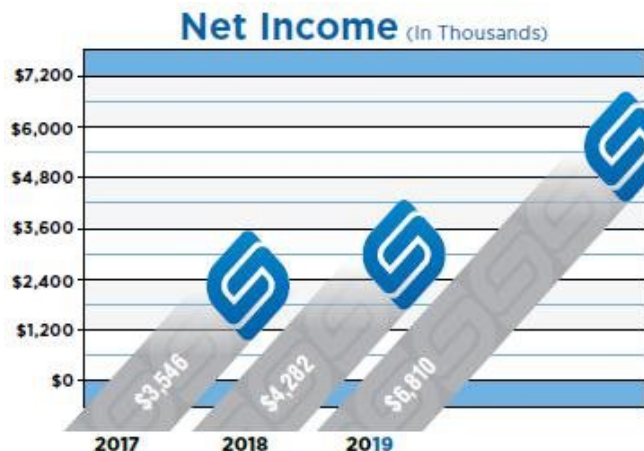
Management and the Board of Directors believe the current balance of the allowance for loan losses is sufficient to cover probable incurred losses. Refer to the Provision for Loan Losses section for further discussion on the Company's credit quality.

Earning Assets – Securities and Federal Funds Sold

The securities portfolio is comprised of U.S. Government agency-backed securities, tax-exempt obligations of state and political subdivisions and certain other investments. Securities available for sale at December 31, 2019 increased approximately \$64.8 million from December 31, 2018 totals. The increase in the balances of securities available for sale is part of the Company's strategy to maintain a highly liquid base of earning assets that are readily available to fund new loan growth, as needed.

Sources of Funds – Deposits

The Company's primary source of funds is retail core deposits from individuals and business customers. These core deposits include all categories of time deposits,



excluding certificates of deposit greater than \$250,000. Total deposits increased \$22.6 million or 4.3% from \$525.4 million at December 31, 2018 to \$548.1 million at December 31, 2019. Overall total deposit growth was mainly focused on interest bearing money market accounts and certificate of deposit accounts.

The Company has a strong deposit base from public agencies, including local school districts, city and township municipalities, public works facilities and others, which may tend to be more seasonal in nature resulting from the receipt and disbursement of state and federal grants. These entities have maintained relatively stable balances with the Company due to various funding and disbursement timeframes.

Certificates of deposit greater than \$250,000 are not considered part of core deposits and as such are used to balance rate sensitivity as a tool of funds management. At December 31, 2019, certificates of deposit greater than \$250,000 decreased \$2.0 million, from December 31, 2018 totals.

Alternative financial products are continuously being introduced by our competition whether through traditional banks or brokerage services companies. As a result of this competition, the Company does offer full service brokerage services through LPL Financial®.

Sources of Funds – Securities Sold Under Agreements to Repurchase and Other Borrowed Funds

Other interest-bearing liabilities include securities sold under agreements to repurchase, and Federal Home Loan Bank ("FHLB") advances. Securities sold under agreements to repurchase decreased approximately \$1.1 million from December 31, 2018 to December 31, 2019.

Advances from the Federal Home Loan Bank (FHLB) increased \$39.6 million from December 31, 2018 to December 31, 2019.

On May 14, 2019 the Company issued \$20,000,000 of junior subordinated debentures in denominations of not less than \$250,000. The debentures bear interest at a fixed rate of 6.0% until May 2024, which then becomes a floating interest rate equal to the three-month LIBOR (or an equivalent index) plus 3.625%, resetting quarterly. Interest on the subordinated notes will be payable semiannually through May 2024 and quarterly thereafter through the maturity date of May 2029. Principal is due upon maturity. The debentures are unsecured and payable to various investors. For purposes of computing regulatory capital, the

debentures are included in Tier 2 Capital. The subordinated notes may not be repaid in whole or in part prior to the fifth anniversary of the issue date (May 2019).

Performance Overview 2019 to 2018

Net Income

The Company reported basic and diluted earnings per share of \$1.19 and net income of \$6,810,000 for the year ended December 31, 2019, an increase of \$2.5 million, or 59.0%, over net income of \$4,282,000 for the year ended December 31, 2018.

Net Interest Income

Net interest income, by definition, is the difference between interest income generated on interest-earning assets and the interest expense incurred on interest-bearing liabilities. Various factors contribute to changes in net interest income, including volumes, interest rates and the composition or mix of interest-earning assets in relation to interest-bearing liabilities. Comparing the year ended December 31, 2019 to 2018, the Company's net interest margin was 3.67% compared to 3.84%, a decrease of 17 basis points.

Average interest-earning assets increased \$117.3 million in 2019 as compared to 2018 while the associated weighted-average yield on these interest-earning assets increased from 4.50% in 2018 to 4.69% for 2019. Average interest-bearing liabilities increased \$85.0 million in 2019 as compared to 2018, while the associated weighted-average costs on these interest-bearing liabilities increased from 0.83% in 2018 to 1.31% in 2019.

Refer to the sections on Asset and Liability Management and Sensitivity to Market Risks and Average Balances, Net Interest Income and Yields Earned and Rates Paid elsewhere herein for further information.

Provision For Loan Losses

The provision for loan losses is a charge to expense recorded to maintain the related balance sheet allowance for loan losses at an amount considered adequate by Management and the Board of Directors to cover probable incurred losses in the portfolio.

Gross loans were up \$31.9 million year-over-year to a level of \$441.5 million as of December 31, 2019. During this same period, the Company's non-accrual loans increased \$207,000, or 16.6%, to a level of \$1.5 million and net loans charged off were up by \$342,000, or 132.4%, to a level of \$601,000 (exclusive of overdraft charge off). With the strong growth in loans and the increase in non-accrual loans, the Company increased the provision for loan losses which was \$908,000 for the year ended December 31, 2019 compared to \$297,000 for the year ended December 31, 2018, an increase of \$611,000 year-over-year. Total allowance for loan losses to total loans was 0.51% and the total allowance for loan losses to nonperforming loans was 153.6% at year end 2019, compared to 0.50% and 164.04% at year end 2018.

Noninterest Income

Total noninterest income is made up of bank-related fees and service charges, as well as other income producing services, sales of loans in the secondary market, ATM income, early redemption penalties for certificates of deposit, safe deposit rental income, internet bank service fees, earnings on bank-owned life insurance and other miscellaneous items.

Noninterest income for the year ended December 31, 2019 was \$3.9 million, an increase of \$228,000, or 6.2%, compared to \$3.7 million for the year ended December 31, 2018. The majority of this increase is related to a \$235,000 increase in service charges on deposit accounts.

Noninterest Expense

In 2019, our Company saw its overall noninterest expense levels increase as we continue to build for the future and support our overall mission for growth. Most of the increase in our noninterest expense levels occurred in the following areas: hiring additional credit personnel to support the loan platform, we hired a Treasury Management Specialist, added to the depth of our Marketing Department, brought in an individual to lead our front line team to enhance the overall customer experience; and we enhanced our Information Technology function to better manage risk and serve our valued customers. Overall noninterest expense for 2019 increased \$59,000, as compared to 2018.

Salaries and employee benefits increased \$812,000, or

Total Allowance for Loan Losses to Nonperforming Loans





10.2%, from 2018 to 2019. As described above, additional personnel were added to support our growing Company and we had an increased level of personnel from the 2018 acquisition of Powhatan Point Community Bancshares, Inc.

Professional fees decreased \$881,000, or 40.5% for 2019 as compared to 2018. This decrease is the 2018 merger expenses of approximately \$1.3 million for the Powhatan Point Community Bancshares (Powhatan Point) merger.

Marketing expense decreased \$110,000, or 22.3%, for 2019 as compared to 2018.

Other expenses increased \$273,000, or 11.4%. Items contributing to this increase were ATM expense of \$58,000 as we issue and grow our debit card usage. Internet bank expense increased \$39,000, which is also related to the growth in the number of depository accounts and increased usage.

Income tax expense for 2019 was \$599,000 compared to \$800,000 in 2018, a decrease of \$201,000. The Company's effective income tax rate was 8.1% in 2019 and 15.7% in 2018. Refer to note Note 9 Income Taxes for a reconciliation of the effective tax rate for the Company.

Asset/Liability Management and Sensitivity to Market Risks

In the environment of changing business cycles, interest rate fluctuations and growing competition, it has become increasingly difficult for banks to produce adequate earnings on a consistent basis. Although management can anticipate changes in interest rates, it is not possible to reliably predict the magnitude of interest rate changes. As a result, the Company must establish a sound asset/liability management policy, which will minimize exposure to interest rate risk while maintaining an acceptable interest rate spread and insuring adequate liquidity.

The principal goal of asset/liability management – earnings management – can be accomplished by establishing decision processes and control procedures for all bank assets and liabilities. Thus, the full scope of asset/liability management encompasses the entire balance sheet of the Company. The broader principal components of asset/ liability management include, but are not limited to liquidity planning, capital planning, gap management and spread management.

By definition, liquidity is measured by the Company's ability to raise cash at a reasonable cost or with a minimum amount of loss. Liquidity planning is necessary so the Company will be capable of funding all obligations to its customers at all times, from meeting their immediate cash withdrawal requirements to fulfilling their short-term credit needs.

Capital planning is an essential portion of asset/liability management, as capital is a limited Bank resource, which, due to minimum capital requirements, can place possible restraints on Bank growth. Capital planning refers to maintaining capital standards through effective growth management, dividend policies and asset/liability strategies.

(In thousands)	2019	2018
Noninterest income		
Customer service fees	\$ 2,843	\$ 2,608
Gains on sales of loans	54	66
Other income	991	986
Total noninterest income	\$ 3,888	\$ 3,660
Noninterest expense		
Salaries and employee benefits	\$ 8,776	\$ 7,964
Occupancy and equipment	2,263	2,140
Provision for losses on foreclosed real estate	-	71
Professional services	1,292	2,173
Insurance	468	433
Deposit insurance premiums	75	190
Franchise and other taxes	408	364
Marketing expense	383	493
Printing and office supplies	136	165
Other expenses	2,681	2,430
Total noninterest expense	\$ 16,482	\$ 16,423

Gap is defined as the dollar difference between rate sensitive assets and rate sensitive liabilities with respect to a specified time frame. A gap has three components – the asset component, the liability component, and the time component. Gap management involves the management of all three components.

Gap management is defined as those actions taken to measure and match rate-sensitive assets to rate-sensitive liabilities. A rate-sensitive asset is any interest-earning asset, which can be repriced to a market rate in a given time frame. Similarly, a rate-sensitive liability is any interest-bearing liability, which can have its interest rate changed to a market rate during the specified time period. Caps, collars and prepayment penalties may prevent certain loans and securities from adjusting to the market rate.

A negative gap is created when rate-sensitive liabilities exceed rate-sensitive assets and conversely a positive gap occurs when rate-sensitive assets exceed rate-sensitive liabilities. Generally, a negative gap position will cause profits to decline in a rising interest rate environment and cause profits to increase in a falling interest rate environment. Conversely, a positive gap will cause profits to decline in a falling interest rate environment and increase in a rising interest rate environment. The Company's goal is to have acceptable profits under any interest rate environment. To avoid volatile profits as a result of interest rate fluctuations, the Company attempts to match interest rate sensitivities. The Company achieves this by pricing both the asset and liability components to yield a sufficient interest rate spread, so that profits will remain relatively consistent across interest rate cycles.

Management of the income statement is called spread management and is defined as managing investments, loans, and liabilities to achieve an acceptable spread between the Company's return on its earning assets and its cost of funds. Gap management without consideration of interest spread can cause unacceptably low profit margins. Spread management without consideration of gap positions can cause acceptable profits in some interest rate environments and unacceptable profits in others. A sound asset/liability management program combines gap and spread management into a single cohesive system.

Management measures the Company's interest rate risk by computing estimated changes in net interest income and the Net Portfolio Value ("NPV") of its cash flows from assets, liabilities and off-balance-sheet items in the event of a range of assumed changes in market interest rates. The Bank's senior management and the Executive Committee of the Board of Directors, comprising the Asset/Liability Committee ("ALCO"), review the exposure to interest rates monthly. Exposure to interest rate risk is measured with the use of an interest rate sensitivity analysis to determine the change in NPV in the event of hypothetical changes in interest rates, while interest rate sensitivity gap analysis is used to determine the repricing characteristics of the assets and liabilities.

NPV represents the market value of portfolio equity and is equal to the market value of assets minus the market value of liabilities, with adjustments made for off-balance-sheet items.

Computations of prospective effects of hypothetical interest rate changes are based on numerous assumptions, including relative levels of market interest rates, loan prepayments and deposit decay rates, and should not be relied upon as indicative of actual results. Further, the computations do not contemplate any actions the Company may undertake in response to changes in interest rates. The NPV calculation is based on the net present value of discounted cash flows utilizing market prepayment assumptions and market rates of interest provided by surveys performed during each quarterly period, with adjustments made to reflect the shift in the Treasury yield curve between the survey date and quarter-end date. Certain shortcomings are inherent in this method of analysis presented in the computation of estimated NPV. Certain assets such as adjustable-rate loans have features that restrict changes in interest rates on a short-term basis and over the life of the asset. In addition, the portion of adjustable-rate loans in the Company's portfolio could decrease in future periods if market interest rates remain at or decrease below current levels due to refinancing activity. Further, in the event of a change in interest rates, prepayment and early withdrawal levels would likely deviate from those assumed in the table. Finally, the ability of many borrowers to repay their adjustable-rate debt may decrease in the case of an increase in interest rates.

The following tables present an analysis of the potential sensitivity of the Company's net present value of its financial instruments to sudden and sustained changes in the prevailing interest rates.

The projected volatility of the net present value at both December 31, 2019 and 2018 fall within the general guidelines established by the Board of Directors. The 2019 NPV table shows that in a falling interest rate environment, in the event of a 100 basis point change, the NPV would decrease 7%, and with a 200 basis point change, the NPV

would decrease 18%. This decrease is the result of fixed-rate certificates of deposit not repricing in lock step with an immediate downward rate adjustment of 100 and 200 basis points. The other consideration is that once rates decrease 100 or 200 basis points from current levels, we tend to reach a floor on how low depository rates can adjust downward.

In an upward change in interest rates, the Company's NPV would increase basically 0% with a 100 basis point interest rate increase. In a 200 basis point rate increase, the Company's NPV would decrease 1%. This decrease is attributable to a portion of the Company's deposit pricing tied to the overnight borrowing rate.

(Dollars in Thousands)

Net Portfolio Value - December 31, 2019

Change in Rates	\$ Amount	\$ Change	% Change
+200	128,125	(1,628)	-1%
+100	129,388	(365)	0%
Base	129,752		
-100	120,886	(8,866)	-7%
-200	105,871	(23,882)	-18%

(Dollars in Thousands)

Net Portfolio Value - December 31, 2018

Change in Rates	\$ Amount	\$ Change	% Change
+200	134,438	8,102	6%
+100	134,450	5,114	4%
Base	129,336		
-100	117,270	(12,066)	-9%
-200	98,346	(30,990)	-24%

The following table is a summary of selected quarterly results of operations for the years ended December 31, 2019 and 2018.

	Three Months Ended			
	March 31	June 30	September 30	December 31
(In thousands, except per share data)				
2019				
Total interest income	\$ 6,315	\$ 6,648	\$ 6,921	\$ 7,150
Total interest expense	1,207	1,469	1,726	1,721
Net interest income	5,108	5,179	5,195	5,429
Provision for losses on loans	90	120	120	578
Other income	945	947	1,003	993
General, administrative and other expense	4,162	4,172	4,162	3,986
Income before income taxes	1,801	1,835	1,916	1,858
Federal income taxes	187	188	135	89
Net income	<u>1,614</u>	<u>1,646</u>	<u>1,781</u>	<u>1,769</u>
Earnings per share				
Basic	<u>0.28</u>	<u>0.29</u>	<u>0.31</u>	<u>0.31</u>
Diluted	<u>0.28</u>	<u>0.29</u>	<u>0.31</u>	<u>0.31</u>

	Three Months Ended			
	March 31	June 30	September 30	December 31
(In thousands, except per share data)				
2018				
Total interest income	\$ 4,625	\$ 5,107	\$ 5,523	\$ 6,065
Total interest expense	523	707	893	1,055
Net interest income	4,102	4,400	4,630	5,010
Provision for losses on loans	57	72	72	96
Other income	880	888	897	995
General, administrative and other expense	3,579	3,754	3,855	5,235
Income before income taxes	1,346	1,462	1,600	674
Federal income taxes	198	250	269	83
Net income	<u>1,148</u>	<u>1,212</u>	<u>1,331</u>	<u>591</u>
Earnings per share				
Basic	<u>0.23</u>	<u>0.23</u>	<u>0.25</u>	<u>0.11</u>
Diluted	<u>0.23</u>	<u>0.23</u>	<u>0.25</u>	<u>0.11</u>

Average Balances, Net Interest Income and Yields Earned and Rates Paid

The following table provides average balance sheet information and reflects the taxable equivalent average yield on interest-earning assets and the average cost of interest-bearing liabilities for the years ended December 31, 2019 and 2018. The yields and costs are calculated by dividing income or expense by the average balance of interest-earning assets or interest-bearing liabilities.

The average balance of available-for-sale securities is computed using the carrying value of securities while the yield for available for sale securities has been computed using the average amortized cost. Average balances are derived from average month-end balances, which include nonaccruing loans in the loan portfolio, net of the allowance for loan losses. Interest income has been adjusted to tax-equivalent basis.

(Dollars In thousands)	2019			2018		
	Average Balance	Interest Income/Expense	Yield/Rate	Average Balance	Interest Income/Expense	Yield/Rate
Assets						
Interest-earning assets						
Loans (1)	\$ 420,487	21,803	5.19%	\$ 382,164	18,885	4.94%
Taxable securities - AFS	48,911	996	2.04	45,250	765	1.69
Tax-exempt securities - AFS (1)	106,528	4,687	4.40	35,424	1,493	4.21
Federal funds sold	17,285	333	1.93	12,958	197	1.59
FHLB stock and other	4,049	211	5.21	4,179	249	5.91
Total interest-earning assets	597,260	28,030	4.69	479,975	21,589	4.50
Noninterest-earning assets						
Cash and due from banks	5,405			2,000		
Premises and equipment (net)	12,232			11,838		
Other nonearning assets	22,787			20,274		
Less: allowance for loan losses	(2,127)			(2,085)		
Total noninterest-earning assets	38,297			32,027		
Total assets	635,557			512,002		
Liabilities & stockholders' equity						
Interest-bearing liabilities						
Demand deposits	\$ 209,810	2,381	1.13%	\$ 183,754	1,433	0.78%
Savings deposits	109,806	188	0.17	88,900	54	0.06
Time deposits	112,211	2,258	2.01	77,558	1,104	1.42
FHLB advances	27	1	3.70	14,393	299	2.08
Federal funds purchased	8,933	185	2.07	162	9	5.56
Subordinated debentures	16,276	975	5.99	4,124	143	3.47
Repurchase agreements	9,699	136	1.40	12,874	136	1.06
Total interest-bearing liabilities	466,762	6,124	1.31	381,756	3,178	0.83
Noninterest-bearing liabilities						
Demand deposits	109,349			80,243		
Other liabilities	5,054			3,102		
Total noninterest-bearing liabilities	114,403			83,345		
Total liabilities						
Total stockholders' equity	54,392			46,904		
Total liabilities & stockholders' equity	\$ 635,557			\$ 512,002		
Net interest income		\$ 21,906			\$ 18,411	
Net interest spread			3.38%			3.67%
Net yield on interest-earning assets			3.67%			3.84%

- For purposes of this schedule, nonaccrual loans are included in loans.
- Fees collected on loans are included in interest on loans.
- (1) Shown on a tax equivalent basis.

Rate/Volume Analysis

The table below describes the extent to which changes in interest rates and changes in volume of interest-earning assets and interest-bearing liabilities have affected interest income and expense during 2019. For purposes of this table, changes in interest due to volume and rate were determined using the following methods:

- Volume variance results when the change in volume is multiplied by the previous year's rate.
- Rate variance results when the change in rate is multiplied by the previous year's volume.
- Rate/volume variance results when the change in volume is multiplied by the change in rate.

NOTE: The rate/volume variance was allocated to volume variance and rate variance in proportion to the relationship of the absolute dollar amount of the change in each. Nonaccrual loans are ignored for purposes of the calculations due to the nominal amount of the loans.



Capital Resources

Internal capital growth, through the retention of earnings, is the primary means of maintaining capital adequacy for the Bank. The Company's stockholders' equity was \$59.9 million and \$50.6 million at December 31, 2019 and 2018, respectively. Total stockholders' equity in relation to total assets was 8.74% at December 31, 2019 and 8.54% at December 31, 2018. Please refer to the Consolidated

(In thousands)	2019 Compared to 2018 Increase/(Decrease)		
	Total Change	Change Due To Volume	Change Due To Rate
Interest and dividend income			
Loans	\$ 2,918	1,956	962
Taxable securities available for sale	231	65	166
Tax-exempt securities available for sale	3,194	3,126	68
Federal funds sold	136	76	60
FHLB stock and other	(38)	(8)	(30)
Total interest and dividend income	6,441	5,215	1,226
Interest expense			
Demand deposits	948	225	723
Savings deposits	134	15	119
Time deposits	1,154	599	555
FHLB advances	(298)	(429)	131
Federal funds purchased	176	185	(9)
Subordinated debentures	832	-	832
Repurchase agreements	-	(38)	38
Total interest expense	2,946	557	2,389
Net interest income	\$ 3,495	4,658	(1,163)

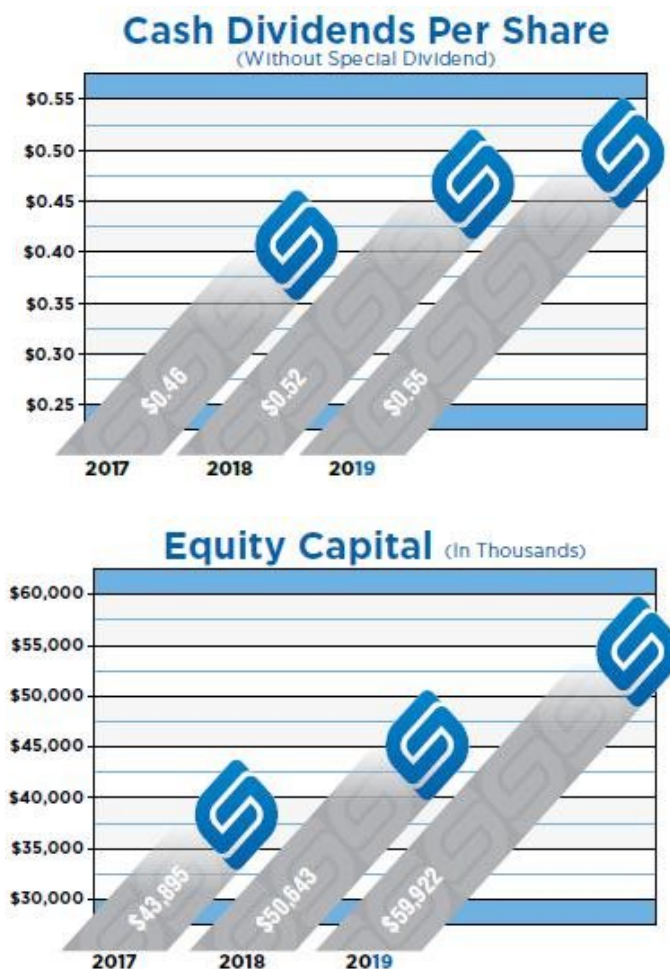
Statements of Stockholders' Equity for a detailed roll forward of stockholders' equity from 2018 to 2019.

The Company has established a Dividend Reinvestment Plan ("The Plan") for stockholders under which the Company's common stock will be purchased by The Plan for participants with automatically reinvested dividends. The Plan does not represent a change in the dividend policy or a guarantee of future dividends. Stockholders who do not wish to participate in The Plan continue to receive cash dividends, as declared in the usual and customary manner.

The Company's Articles of Incorporation permits the creation of a class of preferred shares with 2,000,000 authorized shares. If utilized, this will enable the Company, at the option of the Board of Directors, to issue series of preferred shares in a manner calculated to take advantage of financing techniques which may provide a lower effective cost of capital to the Company. The class of preferred shares provides greater flexibility to the Board of Directors in structuring the terms of equity securities that may be issued by the Company. As of December 31, 2019 the Company has not issued any preferred shares.

On May 14, 2019 the Company issued \$20,000,000 of junior subordinated debentures in denominations of not less than \$250,000. The debentures bear interest at a fixed rate of 6.0% until May 2024, which then becomes a floating interest rate equal to the three-month LIBOR (or an equivalent index) plus 3.625%, resetting quarterly. Interest on the subordinated notes will be payable semiannually through May 2024 and quarterly thereafter through the maturity date of May 2029. Principal is due upon maturity. The debentures are unsecured and payable to various investors. For purposes of computing regulatory capital, the debentures are included in Tier 2 Capital. The subordinated notes may not be repaid in whole or in part prior to the fifth anniversary of the issue date (May 2019).

In 2005, a Delaware statutory business trust owned by the Company, United Bancorp Statutory Trust I ("Trust I" or the



Trust"), issued \$4.1 million of mandatorily redeemable debt securities. The sale proceeds were utilized to purchase \$4.1 million of the Company's subordinated debentures. The Company's subordinated debentures are the sole asset of Trust I. The Company's investment in Trust I is not consolidated herein as the Company is not deemed the primary beneficiary of the Trust. However, the \$4.1 million of mandatorily redeemable debt securities issued by the Trust are includible for regulatory purposes as a component of the Company's Tier 1 Capital. The interest rate is a variable rate per annum, reset quarterly, equal to three-month LIBOR plus 1.35% and is payable quarterly.

The \$4.1 million of net proceeds received by the Company was primarily utilized to fund a \$3.4 million note receivable from an Employee Stock Option Plan (ESOP). The ESOP in turn utilized the note proceeds to purchase \$3.4 million of the Company's treasury stock.

Liquidity

Liquidity relates primarily to the Company's ability to fund loan demand, meet deposit customers' withdrawal requirements and provide for operating expenses. Assets used to satisfy these needs consist of cash and due from banks, federal funds sold and securities available-for-sale. These assets are commonly referred to as

liquid assets. Liquid assets were \$203.8 million at December 31, 2019, compared to \$149.2 million at December 31, 2018. Management recognizes securities may need to be sold in the future to help fund loan demand and, accordingly, as of December 31, 2019, \$188.8 million of the securities portfolio was classified as available for sale. The Company's residential real estate portfolio can and has been readily used to collateralize borrowings as an additional source of liquidity. Management believes its current liquidity level is sufficient to meet cash requirements.

The Cash Flow Statements for the periods presented provide an indication of the Company's sources and uses of

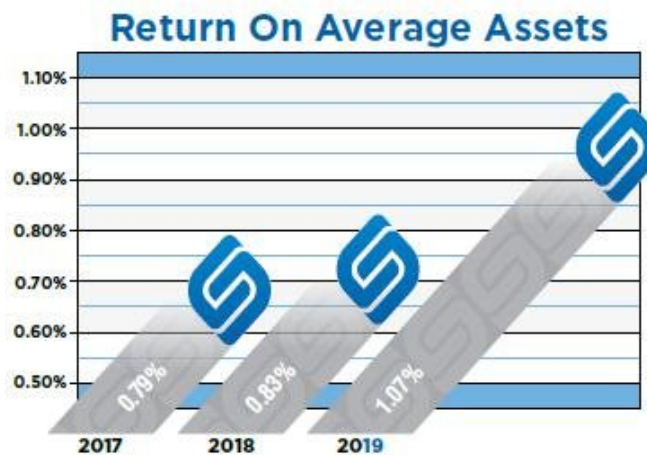
cash as well as an indication of the ability of the Company to maintain an adequate level of liquidity. A discussion of the cash flow statements for 2019 and 2018 follows.

Net cash provided by operating activities totaled \$8.5 million and \$5.8 million for the years ended December 31, 2019 and 2018, respectively. The adjustments to reconcile net income to net cash from operating activities consisted mainly of depreciation and amortization of premises and equipment and intangibles, gain on sales of loans, securities and other assets, the provision for loan losses, Federal Home Loan Bank stock dividends, net amortization of securities and net changes in other assets and liabilities.

Net cash used in investing activities totaled \$95.8 million for the year ended December 31, 2019. For year ended December 31, 2018 net cash used by investing activities totaled \$62.5 million. The changes in net cash from investing activities include loan growth, security purchases as well as normal maturities, security calls and reinvestments of securities and premises and equipment expenditures.

Net cash provided by financing activities totaled \$76.9 million and \$67.7 for the years ended December 31, 2019 and 2018, respectively. The net cash provided by financing activities in 2019 was primarily attributable to an increase in deposits net of repayments in borrowings from the Federal Home Loan Bank. The net cash provided by financing activities in 2018 was primarily attributable to an increase in total deposits.

Management feels that it has the capital adequacy, profitability, liquidity and reputation to meet the current and projected financial needs of its customers.



Inflation

The majority of assets and liabilities of the Company are monetary in nature and therefore the Company differs greatly from most commercial and industrial companies that have significant investments in fixed assets or inventories. However, inflation does have an important impact on the growth of total assets in the banking industry and the resulting need to increase equity capital at higher than normal rates in order to maintain an appropriate equity to assets ratio. Inflation significantly affects noninterest expense, which tends to rise during periods of general inflation. Management believes the most significant impact on financial results is the Company's ability to react to changes in interest rates. Management seeks to maintain an essentially balanced position between interest sensitive assets and liabilities and actively manages the amount of securities available for sale in order to protect against the effects of wide interest rate fluctuations on net income and shareholders' equity.

Report of Independent Registered Public Accounting Firm



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To the Shareholders, Board of Directors and Audit Committee
United Bancorp, Inc.
Martins Ferry, Ohio

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of United Bancorp, Inc. (the "Company") as of December 31, 2019 and 2018, the related consolidated statements of income, comprehensive income, stockholders' equity and cash flows for each of the years in the two-year period ended December 31, 2019, and the related notes (collectively referred to as the "financial statements"). In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2019 and 2018, and the results of its operations and its cash flows for each of the years in the two-year period ended December 31, 2019, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits.

We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

We have served as the Company's auditor since 2007.

Cincinnati, Ohio
March 20, 2020

BKD, LLP



United Bancorp, Inc.
Consolidated Balance Sheets
December 31, 2019 and 2018
(In thousands, except share data)

	2019	2018
Assets		
Cash and due from banks	\$ 5,697	\$ 15,573
Interest-bearing demand deposits	9,288	9,680
Cash and cash equivalents	14,985	25,253
Available-for-sale securities	188,785	123,991
Loans, net of allowance for loan losses of \$2,231 and \$2,043 at December 31, 2019 and 2018, respectively	439,317	407,640
Premises and equipment	12,402	12,117
Federal Home Loan Bank stock	4,012	4,243
Foreclosed assets held for sale, net	819	91
Core deposit and other intangible assets	1,542	1,692
Accrued interest receivable	2,697	1,798
Bank-owned life insurance	17,196	13,115
Other assets	3,951	3,273
Total Assets	<u>\$ 685,706</u>	<u>\$ 593,213</u>
Liabilities and Stockholders' Equity		
Liabilities		
Deposits		
Demand	\$ 334,380	\$ 309,505
Savings	108,218	111,251
Time	105,471	104,687
Total deposits	548,069	525,443
Securities sold under repurchase agreements	6,915	8,068
Federal Home Loan Bank advances	39,800	106
Subordinated debentures	23,543	4,124
Deferred federal income tax	1,736	219
Interest payable and other liabilities	5,721	4,610
Total liabilities	<u>625,784</u>	<u>542,570</u>
Stockholders' Equity		
Preferred stock, no par value, authorized 2,000,000 shares; no shares issued	—	—
Common stock, \$1 par value; authorized 10,000,000 shares; issued 2019 – 5,959,351 shares, 2018 – 5,926,851 shares; outstanding 2019 – 5,516,203, 2018 – 5,739,203	5,959	5,927
Additional paid-in capital	22,871	22,556
Retained earnings	27,905	24,321
Stock held by deferred compensation plan; 2019 – 176,134 shares, 2018 – 182,457 shares	(1,659)	(1,701)
Unearned ESOP compensation	(228)	(404)
Accumulated other comprehensive income (loss)	5,536	(10)
Treasury stock, at cost 2019 – 42,400 shares, 2018 – 5,744 shares	(462)	(46)
Total stockholders' equity	<u>59,922</u>	<u>50,643</u>
Total liabilities and stockholders' equity	<u>\$ 685,706</u>	<u>\$ 593,213</u>

See Notes to Consolidated Financial Statements

United Bancorp, Inc.
Consolidated Statements of Income
Years Ended December 31, 2019 and 2018
(In thousands except per share data)

	2019	2018
Interest and Dividend Income		
Loans	\$ 21,790	\$ 18,875
Securities		
Taxable	996	765
Tax-exempt	3,704	1,234
Federal funds sold	333	197
Dividends on Federal Home Loan Bank and other stock	211	249
Total interest and dividend income	<u>27,034</u>	<u>21,320</u>
Interest Expense		
Deposits	4,827	2,591
Borrowings	1,296	587
Total interest expense	<u>6,123</u>	<u>3,178</u>
Net Interest Income	<u>20,911</u>	<u>18,142</u>
Provision for Loan Losses	908	297
Net Interest Income After Provision for Loan Losses	<u>20,003</u>	<u>17,845</u>
Noninterest Income		
Customer service fees	2,843	2,608
Net gains on loan sales	54	66
Earnings on bank-owned life insurance	533	477
Bank-owned life insurance death benefit	—	100
Other	458	409
Total noninterest income	<u>3,888</u>	<u>3,660</u>
Noninterest Expense		
Salaries and employee benefits	8,776	7,964
Net occupancy and equipment expense	2,263	2,140
Provision for losses on foreclosed real estate	—	71
Professional fees	1,292	2,173
Insurance	468	433
Deposit insurance premiums	75	190
Franchise and other taxes	408	364
Marketing expense	383	493
Printing and office supplies	136	165
OREO and repossession losses	5	27
Other	2,676	2,403
Total noninterest expense	<u>16,482</u>	<u>16,423</u>
Income Before Federal Income Taxes	7,409	5,082
Provision for Federal Income Taxes	599	800
Net Income	<u>\$ 6,810</u>	<u>\$ 4,282</u>
Basic Earnings Per Share	<u>\$ 1.19</u>	<u>\$ 0.82</u>
Diluted Earnings Per Share	<u>\$ 1.19</u>	<u>\$ 0.82</u>

See Notes to Consolidated Financial Statements

United Bancorp, Inc.
Consolidated Statements of Comprehensive Income
Years Ended December 31, 2019 and 2018
(In thousands)

	<u>2019</u>	<u>2018</u>
Net income	\$ 6,810	\$ 4,282
Other comprehensive income (loss), net of tax		
Unrealized holding gains on available-for-sale securities during the period, net of taxes of \$1,622 and \$199 for each respective period	6,107	749
Change in funded status of defined benefit plan, net of tax benefits of \$150 and \$82 for each respective period	(564)	(309)
Amortization of prior service included in net periodic pension expense, net of tax benefits of \$19 and \$19 for each respective period	(70)	(70)
Amortization of net loss included in net periodic pension cost, net of taxes of \$20 and \$11 for each respective period	73	40
Comprehensive income	<u>\$ 12,356</u>	<u>\$ 4,692</u>

See Notes to Consolidated Financial Statements

United Bancorp, Inc.
Consolidated Statements of Stockholders' Equity
Years Ended December 31, 2019 and 2018
(In thousands except per share data)

	Common Stock	Additional Paid-in Capital	Treasury Stock and Deferred Compensation	Shares Acquired By ESOP	Retained Earnings	Accumulated Other Comprehensive Loss	Total
Balance, January 1, 2018	\$ 5,435	\$ 18,020	\$ (1,717)	\$ (683)	\$ 23,260	\$ (420)	\$43,895
Net income	—	—	—	—	4,282	—	4,282
Other comprehensive loss	—	—	—	—	—	410	410
Share issuance in connection with merger	367	4,344	—	—	—	—	4,711
Cash dividends - \$0.570 per share	—	—	—	—	(3,221)	—	(3,221)
Shares purchased for deferred compensation plan	—	30	(30)	—	—	—	—
Expense related to share-based compensation plans	—	287	—	—	—	—	287
Restricted stock activity	125	(125)	—	—	—	—	—
Amortization of ESOP	—	—	—	279	—	—	279
Balance, December 31, 2018	<u>5,927</u>	<u>22,556</u>	<u>(1,747)</u>	<u>(404)</u>	<u>24,321</u>	<u>(10)</u>	<u>50,643</u>
Net income	—	—	—	—	6,810	—	6,810
Other comprehensive income	—	—	—	—	—	5,546	5,546
Cash dividends - \$0.545 per share	—	—	—	—	(3,226)	—	(3,226)
Shares purchased for deferred compensation plan	—	(42)	42	—	—	—	—
Shares purchased for treasury stock	—	—	(416)	—	—	—	(416)
Expense related to share-based compensation plans	—	293	—	—	—	—	293
Restricted stock activity	32	(32)	—	—	—	—	—
Amortization of ESOP	—	96	—	176	—	—	272
Balance, December 31, 2019	<u>\$ 5,959</u>	<u>\$ 22,871</u>	<u>\$ (2,121)</u>	<u>\$ (228)</u>	<u>\$ 27,905</u>	<u>\$ 5,536</u>	<u>\$59,922</u>

See Notes to Consolidated Financial Statements

United Bancorp, Inc.
Consolidated Statements of Cash Flows
Years Ended December 31, 2019 and 2018
(In thousands)

	<u>2019</u>	<u>2018</u>
Operating Activities		
Net income	\$ 6,810	\$ 4,282
Items not requiring (providing) cash		
Depreciation and amortization	1,040	974
Provision for loan losses	908	297
Provision for losses on foreclosed real estate	—	70
Amortization of premiums and discounts on securities-net	326	135
Amortization of intangible assets	150	42
Deferred income taxes	42	375
Originations of loans held for sale	(2,796)	(3,064)
Proceeds from sale of loans held for sale	2,850	3,130
Net gains on sales of loans	(54)	(66)
Amortization of ESOP	272	280
Expense related to share-based compensation plans	293	287
Loss on sale of real estate and other repossessed assets	5	27
Increase in cash surrender value of bank-owned life insurance	(81)	(389)
Gain on sale of fixed assets	(8)	—
Amortization of debt issuance costs	36	—
Changes in		
Accrued interest receivable	(898)	(660)
Other assets	(1,188)	589
Interest payable and other liabilities	910	(554)
Net cash provided by operating activities	<u>8,617</u>	<u>5,755</u>
Investing Activities		
Purchases of available-for-sale securities	(102,645)	(78,117)
Sale of available-for-sale securities	45,255	23,865
Sale of interest-bearing time deposits	—	3,461
Net change in loans	(33,403)	(34,971)
Mandatory redemption of Federal Home Loan Bank Stock	231	—
Purchases of bank-owned life insurance	(4,000)	—
Purchases of premises and equipment, net	(1,336)	(785)
Net cash received from acquisition of Powhatan Point Community Bancshares, Inc.	—	23,457
Proceeds from sale of premises and equipment	19	—
Proceeds from sales of foreclosed assets	86	543
Net cash used in investing activities	<u>(95,793)</u>	<u>(62,547)</u>

See Notes to Consolidated Financial Statements

United Bancorp, Inc.
Consolidated Statements of Cash Flows (continued)
December 31, 2019 and 2018
(In thousands)

	<u>2019</u>	<u>2018</u>
Financing Activities		
Net increase in deposits	\$ 22,626	\$ 83,884
Proceeds of Federal Home Loan Bank advances	39,800	---
Repayments of Federal Home Loan Bank advances	(106)	(9,916)
Proceeds from issuance of subordinated debentures, net of origination fees	19,383	---
Net change in securities sold under repurchase agreements	(1,153)	(3,017)
Repurchase of common stock	(416)	
Cash dividends paid	(3,226)	(3,221)
	<u>76,908</u>	<u>67,730</u>
Decrease (Increase) in Cash and Cash Equivalents	(10,268)	10,938
Cash and Cash Equivalents, Beginning of Year	<u>25,253</u>	<u>14,315</u>
Cash and Cash Equivalents, End of Year	<u>\$ 14,985</u>	<u>\$ 25,253</u>
Supplemental Cash Flows Information		
Interest paid on deposits and borrowings	<u>\$ 6,098</u>	<u>\$ 3,285</u>
Federal income taxes paid	<u>\$ 25</u>	<u>\$ 715</u>
Supplemental Disclosure of Non-Cash Investing Activities		
Transfers from loans to foreclosed assets held for sale	<u>\$ 818</u>	<u>\$ 280</u>

The Company purchased all of the stock of Powhatan Point Community Bancshares, Inc. on October 15, 2018. In conjunction with the acquisition, liabilities were assumed as follows:

Fair value of assets acquired	\$62,328
Less common stock issued	4,711
Less cash paid for common stock	<u>1,529</u>
Liabilities assumed	\$56,088

See Notes to Consolidated Financial Statements

Note 1: Nature of Operations and Summary of Significant Accounting Policies

Principles of Consolidation

The consolidated financial statements include the accounts of United Bancorp, Inc. (“United” or “the Company”) and its wholly-owned subsidiary, Unified Bank of Martins Ferry, Ohio (“the Bank” or “Unified”). All intercompany transactions and balances have been eliminated in consolidation.

Nature of Operations

The Company’s revenues, operating income and assets are almost exclusively derived from banking. Accordingly, all of the Company’s banking operations are considered by management to be aggregated in one reportable operating segment. Customers are mainly located in Athens, Belmont, Carroll, Fairfield, Harrison, Jefferson and Tuscarawas Counties and the surrounding localities in northeastern, east-central and southeastern Ohio and include a wide range of individuals, businesses and other organizations. Unified Bank conducts its business through its main office in Martins Ferry, Ohio and branches in Amesville, Bridgeport, Colerain, Dellroy, Dillonvale, Dover, Glouster, Jewett, Lancaster Downtown, Lancaster East, Nelsonville, New Philadelphia, Powhatan Point, St. Clairsville East, St. Clairsville West, Sherrodsville, Strasburg and Tiltonsville, Ohio. The Bank also operates a Loan Production Office in Wheeling, West Virginia.

The Company’s primary deposit products are checking, savings and term certificate accounts and its primary lending products are residential mortgage, commercial and installment loans. Substantially all loans are secured by specific items of collateral including business assets, consumer assets and real estate. Commercial loans are expected to be repaid from cash flow from operations of businesses. Real estate loans are secured by both residential and commercial real estate. Net interest income is affected by the relative amount of interest-earning assets and interest-bearing liabilities and the interest received or paid on these balances. The level of interest rates paid or received by the Company can be significantly influenced by a number of environmental factors, such as governmental monetary policy, that are outside of management’s control.

Revenue Recognition

Accounting Standards Codification ("ASC") 606, *Revenue from Contracts with Customers* ("ASC 606"), establishes principles for reporting information about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts to provide goods or services to customers. The core principle requires an entity to recognize revenue to depict the transfer of goods or services to customers in an amount that reflects the consideration that it expects to be entitled to receive in exchange for those goods or services recognized as performance obligations are satisfied.

The majority of our revenue-generating transactions are not subject to ASC 606, including revenue generated from financial instruments, such as our loans, investment securities, as well as revenue related to our mortgage banking activities, as these activities are subject to other GAAP discussed elsewhere within our disclosures.

Descriptions of our revenue-generating activities that are within the scope of ASC 606, which are presented in our income statements as components of non-interest income are as follows:

Service charges on deposit accounts - these represent general service fees for monthly account maintenance and activity- or transaction-based fees and consist of transaction-based revenue, time-based revenue (service period), item-based revenue or some other individual attribute-based revenue. Revenue is recognized when our performance obligation is completed which is generally monthly for account maintenance services or when a transaction has been completed (such as a wire transfer). Payment for such performance obligations are generally received at the time the performance obligations are satisfied.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Material estimates that are particularly susceptible to significant change relate to the determination of the allowance for loan losses and the valuation of real estate acquired in connection with foreclosures or in satisfaction of loans. In connection with the determination of the allowance for loan losses and the valuation of foreclosed assets held for sale, management obtains independent appraisals for significant properties.

Cash Equivalents

The Company considers all liquid investments with original maturities of three months or less to be cash equivalents. At December 31, 2019 and 2018, cash equivalents consisted primarily of due from accounts with the Federal Reserve and other correspondent banks.

Currently, the FDIC's insurance limits are \$250,000. At December 31, 2019 and 2018, the Company's various cash accounts did not exceed the federally insured limit of \$250,000. At December 31, 2019 and 2018, the Company held \$7,830,000 and \$6,566,000 at the Federal Home Loan Bank and the Federal Reserve Bank, respectively, which are not subject to FDIC limits.

Securities

Certain debt securities that management has the positive intent and ability to hold to maturity would be classified as "held to maturity" and recorded at amortized cost. Securities not classified as held to maturity, including equity securities with readily determinable fair values, are classified as "available for sale" and recorded at fair value, with unrealized gains and losses excluded from earnings and reported in other comprehensive income. Purchase premiums and discounts are recognized in interest income using the interest method over the terms of the securities. Gains and losses on the sale of securities are recorded on the trade date and are determined using the specific identification method.

For debt securities with fair value below amortized cost, when the Company does not intend to sell a debt security, and it is more likely than not the Company will not have to sell the security before recovery of its cost basis, it recognizes the credit component of an other-than-temporary impairment of a debt security in earnings and the remaining portion in other comprehensive income.

Loans Held for Sale

Mortgage loans originated and intended for sale in the secondary market are carried at the lower of cost or fair value in the aggregate. Net unrealized losses, if any, are recognized through a valuation allowance by charges to income. At December 31, 2019 and 2018, the Company did not have any loans held for sale.

Loans

Loans that management has the intent and ability to hold for the foreseeable future or until maturity or payoffs are reported at their outstanding principal balances adjusted for unearned income, charge-offs, the allowance for loan losses, any unamortized deferred fees or costs on originated loans and unamortized premiums or discounts on purchased loans.

For loans amortized at cost, interest income is accrued based on the unpaid principal balance. Loan origination fees, net of certain direct origination costs, as well as premiums and discounts, are deferred and amortized as a level yield adjustment over the respective term of the loan.

For all loan classes, the accrual of interest is discontinued at the time the loan is 90 days past due unless the credit is well-secured and in process of collection. Past due status is based on contractual terms of the loan. For all loan classes, the entire balance of the loan is considered past due if the minimum payment contractually required to be paid is not received by the contractual due date. For all loan classes, loans are placed on nonaccrual or charged off at an earlier date if collection of principal or interest is considered doubtful.

Management's general practice is to proactively charge down loans individually evaluated for impairment to the fair value of the underlying collateral. Consistent with regulatory guidance, charge-offs on all loan segments are taken when specific loans, or portions thereof, are considered uncollectible. The Company's policy is to promptly charge these loans off in the period the uncollectible loss is reasonably determined.

For all loan portfolio segments except residential and consumer loans, the Company promptly charges-off loans, or portions thereof, when available information confirms that specific loans are uncollectible based on information that includes, but is not limited to, (1) the deteriorating financial condition of the borrower, (2) declining collateral values, and/or (3) legal action, including bankruptcy, that impairs the borrower's ability to adequately meet its obligations. For impaired loans that are considered to be solely collateral dependent, a partial charge-off is recorded when a loss has been confirmed by an updated appraisal or other appropriate valuation of the collateral.

The Company charges-off residential and consumer loans when the Company reasonably determines the amount of the loss. The Company adheres to timeframes established by applicable regulatory guidance which provides for the charge-down of 1-4 family first and junior lien mortgages to the net realizable value less costs to sell when the loan is 120 days past due, charge-off of unsecured open-end loans when the loan is 120 days past due, and charge down to the net realizable value when other secured loans are 120 days past due. Loans at these respective delinquency thresholds for which the Company can clearly document that the loan is both well-secured and in the process of collection, such that collection will occur regardless of delinquency status, need not be charged off.

For all classes, all interest accrued but not collected for loans that are placed on nonaccrual or charged off are reversed against interest income. The interest on these loans is accounted for on the cash-basis or cost-recovery method, until qualifying for return to accrual. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured. Nonaccrual loans are returned to accrual status when, in the opinion of management, the financial position of the borrower indicates there is no longer any reasonable doubt as to the timely collection of interest or principal. The Company requires a period of satisfactory performance of not less than six months before returning a nonaccrual loan to accrual status.

When cash payments are received on impaired loans in each loan class, the Company records the payment as interest income unless collection of the remaining recorded principal amount is doubtful, at which time payments are used to reduce the principal balance of the loan. Troubled debt restructured loans recognize interest income on an accrual basis at the renegotiated rate if the loan is in compliance with the modified terms, no principal reduction has been granted and the loan has demonstrated the ability to perform in accordance with the renegotiated terms for a period of at least six months.

Allowance for Loan Losses

The allowance for loan losses is established as losses are estimated to have occurred through a provision for loan losses charged to income. Loan losses are charged against the allowance when management believes the uncollectibility of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance.

The allowance for loan losses is evaluated on a monthly basis by Bank management and is based upon management's periodic review of the collectability of the loans in light of historical experience, the nature and volume of the loan portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available.

The allowance consists of allocated and general components. The allocated component relates to loans that are classified as impaired. For those loans that are classified as impaired, an allowance is established when the discounted cash flows (or collateral value or observable market price) of the impaired loan is lower than the carrying value of that loan. The general component covers non-impaired loans and is based on historical charge-off experience by segment. The historical loss experience is determined by portfolio segment and is based on the actual loss history experienced by the Company over the prior five years. Management believes the five year historical loss experience methodology is appropriate in the current economic environment. Other adjustments (qualitative/environmental considerations) for each segment may be added to the allowance for each loan segment after an assessment of internal or external influences on credit quality that are not fully reflected in the historical loss or risk rating data.

A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value and the probability of collecting scheduled principal and interest payments when due based on the loan's current payment status and the borrower's financial condition including available sources of cash flows. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired.

Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record and the amount of the shortfall in relation to the principal and interest owed. Impairment is measured on a loan-by-loan basis for non-homogenous type loans such as commercial, non-owner residential and construction loans by either the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's obtainable market price or the fair value of the collateral if the loan is collateral dependent. For impaired loans where the Company utilizes the discounted cash flows to determine the level of impairment, the Company includes the entire change in the present value of cash flows as bad debt expense.

The fair values of collateral dependent impaired loans are based on independent appraisals of the collateral. In general, the Company acquires an updated appraisal upon identification of impairment and annually thereafter for commercial, commercial real estate and multi-family loans. If the most recent appraisal is over a year old, and a new appraisal is not performed, due to lack of comparable values or other reasons, the existing appraisal is utilized and discounted generally 10% -35% based on the age of the appraisal, condition of the subject property, and overall economic conditions. After determining the collateral value as described, the fair value is calculated based on the determined collateral value less selling expenses. The potential for outdated appraisal values is considered in our determination of the allowance for loan losses through our analysis of various trends and conditions including the local economy, trends in charge-offs and delinquencies, etc. and the related qualitative adjustments assigned by the Company.

Segments of loans with similar risk characteristics are collectively evaluated for impairment based on the segment's historical loss experience adjusted for changes in trends, conditions and other relevant factors that affect repayment of the loans. Accordingly, the Company does not separately identify individual consumer and residential loans for impairment measurements, unless such loans are the subject of a restructuring agreement due to financial difficulties of the borrower.

In the course of working with borrowers, the Company may choose to restructure the contractual terms of certain loans. In this scenario, the Company attempts to work-out an alternative payment schedule with the borrower in order to optimize collectability of the loan. Any loans that are modified are reviewed by the Company to identify if a troubled debt restructuring ("TDR") has occurred, which is when, for economic or legal reasons related to a borrower's financial difficulties, the Company grants a concession to the borrower that it would not otherwise consider. Terms may be modified to fit the ability of the borrower to repay in line with its current financial status and the restructuring of the loan may include the transfer of assets from the borrower to satisfy the debt, a modification of loan terms, or a combination of the two. If such efforts by the Company do not result in a satisfactory arrangement, the loan is referred to legal counsel, at which time foreclosure proceedings are initiated. At any time prior to a sale of the property at foreclosure, the Company may terminate foreclosure proceedings if the borrower is able to work-out a satisfactory payment plan.

It is the Company's policy to have any restructured loans which are on nonaccrual status prior to being restructured remain on nonaccrual status until six months of satisfactory borrower performance at which time management would consider its return to accrual status. If a loan was accruing at the time of restructuring, the Company reviews the loan to determine if it is appropriate to continue the accrual of interest on the restructured loan.

With regard to determination of the amount of the allowance for credit losses, trouble debt restructured loans are considered to be impaired. As a result, the determination of the amount of impaired loans for each portfolio segment within troubled debt restructurings is the same as detailed previously.

Premises and Equipment

Depreciable assets are stated at cost less accumulated depreciation. Depreciation is charged to expense using the straight-line method over the estimated useful lives of the assets. An accelerated method is used for tax purposes.

Federal Home Loan Bank Stock

Federal Home Loan Bank stock is a required investment for institutions that are members of the Federal Home Loan Bank system. The required investment in the common stock is based on a predetermined formula, carried at cost and evaluated for impairment.

Foreclosed Assets Held for Sale

Assets acquired through, or in lieu of, loan foreclosure are held for sale and are initially recorded at fair value, less costs to sell, at the date of foreclosure, establishing a new cost basis. Subsequent to foreclosure, valuations are periodically performed by management and the assets are carried at the lower of carrying amount or fair value less cost to sell. Revenue and expenses from operations and changes in the valuation allowance are included in net income or expense from foreclosed assets.

Bank-Owned Life Insurance

The Company and the Bank have purchased life insurance policies on certain key executives. Company and bank-owned life insurance is recorded at its cash surrender value, or the amount that can be realized.

Treasury Stock

Common shares repurchased are recorded at cost. Cost of shares retired or reissued is determined using the weighted average cost.

Restricted Stock Awards

The Company has a share-based employee compensation plan, which is described more fully in Note 14.

Income Taxes

The Company accounts for income taxes in accordance with income tax accounting guidance (ASC 740, *Income Taxes*). The income tax accounting guidance results in two components of income tax expense: current and deferred. Current income tax expense reflects taxes to be paid or refunded for the current period by applying the provisions of the enacted tax law to the taxable income or excess of deductions over revenues. The Company determines deferred income taxes using the liability (or balance sheet) method. Under this method, the net deferred tax asset or liability is based on the tax effects of the differences between the book and tax bases of assets and liabilities, and enacted changes in tax rates and laws are recognized in the period in which they occur.

Deferred income tax expense results from changes in deferred tax assets and liabilities between periods. Deferred tax assets are reduced by a valuation allowance if based on the weight of evidence available it is more likely than not that some portion or all of a deferred tax asset will not be realized.

Uncertain tax positions are recognized if it is more likely than not, based on the technical merits, that the tax position will be realized or sustained upon examination. The term more likely than not means a likelihood of more than 50 percent; the terms examined and upon examination also include resolution of the related appeals or litigation processes, if any. A tax position that meets the more-likely-than-not recognition threshold is initially and subsequently measured as the largest amount of tax benefit that has a greater than 50 percent likelihood of being realized upon settlement with a taxing authority that has full knowledge of all relevant information. The determination of whether or not a tax position has met the more-likely-than-not recognition threshold considers the facts, circumstances and information available at the reporting date and is subject to management's judgment. At December 31, 2019, the Company had no uncertain tax positions.

The Company recognizes interest and penalties on income taxes as a component of income tax expense.

The Company files consolidated income tax returns with its subsidiary. With a few exceptions, the Company is no longer subject to the examination by tax authorities for years before 2016.

Deferred Compensation Plan

Directors have the option to defer all or a portion of fees for their services into a deferred stock compensation plan that invests in common shares of the Company. Officers of the Company have the option to defer up to 50% of their annual incentive award into this plan. The plan does not permit diversification and must be settled by the delivery of a fixed number of shares of the Company stock. The stock held in the plan is included in equity as deferred shares and is accounted for in a manner similar to treasury stock. Subsequent changes in the fair value of the Company's stock are not recognized. The deferred compensation obligation is also classified as an equity instrument and changes in the fair value of the amount owed to the participant are not recognized.

The Company has entered into supplemental income agreements for certain individuals. These agreements call for a fixed payment over 180 months after the individual reaches normal retirement age.

Stockholders' Equity and Dividend Restrictions

The Bank is subject to certain restrictions on the amount of dividends that it may declare without prior regulatory approval. Generally, the Bank's payment of dividends is limited to net income for the current year plus the two preceding calendar years, less capital distributions paid over the comparable time period. Dividend payments to the stockholders may be legally paid from additional paid-in capital or retained earnings.

Earnings Per Share

Basic earnings per share allocated to common stockholders is calculated using the two-class method and is computed by dividing net income allocated to common stockholders by the weighted average number of common shares outstanding during the period. Diluted earnings per share is adjusted for the dilutive effects of stock based compensation and is calculated using the two-class method or the treasury method. There were no dilutive effects for the years ended December 31, 2019 and 2018.

Comprehensive Income

Comprehensive income consists of net income and other comprehensive income, net of applicable income taxes. Other comprehensive income includes unrealized appreciation (depreciation) on available-for-sale securities and changes in the funded status of the defined benefit pension plan.

Advertising

Advertising costs are expensed as incurred.

Note 2: Restriction on Cash and Due From Banks

The Company is required to maintain reserve funds in cash and/or on deposit with the Federal Reserve Bank. The reserve required at December 31, 2019 and 2018, was \$5.8 million and \$2.7 million, respectively.

Note 3: Securities

The amortized cost and approximate fair values, together with gross unrealized gains and losses of securities are as follows:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
(In thousands)				
Available-for-sale Securities:				
December 31, 2019:				
U.S. government agencies	\$ 40,000	\$ —	\$ (472)	\$ 39,528
Subordinated notes	4,500	36	(4)	4,532
State and municipal obligations	135,897	8,993	(165)	144,725
Total debt securities	<u>\$ 180,397</u>	<u>\$ 9,029</u>	<u>\$ (641)</u>	<u>\$ 188,785</u>
Available-for-sale Securities:				
December 31, 2018:				
U.S. government agencies	\$ 45,250	\$ —	\$ (500)	\$ 44,750
State and municipal obligations	\$ 78,083	\$ 1,194	\$ (36)	\$ 79,241
Total debt securities	<u>\$ 123,333</u>	<u>\$ 1,194</u>	<u>\$ (536)</u>	<u>\$ 123,991</u>

The amortized cost and fair value of available-for-sale securities at December 31, 2018, by contractual maturity, are shown below. Expected maturities will differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties.

	<u>Amortized Cost</u>	<u>Fair Value</u>
	(In thousands)	
Under 1 year	\$ 6,000	\$ 5,995
One to five years	38,500	38,065
Over ten years	135,897	144,725
Totals	<u>\$ 180,397</u>	<u>\$ 188,785</u>

The carrying value of securities pledged as collateral, to secure public deposits and for other purposes, was \$46.8 million and \$48.4 million at December 31, 2019 and 2018, respectively.

Certain investments in debt securities are reported in the financial statements at an amount less than their historical cost. The total fair value of these investments at December 31, 2019 and 2018, was \$50.3 million and \$49.9 million, which represented approximately 27% and 40%, respectively, of the Company's available-for-sale investment portfolio.

Based on evaluation of available evidence, including recent changes in market interest rates, credit rating information and information obtained from regulatory filings, management believes the declines in fair value for these securities are temporary.

The following tables show the Company's investments' gross unrealized losses and fair value, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position at December 31, 2019 and 2018:

Description of Securities	December 31, 2019					
	Less than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
	(In thousands)					
US government agencies	\$ 39,528	\$ (472)	\$ —	\$ —	\$ 39,528	\$ (472)
Subordinated notes	996	\$ (4)	\$ —	\$ —	\$ 996	\$ (4)
State and municipal obligations	\$ 9,831	\$ (165)	\$ —	\$ —	\$ 9,831	\$ (165)
Total temporarily impaired securities	<u>\$ 50,355</u>	<u>\$ (641)</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 50,355</u>	<u>\$ (641)</u>

Description of Securities	December 31, 2018					
	Less than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
	(In thousands)					
US government agencies	\$ —	\$ —	\$ 44,750	\$ (500)	\$ 44,750	\$ (500)
State and municipal obligations	\$ 5,182	\$ (36)	\$ —	\$ —	\$ 5,182	\$ (36)
Total temporarily impaired securities	<u>\$ 5,182</u>	<u>\$ (36)</u>	<u>\$ 44,750</u>	<u>\$ (500)</u>	<u>\$ 49,932</u>	<u>\$ (536)</u>

The unrealized losses on the Company's investments in direct obligations of U. S. Government agencies and state and political obligation were caused by interest rate increases. The contractual terms of those investments do not permit the issuer to settle the securities at a price less than the amortized cost bases of the investments. Because the Company does not intend to sell the investments and it is not more likely than not the Company will be required to sell the investments before recovery of their amortized cost bases, which may be maturity, the Company does not consider those investments to be other-than-temporarily impaired at December 31, 2019.

Note 4: Loans and Allowance for Loan Losses

Categories of loans at December 31, include:

	2019	2018
	(In thousands)	
Commercial loans	\$ 99,995	\$ 93,690
Commercial real estate	254,651	223,461
Residential real estate	77,205	78,767
Installment loans	9,697	13,765
Total gross loans	441,548	409,683
Less allowance for loan losses	(2,231)	(2,043)
Total loans	<u>\$ 439,317</u>	<u>\$ 407,640</u>

The risk characteristics of each loan portfolio segment are as follows:

Commercial

Commercial loans are primarily based on the identified cash flows of the borrower and secondarily on the underlying collateral provided by the borrower. The cash flows of borrowers, however, may not be as expected and the collateral securing these loans may fluctuate in value. Most commercial loans are secured by the assets being financed or other business assets, such as accounts receivable or inventory, and may include a personal guarantee. Short-term loans may be made on an unsecured basis. In the case of loans secured by accounts receivable, the availability of funds for the repayment of these loans may be substantially dependent on the ability of the borrower to collect amounts due from its customers.

Commercial Real Estate

Commercial real estate loans are viewed primarily as cash flow loans and secondarily as loans secured by real estate. Commercial real estate lending typically involves higher loan principal amounts and the repayment of these loans is generally dependent on the successful operation of the property securing the loan or the business conducted on the property securing the loan. Commercial real estate loans may be more adversely affected by conditions in the real estate markets or in the general economy. The characteristics of properties securing the Company's commercial real estate portfolio are diverse, but with geographic location almost entirely in the Company's market area. Management monitors and evaluates commercial real estate loans based on collateral, geography and risk grade criteria. In general, the Company avoids financing single purpose projects unless other underwriting factors are present to help mitigate risk. In addition, management tracks the level of owner-occupied commercial real estate versus nonowner-occupied loans.

Residential and Consumer

Residential and consumer loans consist of two segments - residential mortgage loans and personal loans. For residential mortgage loans that are secured by 1-4 family residences and are generally owner-occupied, the Company generally establishes a maximum loan-to-value ratio and requires private mortgage insurance if that ratio is exceeded. Home equity loans are typically secured by a subordinate interest in 1-4 family residences, and consumer personal loans are secured by consumer personal assets, such as automobiles or recreational vehicles. Some consumer personal loans are unsecured, such as small installment loans and certain lines of credit. Repayment of these loans is primarily dependent on the personal income of the borrowers, which can be impacted by economic conditions in their market areas, such as unemployment levels. Repayment can also be impacted by changes in property values on residential properties. Risk is mitigated by the fact that the loans are of smaller individual amounts and spread over a large number of borrowers.

The following tables present the balance in the allowance for loan losses and the recorded investment in loans based on portfolio segment and impairment method as of December 31, 2019 and 2018:

2019						
	Commercial	Commercial Real Estate	Residential	Installment	Unallocated	Total
(In thousands)						
Allowance for loan losses:						
Balance, beginning of year	\$ 389	\$ 672	\$ 519	\$ 463	\$ —	\$ 2,043
Provision charged to expense	196	551	180	(19)	—	908
Losses charged off	(18)	(431)	(141)	(180)	—	(770)
Recoveries	1	—	14	35	—	50
Balance, end of year	<u>\$ 568</u>	<u>\$ 792</u>	<u>\$ 572</u>	<u>\$ 299</u>	<u>\$ —</u>	<u>\$ 2,231</u>
Ending balance: individually evaluated for impairment	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>
Ending balance: collectively evaluated for impairment	<u>\$ 568</u>	<u>\$ 792</u>	<u>\$ 572</u>	<u>\$ 299</u>	<u>\$ —</u>	<u>\$ 2,231</u>
Loans:						
Ending balance: individually evaluated for impairment	<u>\$ 71</u>	<u>\$ 371</u>	<u>\$ 594</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 1,036</u>
Ending balance: collectively evaluated for impairment	<u>\$ 99,924</u>	<u>\$ 254,280</u>	<u>\$ 76,611</u>	<u>\$ 9,697</u>	<u>\$ —</u>	<u>\$ 440,512</u>

2018						
	Commercial	Commercial Real Estate	Residential	Installment	Unallocated	Total
(In thousands)						
Allowance for loan losses:						
Balance, beginning of year	\$ 537	\$ 843	\$ 436	\$ 218	\$ 88	\$ 2,122
Provision charged to expense	(151)	(173)	287	422	(88)	297
Losses charged off	—	—	(208)	(241)	—	(449)
Recoveries	3	2	4	64	—	73
Balance, end of year	<u>\$ 389</u>	<u>\$ 672</u>	<u>\$ 519</u>	<u>\$ 463</u>	<u>\$ —</u>	<u>\$ 2,043</u>
Ending balance: individually evaluated for impairment	<u>\$ —</u>	<u>\$ 85</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 85</u>
Ending balance: collectively evaluated for impairment	<u>\$ 389</u>	<u>\$ 587</u>	<u>\$ 519</u>	<u>\$ 463</u>	<u>\$ —</u>	<u>\$ 1,958</u>
Loans:						
Ending balance: individually evaluated for impairment	<u>\$ 57</u>	<u>\$ 809</u>	<u>\$ —</u>	<u>\$ 93</u>	<u>\$ —</u>	<u>\$ 959</u>
Ending balance: collectively evaluated for impairment	<u>\$ 93,633</u>	<u>\$ 222,652</u>	<u>\$ 78,767</u>	<u>\$ 13,672</u>	<u>\$ —</u>	<u>\$ 408,724</u>

The following table shows the portfolio quality indicators as of December 31, 2018:

Loan Class	Commercial				Total
	Commercial	Real Estate	Residential	Installment	
	(In thousands)				
Pass Grade	\$ 93,620	\$ 219,485	\$ 78,767	\$ 13,672	\$ 405,544
Special Mention	—	2,710	—	—	2,710
Substandard	70	1,266	—	93	1,429
Doubtful	—	—	—	—	—
	<u>\$ 93,690</u>	<u>\$ 223,461</u>	<u>\$ 78,767</u>	<u>\$ 13,765</u>	<u>\$ 409,683</u>

The Company evaluates the loan risk grading system definitions and allowance for loan losses methodology on an ongoing basis. No significant methodology changes were made during 2019 and 2018.

The following table shows the loan portfolio aging analysis of the recorded investment in loans as of December 31, 2019:

Loan Class	30-59 Days	60-89 Days	Greater Than	Non	Total Past	Current	Total Loans
	Past Due and	Past Due and	90 Days and	Accrual	Due and Non		
	Accruing	Accruing	Accruing		Accrual		Receivable
	(In thousands)						
Commercial	\$ 129	\$ 132	\$ —	\$ 30	\$ 291	\$ 99,704	\$ 99,995
Commercial real estate	—	214	197	348	759	253,892	254,651
Residential	448	—	29	1,074	1,551	75,654	77,205
Installment	58	1	—	—	59	9,638	9,697
Total	<u>\$ 635</u>	<u>\$ 347</u>	<u>\$ 226</u>	<u>\$ 1,452</u>	<u>\$ 2,660</u>	<u>\$ 438,888</u>	<u>\$ 441,548</u>

The following table shows the loan portfolio aging analysis of the recorded investment in loans as of December 31, 2018:

Loan Class	30-59 Days	60-89 Days	Greater Than	Non	Total Past	Current	Total Loans
	Past Due and	Past Due and	90 Days and	Accrual	Due and Non		
	Accruing	Accruing	Accruing		Accrual		Receivable
	(In thousands)						
Commercial	\$ 98	\$ 94	\$ —	\$ —	\$ 192	\$ 93,498	\$ 93,690
Commercial real estate	—	—	—	741	741	222,720	223,461
Residential	1,704	262	155	485	2,606	76,161	78,767
Installment	72	4	—	19	95	13,670	13,765
Total	<u>\$ 1,874</u>	<u>\$ 360</u>	<u>\$ 155</u>	<u>\$ 1,245</u>	<u>\$ 3,634</u>	<u>\$ 406,049</u>	<u>\$ 409,683</u>

A loan is considered impaired, in accordance with the impairment accounting guidance (ASC 310-10-35-16), when based on current information and events, it is probable the Company will be unable to collect all amounts due from the borrower in accordance with the contractual terms of the loan. Impaired loans include nonperforming commercial loans but also include loans modified in troubled debt restructurings where concessions have been granted to borrowers experiencing financial difficulties. These concessions could include a reduction in the interest rate on the loan, payment extensions, forgiveness of principal, forbearance or other actions intended to maximize collection.

The following table presents impaired loans for the year ended December 31, 2019:

	Recorded Balance	Unpaid Principal Balance	Specific Allowance	Average Investment in Impaired Loans	Interest Income Recognized
	(In thousands)				
Loans without a specific valuation allowance:					
Commercial	\$ 71	\$ 71	\$ —	\$ 71	\$ 13
Commercial real estate	371	371	—	356	8
Real Estate	594	594	—	683	23
	1,036	1,036	—	1,110	44
Loans with a specific valuation allowance:					
Commercial	\$ —	\$ —	\$ —	\$ —	\$ —
Commercial real estate	—	—	—	—	—
Real Estate	—	—	—	—	—
	\$ —	\$ —	\$ —	\$ —	\$ —
Total:					
Commercial	<u>\$ 71</u>	<u>\$ 71</u>	<u>\$ —</u>	<u>\$ 71</u>	<u>\$ 13</u>
Commercial Real Estate	<u>371</u>	<u>371</u>	<u>—</u>	<u>356</u>	<u>8</u>
Real Estate	<u>594</u>	<u>594</u>	<u>—</u>	<u>683</u>	<u>23</u>

The following table presents impaired loans for the year ended December 31, 2018:

	Recorded Balance	Unpaid Principal Balance	Specific Allowance	Average Investment in Impaired Loans	Interest Income Recognized
	(In thousands)				
Loans without a specific valuation allowance:					
Commercial	\$ 57	\$ 57	\$ —	\$ 59	\$ 2
Commercial real estate	409	409	—	444	18
Installment	93	93	—	99	4
	559	559	—	602	24
Loans with a specific valuation allowance:					
Commercial	\$ —	\$ —	\$ —	\$ —	\$ 1
Commercial real estate	400	400	85	407	—
Installment	—	—	—	—	—
	400	400	85	407	1
Total:					
Commercial	\$ 57	\$ 57	\$ —	\$ 59	\$ 3
Commercial Real Estate	\$ 809	\$ 809	\$ 85	\$ 851	\$ 18
Installment	\$ 93	\$ 93	\$ —	\$ 99	\$ 4

At December 31, 2019 and 2018, the Company had certain loans that were modified in troubled debt restructurings and impaired. The modification of terms of such loans included one or a combination of the following: an extension of maturity, a reduction of the stated interest rate or a permanent reduction of the recorded investment in the loan.

The Company did not have any troubled debt restructurings that occurred during the year ended December 31, 2018. The following tables present information regarding troubled debt restructurings by class and by type of modification for the year ended December 31, 2019:

	Year Ended December 31, 2019		
	Number of Contracts	Pre- Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
		(In thousands)	
Commercial	2	\$ 83	\$ 83

	Year Ended December 31, 2019			
	Interest Only	Term	Combination	Total Modification
	(In thousands)			
Commercial	\$ —	\$ 83	\$ —	\$ 83

During the 2019, troubled debt restructurings did not have an impact on the allowance for loan losses. At December 31, 2019 and 2018 and for the years then ended, there were no material defaults of any troubled debt restructurings that were modified in the last 12 months. The Company generally considers TDR's that become 90 days or more past due under the modified terms as subsequently defaulted.

Note 5: Premises and Equipment

Major classifications of premises and equipment, stated at cost, are as follows:

	2019	2018
	(In thousands)	
Land, buildings and improvements	\$ 18,297	\$ 17,839
Furniture and equipment	14,220	13,359
Computer software	2,196	2,164
	34,713	33,362
Less accumulated depreciation	(22,311)	(21,245)
Net premises and equipment	\$ 12,402	\$ 12,117

Note 6: Time Deposits

Time deposits in denominations of \$250,000 or more were \$14.0 million at December 31, 2019 and \$16.0 million at December 31, 2018. At December 31, 2019, the scheduled maturities of time deposits are as follows:

	(In thousands)	
Due during the year ending December 31,		
2020	\$	52,902
2021		38,655
2022		12,023
2023		1,161
2024		393
Thereafter		337
	\$	<u>105,471</u>

Note 7: Borrowings

At December 31, advances from the Federal Home Loan Bank were as follows:

	2019		2018	
	(In thousands)			
Maturities March 2019 through August 2025, primarily at fixed rates ranging from 4.64% to 6.65%, averaging 5.29%	\$	—	\$	106
Cash Management Advances maturities from January 2020 to March 2020 at floating rates averaging 1.73%		39,800		—
	\$	<u>39,800</u>	\$	<u>106</u>

At December 31, 2019 and 2018, as a member of the Federal Home Loan Bank system the Bank had the ability to obtain up to \$119.0 million and \$117.6 million, respectively, in additional borrowings based on securities and certain loans pledged to the FHLB. At December 31, 2019 and 2018, the Bank had approximately \$79.7 million and \$113.3 million, respectively of one- to four-family residential real estate and commercial real estate loans pledged as collateral for borrowings. Also at December 31, 2019 and 2018, the Company and the Bank have cash management lines of credit with various correspondent banks (excluding FHLB cash management lines of credit) enabling additional borrowings of up to \$18.0 million.

Securities sold under repurchase agreements were approximately \$6.9 million and \$8.1 million at December 31, 2019 and 2018.

Securities sold under agreements to repurchase are financing arrangements whereby the Company sells securities and agrees to repurchase the identical securities at the maturities of the agreements at specified prices. Physical control is maintained for all securities sold under repurchase agreements. Information concerning securities sold under agreements to repurchase is summarized as follows:

	2019		2018	
	(Dollars in thousands)			
Balance outstanding at year end	\$	6,915	\$	8,068
Average daily balance during the year	\$	9,272	\$	12,874
Average interest rate during the year		1.37%		1.06%
Maximum month-end balance during the year	\$	13,441	\$	16,161
Weighted-average interest rate at year end		1.40%		1.13%

All repurchase agreements are subject to term and conditions of repurchase/security agreements between the Company and the customer and are accounted for as secured borrowings. The Company's repurchase agreements reflected in short-term borrowings consist of customer accounts and securities which are pledged on an individual security basis.

The following table presents the Company's repurchase agreements accounted for as secured borrowings:

Remaining Contractual Maturity of the Agreement

(In thousands)

December 31, 2019	Overnight and Continuous	Up to 30 Days	30-90 Days	Greater than 90 Days	Total
Repurchase Agreements					
U.S government agencies	\$ 6,915	\$ —	\$ —	\$ —	\$ 6,915
Total	\$ 6,915	\$ —	\$ —	\$ —	\$ 6,915

December 31, 2018	Overnight and Continuous	Up to 30 Days	30-90 Days	Greater than 90 Days	Total
Repurchase Agreements					
U.S government agencies	\$ 8,068	\$ —	\$ —	\$ —	\$ 8,068
Total	\$ 8,068	\$ —	\$ —	\$ —	\$ 8,068

Securities with an approximate carrying value of \$9.4 million and \$18.3 million at December 31, 2019 and 2018, respectively, were pledged as collateral for repurchase borrowings.

Note 8: Subordinated Debentures

On May 14, 2019 the Company issued \$20,000,000 of junior subordinated debentures in denominations of not less than \$250,000. The debentures bear interest at a fixed rate of 6.0% until May 2024, which then becomes a floating interest rate equal to the three-month LIBOR (or an equivalent index) plus 3.625%, resetting quarterly. Interest on the subordinated notes will be payable semiannually through May 2024 and quarterly thereafter through the maturity date of May 2029. Principal is due upon maturity. The debentures are unsecured and payable to various investors. For purposes of computing regulatory capital, the debentures are included in Tier 2 Capital. The subordinated notes may not be repaid in whole or in part prior to the fifth anniversary of the issue date (May 2019). Unamortized debt costs were 580,787 as of December 31, 2019.

In 2005, a Delaware statutory business trust owned by the Company, United Bancorp Statutory Trust I ("Trust I" or the "Trust"), issued \$4.1 million of mandatorily redeemable debt securities. The sale proceeds were utilized to purchase \$4.1 million of the Company's subordinated debentures which mature in 2035. The Company's subordinated debentures are the sole asset of Trust I. The Company's investment in Trust I is not consolidated herein as the Company is not deemed the primary beneficiary of the Trust. However, the \$4.1 million of mandatorily redeemable debt securities issued by the Trust are includible for regulatory purposes as a component of the Company's Tier I Capital. Interest on the Company's subordinated debentures is equal to three month LIBOR plus 1.35% and is payable quarterly.

Subordinated debentures, net of unamortized debt costs, totaled \$23.5 million and \$4.1 million at December 31, 2019 and 2018, respectively.

Note 9: Income Taxes

The provision for income taxes includes these components:

	2019	2018
	(In thousands)	
Taxes currently payable	\$ 557	\$ 425
Deferred income taxes	42	375
Income tax expense	<u>\$ 599</u>	<u>\$ 800</u>

A reconciliation of income tax expense at the statutory rate to the Company's actual income tax expense is shown below:

	2019	2018
	(In thousands)	
Computed at the statutory rate (21%)	\$ 1,556	\$ 1,067
(Decrease) increase resulting from		
Tax exempt interest	(780)	(262)
Earnings on bank-owned life insurance - net	(112)	(121)
Deferred tax re-valuation	—	—
Low income housing credit	(74)	(73)
Merger related expenses	—	55
Other	9	134
Actual tax expense	<u>\$ 599</u>	<u>\$ 800</u>

The tax effects of temporary differences related to deferred taxes shown on the balance sheets were:

	2019	2018
	(In thousands)	
Deferred tax assets		
Allowance for loan losses	\$ 326	\$ 292
Stock based compensation	138	282
Allowance for losses on foreclosed real estate	—	11
Deferred compensation and ESOP	494	521
Intangible assets	—	54
Non-accrual loan interest	8	11
Other	13	—
Total deferred tax assets	<u>979</u>	<u>1,171</u>
Deferred tax liabilities		
Depreciation	(266)	(208)
Deferred loan costs, net	(73)	(97)
FHLB stock dividends	(321)	(321)
Unrealized gains on securities available for sale	(1,762)	(138)
Prepaid expenses	(48)	(163)
Intangibles	(138)	(280)
Employee benefit expense	(107)	(183)
Total deferred tax liabilities	<u>(2,715)</u>	<u>(1,390)</u>
Net deferred tax (liability) asset	<u>\$ (1,736)</u>	<u>\$ (219)</u>

Note 10: Accumulated Other Comprehensive Income (Loss)

The components of accumulated other comprehensive income (loss), included in stockholders' equity, are as follows:

	<u>2019</u>	<u>2018</u>
	(In thousands)	
Net unrealized gain on securities available-for-sale	\$ 8,389	\$ 658
Net unrealized loss for funded status of defined benefit plan liability	<u>(1,381)</u>	<u>(671)</u>
	7,008	(13)
Tax effect	<u>(1,472)</u>	<u>3</u>
Net-of-tax amount	<u>\$ 5,536</u>	<u>\$ (10)</u>

Note 11: Regulatory Matters

The Company and the Bank are subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory—and possibly additional discretionary—actions by regulators that, if undertaken, could have a direct material effect on the Company's and the Bank's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company and the Bank must meet specific capital guidelines that involve quantitative measures of assets, liabilities and certain off-balance-sheet items as calculated under regulatory accounting practices. The capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings and other factors. Furthermore, the Company and the Bank's regulators could require adjustments to regulatory capital not reflected in these financial statements.

In July 2013, the Federal Reserve approved final rules, referred to herein as the Basel III Rules, establishing a new comprehensive capital framework for U.S. banking organizations. The Basel III Rules generally implement the Basel Committee on Banking Supervision's December 2010 final capital framework referred to as "Basel III" for strengthening international capital standards. The Basel III Rules substantially revise the risk-based capital requirements applicable to bank holding companies and their depository institution subsidiaries, including the Company and Citizens, as compared to the current U.S. general risk-based capital rules. The Basel III Rules revise the definitions and the components of regulatory capital, as well as address other issues affecting the computation of regulatory capital ratios. The Basel III rules added another capital ratio component "Tier 1 Common Capital Ratio" which is a measurement of a bank's core equity capital compared with its total risk-weighted assets. The Basel III Rules also prescribe a new standardized approach for risk weightings that expand the risk-weighting categories from the current categories to a larger more risk-sensitive number of categories, depending on the nature of the assets, generally ranging from 0% for U.S. government and agency securities, to 600% for certain equity exposures, and resulting in higher risk weights for a variety of asset classes.

The Basel III capital rules became effective for the Company and Unified on January 1, 2015, subject to phase-in periods for certain components. The net unrealized gain or loss on available-for-sale securities is not included in computing regulatory capital.

As of December 31, 2019, the Company exceeded its minimum regulatory capital requirements with a total risk-based capital ratio of 16.7%, common equity tier 1 ratio of 13.1%, Tier 1 risk-based capital ratio of 14.0% and a Tier 1 leverage ratio of 9.5%.

As of December 31, 2019, the most recent notification from Federal Deposit Insurance Corporation categorized the Bank as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well-capitalized, the Bank must maintain capital ratios as set forth in the table. There are no conditions or events since that notification that management believes have changed the Bank's category.

The Company's and Bank's actual capital amounts and ratios are presented in the following table.

	Actual		For Capital Adequacy Purposes		To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
(Dollars in thousands)						
As of December 31, 2019						
Total Capital (to Risk-Weighted Assets)						
Consolidated	\$ 83,653	16.7%	\$ 40,027	8.0%	N/A	N/A
Unified	68,953	13.8	39,972	8.0	\$ 49,776	10.0%
Common Equity Tier 1 Capital (to Risk-Weighted Assets)						
Consolidated	\$ 57,422	11.5%	\$ 22,515	4.5%	N/A	N/A
Unified	66,722	13.4	22,484	4.5	\$ 32,355	6.5%
Tier I Capital (to Risk-Weighted Assets)						
Consolidated	\$ 61,422	12.3%	\$ 30,020	6.0%	N/A	N/A
Unified	66,722	13.4	29,979	6.0	\$ 39,821	8.0%
Tier I Capital (to Average Assets)						
Consolidated	\$ 61,422	9.5%	\$ 30,020	4.0%	N/A	N/A
Unified	66,722	10.1	29,979	4.0	\$ 33,110	5.0%
As of December 31, 2018						
Total Capital (to Risk-Weighted Assets)						
Consolidated	\$ 53,461	12.0%	\$ 35,720	8.0%	N/A	N/A
Unified	50,690	11.4	35,643	8.0	\$ 44,554	10.0%
Common Equity Tier 1 Capital (to Risk-Weighted Assets)						
Consolidated	\$ 47,418	10.6%	\$ 20,092	4.5%	N/A	N/A
Unified	48,647	10.9	20,049	4.5	\$ 28,960	6.5%
Tier I Capital (to Risk-Weighted Assets)						
Consolidated	\$ 51,418	11.5%	\$ 26,790	6.0%	N/A	N/A
Unified	48,647	10.9	26,733	6.0	\$ 35,643	8.0%
Tier I Capital (to Average Assets)						
Consolidated	\$ 51,418	8.8%	\$ 23,275	4.0%	N/A	N/A
Unified	48,647	8.4	23,189	4.0	\$ 28,986	5.0%

Note 12: Related Party Transactions

At December 31, 2019 and 2018, the Bank had loan commitments outstanding to executive officers, directors, significant stockholders and their affiliates (related parties). In management's opinion, such loans and other extensions of credit and deposits were made in the ordinary course of business and were made on substantially the same terms (including interest rates and collateral) as those prevailing at the time for comparable transactions with other persons. Further, in management's opinion, these loans did not involve more than normal risk of collectibility or present other unfavorable features. Such loans are summarized below.

	<u>2019</u>	<u>2018</u>
	(In thousands)	
Aggregate balance – January 1	\$ 14,106	\$ 12,996
New loans	4,459	2,386
Repayments	<u>(797)</u>	<u>(1,276)</u>
Aggregate balance – December 31	<u>\$ 17,768</u>	<u>\$ 14,106</u>

Deposits from related parties held by the Bank at December 31, 2019 and 2018, totaled approximately \$2.5 million and \$2.3 million, respectively.

Note 13: Benefit Plans***Pension and Other Postretirement Benefit Plans***

The Company has a noncontributory defined benefit pension plan covering all employees who meet the eligibility requirements. The Company's funding policy is to make the minimum annual contribution that is required by applicable regulations, plus such amounts as the Company may determine to be appropriate from time to time. The Company expects to contribute \$378,000 to the plan in 2020.

In connection with the acquisition of Powhatan Point Community Bancshares, Inc., the Company assumed supplemental income agreements for certain individuals. The agreements provide for a fixed number of payments once the individual reaches normal retirement age. At December 31, 2019, the present value of these future payments was approximately \$429,000.

The Company uses a December 31st measurement date for the plan. Information about the plan's funded status and pension cost follows:

	Pension Benefits	
	2019	2018
	(In thousands)	
Change in benefit obligation		
Beginning of year	\$ (4,157)	\$ (4,672)
Service cost	(299)	(302)
Interest cost	(218)	(221)
Actuarial (loss) gain	(1,276)	470
Benefits paid	362	568
End of year	<u>(5,588)</u>	<u>(4,157)</u>
Change in fair value of plan assets		
Beginning of year	5,041	5,605
Actual return on plan assets	967	(417)
Employer contribution	465	421
Benefits paid	(362)	(568)
End of year	<u>6,111</u>	<u>5,041</u>
Funded status at end of year	<u>\$ 523</u>	<u>\$ 884</u>

Amounts recognized in accumulated other comprehensive loss not yet recognized as components of net periodic benefit cost consist of:

	Pension Benefits	
	2019	2018
	(In thousands)	
Unamortized net loss	\$ 2,009	\$ 1,388
Unamortized prior service	(581)	(670)
	<u>\$ 1,428</u>	<u>\$ 718</u>

The estimated net loss and prior service credit for the defined benefit pension plan that will be amortized from accumulated other comprehensive income as a credit into net periodic benefit cost over the next fiscal year is approximately \$56,000. The accumulated benefit obligation for the defined benefit pension plan was \$5.0 million and \$3.8 million at December 31, 2019 and 2018, respectively.

Information for the pension plan with respect to accumulated benefit obligation and plan assets is as follows:

	December 31,	
	2019	2018
	(In thousands)	
Projected benefit obligation	\$ 5,588	\$ 4,157
Accumulated benefit obligation	\$ 5,032	\$ 3,840
Fair value of plan assets	\$ 6,111	\$ 5,041

	December 31,	
	2019	2018
	(In thousands)	
Components of net periodic benefit cost		
Service cost	\$ 299	\$ 302
Interest cost	218	221
Expected return on plan assets	(468)	(445)
Amortization of prior service (credit) cost	(89)	(89)
Amortization of net loss	145	51
Net periodic benefit cost	\$ 105	\$ 40

Significant assumptions include:

	Pension Benefits	
	2019	2018
Weighted-average assumptions used to determine benefit obligation:		
Discount rate	4.39%	5.37%
Rate of compensation increase	3.50%	3.00%
Weighted-average assumptions used to determine benefit cost:		
Discount rate	4.39%	5.37%
Expected return on plan assets	7.50%	7.50%
Rate of compensation increase	3.00%	3.00%

The Company has estimated the long-term rate of return on plan assets based primarily on historical returns on plan assets, adjusted for changes in target portfolio allocations and recent changes in long-term interest rates based on publicly available information. The long-term rate of return did not change from 2018 to 2019.

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid as of December 31, 2019:

	Pension Benefits
	(In thousands)
2020	\$ 516
2021	639
2022	412
2023	329
2024	339
2025-2029	3,055
Total	<u>\$ 5,290</u>

Plan assets are held by an outside trustee which invests the plan assets in accordance with the provisions of the plan agreement. All equity and fixed income investments are held in various mutual funds with quoted market prices. Mutual fund equity securities primarily include investment funds that are comprised of large-cap, mid-cap and international companies. Fixed income mutual funds primarily include investments in corporate bonds, mortgage-backed securities and U.S. Treasuries. Other types of investments include a prime money market fund.

The asset allocation strategy of the plan is designed to allow flexibility in the determination of the appropriate investment allocations between equity and fixed income investments. This strategy is designed to help achieve the actuarial long term rate on plan assets of 7.5%. The target asset allocation percentages for both 2019 and 2018 are as follows:

Large-Cap stocks	Not to exceed 68%
Small-Cap stocks	Not to exceed 23%
Mid-Cap stocks	Not to exceed 23%
International equity securities	Not to exceed 30%
Fixed income investments	Not to exceed 35%
Alternative investments	Not to exceed 19%

At December 31, 2019 and 2018, the fair value of plan assets as a percentage of the total was invested in the following:

	December 31,	
	2019	2018
Equity securities	70.6%	71.8%
Debt securities	29.1	27.0
Cash and cash equivalents	0.3	1.2
	<u>100.0%</u>	<u>100.0%</u>

Pension Plan Assets

Following is a description of the valuation methodologies used for pension plan assets measured at fair value on a recurring basis, as well as the general classification of pension plan assets pursuant to the valuation hierarchy.

Where quoted market prices are available in an active market, plan assets are classified within Level 1 of the valuation hierarchy. Level 1 plan assets include investments in mutual funds that involve equity, bond and money market investments. All of the Plan's assets are classified as Level 1. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of plan assets with similar characteristics or discounted cash flows. In certain cases where Level 1 or Level 2 inputs are not available, plan assets are classified within Level 3 of the hierarchy. At December 31, 2019 and 2018, the Plan did not contain Level 2 or Level 3 investments.

The fair values of Company's pension plan assets at December 31st, by asset category are as follows:

December 31, 2019

Asset Category	Total Fair Value	Fair Value Measurements Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
		(In thousands)		
Mutual money market	\$ 186	\$ 186	\$ —	\$ —
Mutual funds – equities				
ETF mutual funds	3,404	3,404	—	—
Large and small Cap	317	317	—	—
International	419	419	—	—
Commodities	178	178	—	—
Mutual funds – fixed income				
Fixed income	1,324	1,324	—	—
ETF fixed income	283	283	—	—
Total	\$ 6,111	\$ 6,111	\$ —	\$ —

December 31, 2018

Asset Category	Total Fair Value	Fair Value Measurements Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
		(In thousands)		
Mutual money market	\$ 63	\$ 63	\$ —	\$ —
Mutual funds – equities				
ETF mutual funds	2,860	2,860	—	—
Large and small Cap	260	260	—	—
International	346	346	—	—
Commodities	149	149	—	—
Mutual funds – fixed income				
Fixed income	996	996	—	—
ETF fixed income	367	367	—	—
Total	\$ 5,041	\$ 5,041	\$ —	\$ —

Employee Stock Ownership Plan

The Company has an Employee Stock Ownership Plan (“ESOP”) with an integrated 401(k) plan covering substantially all employees of the Company. The ESOP acquired 354,551 shares of Company common stock at \$9.64 per share in 2005 with funds provided by a loan from the Company. Accordingly, \$3.4 million of common stock acquired by the ESOP was shown as a reduction of stockholders’ equity. Shares are released to participants proportionately as the loan is repaid. Dividends on allocated shares are recorded as dividends and charged to retained earnings. Compensation expense is recorded equal to the fair market value of the stock when contributions, which are determined annually by the Board of Directors of the Company, are made to the ESOP. The Company’s 401(k) matching percentage was 50% of the employees’ first 6% of contributions for 2019 and 2018.

ESOP and 401(k) expense for the years ended December 31, 2019 and 2018 was approximately \$272,000 and \$280,000, respectively.

Share information for the ESOP is as follows at December 31, 2019 and 2018:

	2019	2018
Allocated shares at beginning of the year	\$ 416,982	\$ 407,268
Shares released for allocation during the year	23,635	23,635
Net shares distributed due to retirement/diversification	(52,841)	(61,192)
Unearned shares	23,635	47,271
	<u>411,411</u>	<u>416,982</u>
Total ESOP shares		
	<u>411,411</u>	<u>416,982</u>
Fair value of unearned shares at December 31st	\$ 338,000	\$ 539,000

At December 31, 2019, the fair value of the 387,776 allocated shares held by the ESOP was approximately \$5,545,000.

Split Dollar Life Insurance Arrangements

The Company has split-dollar life insurance arrangements with its executive officers and certain directors that provide certain death benefits to the executive’s beneficiaries upon his or her death. The agreements provide a pre- and post-retirement death benefit payable to the beneficiaries of the executive in the event of the executive’s death. The Company has purchased life insurance policies on the lives of all participants covered by these agreements in amounts sufficient to provide the sums necessary to pay the beneficiaries, and the Company pays all premiums due on the policies. In the case of an early separation from the Company, the nonvested executive portion of the death benefit is retained by the Company. The accumulated post retirement benefit obligation was \$1.6 million at December 31, 2019 and December 31, 2018.

Note 14: Restricted Stock Plan

During 2018, the Company's stockholders authorized the adoption of the United Bancorp, Inc. 2018 Stock Incentive Plan (the "2018 Plan"). No more than 500,000 shares of the Company's common stock may be issued under the 2018 Plan. As of December 31, 2019, 32,500 shares have been issued under this plan. The shares that may be issued can be authorized but unissued shares or treasury shares. The 2018 Plan permits the grant of incentive awards in the form of options, stock appreciation rights, restricted share and share unit awards, and performance share awards. The 2018 Plan contains annual limits on certain types of awards to individual participants. In any calendar year, no participant may be granted awards covering more than 25,000 shares.

During 2008, the Company's stockholders authorized the adoption of the United Bancorp, Inc. 2008 Stock Incentive Plan (the "2008 Plan"). No more than 500,000 shares of the Company's common stock may be issued under the 2008 Plan. The shares that may be issued can be authorized but unissued shares or treasury shares. The 2008 Plan permits the grant of incentive awards in the form of options, stock appreciation rights, restricted share and share unit awards, and performance share awards. The 2008 Plan contains annual limits on certain types of awards to individual participants. In any calendar year, no participant may be granted awards covering more than 25,000 shares. As of December 31, 2018, no additional shares can be awarded under the 2008 Plan.

The Company believes that such awards better align the interests of its employees with those of its stockholders. Stock options are generally granted with an exercise price, and restricted stock awards are valued, equal to the market price of the Company's stock at the date of grant; stock option awards generally vest within 9.25 years of continuous service and have a 9.5 year contractual term. Restricted stock awards generally vest over a 9.5 year contractual term, or over the period to retirement, whichever is shorter. Restricted stock awards have no post-vesting restrictions. Restricted stock awards provide for accelerated vesting if there is a change in control (as defined in the Plans).

A summary of the status of the Company's nonvested restricted shares as of December 31, 2019, and changes during the year then ended, is presented below:

	Shares	Weighted- Average Grant- Date Fair Value
Nonvested, beginning of year	300,000	\$ 10.23
Granted	32,500	11.35
Vested	(95,000)	8.40
Forfeited	—	—
Nonvested, end of year	<u>237,500</u>	<u>\$ 11.15</u>

Total compensation cost recognized in the income statement for share-based payment arrangements during the years ended December 31, 2019 and 2018 was \$293,000 and \$287,000, respectively.

The recognized tax benefits related thereto were \$62,000 and \$55,000, for the years ended December 31, 2019 and 2018, respectively.

As of December 31, 2019 and 2018, there was \$2,114,000 and \$1,918,000, respectively, of total unrecognized compensation cost related to nonvested share-based compensation arrangements granted under the Plan. That cost is expected to be recognized over a weighted-average period of 7.2 years.

Note 15: Earnings Per Share

Earnings per share (EPS) were computed as follows:

	Year Ended December 31, 2019		
	Net Income	Weighted- Average Shares	Per Share Amount
	(In thousands)		
Net income	\$ 6,810		
Less allocated earnings on non-vested restricted stock	(111)		
Less allocated dividends on non-vested restricted stock	(145)		
Net income allocated to common stockholders	6,554		
		5,525,965	
Basic and diluted earnings per share			\$ 1.19

	Year Ended December 31, 2018		
	Net Income	Weighted- Average Shares	Per Share Amount
	(In thousands)		
Net income	\$ 4,282		
Less allocated earnings on non-vested restricted stock	(59)		
Less allocated dividends on non-vested restricted stock	(155)		
Net income allocated to common stockholders	4,068		
		4,952,471	
Basic and diluted earnings per share			\$ 0.82

Note 16: Disclosures about Fair Value of Financial Instruments and Other Assets and Liabilities

The Company defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company also utilizes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

- Level 1** Quoted prices in active markets for identical assets or liabilities
- Level 2** Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities
- Level 3** Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities

Following is a description of the valuation methodologies used for assets measured at fair value on a recurring basis and recognized in the accompanying balance sheets, as well as the general classification of such assets pursuant to the valuation hierarchy.

Available-for-sale Securities

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. If quoted market prices are not available, then fair values are estimated by using quoted prices of securities with similar characteristics or independent asset pricing services and pricing models, the inputs of which are market-based or independently sourced market parameters, including, but not limited to, yield curves, interest rates, volatilities, prepayments, defaults, cumulative loss projections and cash flows. Such securities are classified in Level 2 of the valuation hierarchy.

The following tables present the fair value measurements of assets recognized in the accompanying balance sheets measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at December 31, 2019 and 2018:

December 31, 2019					
Fair Value Measurements Using					
Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)		
(In thousands)					
U.S government agencies	\$ 39,528	\$ —	\$ 39,528	\$ —	—
Subordinated notes	\$ 4,500	—	\$ 4,532	—	—
State and Municipal Obligations	\$ 144,725	—	\$ 144,725	—	—

December 31, 2018					
Fair Value Measurements Using					
Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)		
(In thousands)					
U.S government agencies	\$ 44,750	\$ —	\$ 44,750	\$ —	—
State and Municipal Obligations	\$ 79,241	—	\$ 79,241	—	—

Following is a description of the valuation methodologies used for instruments measured at fair value on a non-recurring basis and recognized in the accompanying balance sheets, as well as the general classification of such instruments pursuant to the valuation hierarchy.

Impaired Loans (Collateral Dependent)

Collateral dependent impaired loans consisted primarily of loans secured by nonresidential real estate. Management has determined fair value measurements on impaired loans primarily through evaluations of appraisals performed. Due to the nature of the valuation inputs, impaired loans are classified within Level 3 of the hierarchy.

The Company considers the appraisal or evaluation as the starting point for determining fair value and then considers other factors and events in the environment that may affect the fair value. Appraisals of the collateral underlying collateral-dependent loans are obtained when the loan is determined to be collateral-dependent and subsequently as deemed necessary by the Company's Chief Lender. Appraisals are reviewed for accuracy and consistency by the Company's Chief Lender. Appraisers are selected from the list of approved appraisers maintained by management. The appraised values are reduced by discounts to consider lack of marketability and estimated cost to sell if repayment or satisfaction of the loan is dependent on the sale of the collateral. These discounts and estimates are developed by the Company's Chief Lender by comparison to historical results.

Foreclosed Assets Held for Sale

Assets acquired through, or in lieu of, loan foreclosure are held for sale and are initially recorded at fair value (based on current appraised value) at the date of foreclosure, establishing a new cost basis. Subsequent to foreclosure, valuations are periodically performed by management and the assets are carried at the lower of carrying amount or fair value less cost to sell. Management has determined fair value measurements on other real estate owned primarily through evaluations of appraisals performed, and current and past offers for the other real estate under evaluation. Due to the nature of the valuation inputs, foreclosed assets held for sale are classified within Level 3 of the hierarchy.

Appraisals of other real estate owned (OREO) are obtained when the real estate is acquired and subsequently as deemed necessary by the Company's Chief Lender. Appraisals are reviewed for accuracy and consistency by the Company's Chief Lender and are selected from the list of approved appraisers maintained by management.

The following tables present the fair value measurements of assets recognized in the accompanying balance sheets measured at fair value on a non-recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at December 31, 2019 and 2018:

	December 31, 2019			
	Fair Value	Fair Value Measurements Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
		(In thousands)		
Collateral dependent impaired loans	\$ —	\$ —	\$ —	\$ —
Foreclosed assets held for sale	—	—	—	—

December 31, 2018
Fair Value Measurements Using

	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
		(In thousands)		
Collateral dependent impaired loans	\$ 314	\$ —	\$ —	\$ 314
Foreclosed assets held for sale	91	—	—	91

Unobservable (Level 3) Inputs

The following tables present quantitative information about unobservable inputs used in recurring and nonrecurring Level 3 fair value measurements.

	Fair Value at 12/31/19	Valuation Technique	Unobservable Inputs	Range
	(In thousands)			
Collateral-dependent impaired loans	\$ —	Market comparable properties	Comparability adjustments	Not available
Foreclosed assets held for sale	—	Market comparable properties	Marketability discount	10% – 35%

	Fair Value at 12/31/18	Valuation Technique	Unobservable Inputs	Range
	(In thousands)			
Collateral-dependent impaired loans	\$ 314	Market comparable properties	Comparability adjustments	Not available
Foreclosed assets held for sale	91	Market comparable properties	Marketability discount	10% – 35%

There were no significant changes in the valuation techniques used during 2019.

The following table presents estimated fair values of the Company's financial instruments. The fair values of certain of these instruments were calculated by discounting expected cash flows, which involves significant judgments by management and uncertainties. Fair value is the estimated amount at which financial assets or liabilities could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. Because no market exists for certain of these financial instruments and because management does not intend to sell these financial instruments, the Company does not know whether the fair values shown below represent values at which the respective financial instruments could be sold individually or in the aggregate.

	Fair Value Measurements Using			
	Carrying Amount	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
(In thousands)				
December 31, 2019				
Financial assets				
Cash and cash equivalents	\$ 14,985	\$ 14,985	\$ —	\$ —
Loans, net of allowance	439,317	—	—	437,688
Federal Home Loan Bank stock	4,012	—	4,012	—
Accrued interest receivable	2,697	—	2,697	—
Financial liabilities				
Deposits	548,069	—	548,130	—
Short term borrowings	6,915	—	6,915	—
Federal Home Loan Bank advances	39,800	—	39,800	—
Subordinated debentures	23,543	—	22,857	—
Interest payable	213	—	213	—

The classification of the assets and liabilities pursuant to the valuation hierarchy as of December 31, 2018 in the following table have not been audited. The fair value has been derived from the December 31, 2018 audited consolidated financial statements.

	Carrying Amount	Fair Value Measurements Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
(In thousands)				
December 31, 2018				
Financial assets				
Cash and cash equivalents	\$ 25,253	\$ 25,253	\$ —	\$ —
Loans, net of allowance	407,640	—	—	405,033
Federal Home Loan Bank stock	4,243	—	4,243	—
Accrued interest receivable	1,798	—	1,798	—
Financial liabilities				
Deposits	525,443	—	524,010	—
Short term borrowings	8,068	—	8,068	—
Federal Home Loan Bank advances	106	—	101	—
Subordinated debentures	4,124	—	3,647	—
Interest payable	188	—	188	—

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

Cash and Cash Equivalents, Accrued Interest Receivable and Federal Home Loan Bank Stock

The carrying amounts approximate fair value.

Loans

Fair values of loans and leases are estimated on an exit price basis incorporating discounts for credit, liquidity and marketability factors.

Deposits

Deposits include demand deposits, savings accounts, NOW accounts and certain money market deposits. The carrying amount approximates fair value. The fair value of fixed-maturity time deposits is estimated using a discounted cash flow calculation that applies the rates currently offered for deposits of similar remaining maturities.

Interest Payable

The carrying amount approximates fair value.

Short-term Borrowings, Federal Home Loan Bank Advances and Subordinated Debentures

Rates currently available to the Company for debt with similar terms and remaining maturities are used to estimate the fair value of existing debt.

Commitments to Originate Loans, Letters of Credit and Lines of Credit

The fair value of commitments to originate loans is estimated using the fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the present creditworthiness of the counterparties. For fixed-rate loan commitments, fair value also considers the difference between current levels of interest rates and the committed rates. The fair values of letters of credit and lines of credit are based on fees currently charged for similar agreements or on the estimated cost to terminate or otherwise settle the obligations with the counterparties at the reporting date. Fair values of commitments were not material at December 31, 2019 and 2018.

Note 17: Significant Estimates and Concentrations

Accounting principles generally accepted in the United States of America require disclosure of certain significant estimates and current vulnerabilities due to certain concentrations. Estimates related to the allowance for loan losses are reflected in the footnote regarding loans. Current vulnerabilities due to certain concentrations of credit risk are discussed in the footnote on commitments and credit risk.

The Company invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is possible that changes in the values of investment securities may occur and that such changes could affect the amounts reported in the accompanying statements of financial position.

Note 18: Commitments and Credit Risk

At December 31, 2019 and 2018, total commercial and commercial real estate loans made up 80.3% and 77.4%, respectively, of the loan portfolio. Installment loans account for 2.2% and 3.4%, respectively, of the loan portfolio. Real estate loans comprise 17.5% and 19.2% of the loan portfolio as of December 31, 2019 and 2018, respectively, and primarily include first mortgage loans on residential properties and home equity lines of credit.

Commitments to Originate Loans

Commitments to originate loans are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since a portion of the commitments may expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. Each customer's creditworthiness is evaluated on a case-by-case basis. The amount of collateral obtained, if deemed necessary, is based on management's credit evaluation of the counterparty. Collateral held varies, but may include accounts receivable, inventory, property, plant and equipment, commercial real estate and residential real estate.

At December 31, 2019 and 2018, the Company had outstanding commitments to originate variable rate loans aggregating approximately \$38.7 million and \$21.3 million, respectively. The commitments extended over varying periods of time with the majority being disbursed within a one-year period.

Mortgage loans in the process of origination represent amounts that the Company plans to fund within a normal period of 60 to 90 days, some of which are intended for sale to investors in the secondary market. The Company did not have any mortgage loans in the process of origination which are intended for sale at December 31, 2019 or 2018.

Standby Letters of Credit

Standby letters of credit are irrevocable conditional commitments issued by the Company to guarantee the performance of a customer to a third party. Financial standby letters of credit are primarily issued to support public and private borrowing arrangements, including commercial paper, bond financing and similar transactions. Performance standby letters of credit are issued to guarantee performance of certain customers under non-financial contractual obligations. The credit risk involved in issuing standby letters of credit is essentially the same as that involved in extending loans to customers. Fees for letters of credit are initially recorded by the Company as deferred revenue and are included in earnings at the termination of the respective agreements. Should the Company be obligated to perform under the standby letters of credit, the Company may seek recourse from the customer for reimbursement of amounts paid.

The Company had \$46,000 at both December 31, 2018 and 2019 in outstanding standby letters of credit. At both December 31, 2019 and 2018, the Company had no deferred revenue under standby letter of credit agreements.

Lines of Credit and Other

Lines of credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Lines of credit generally have fixed expiration dates. Since a portion of the line may expire without being drawn upon, the total unused lines do not necessarily represent future cash requirements. Each customer's creditworthiness is evaluated on a case-by-case basis. The amount of collateral obtained, if deemed necessary, is based on management's credit evaluation of the counterparty. Collateral held varies but may include accounts receivable, inventory, property, plant and equipment, commercial real estate and residential real estate. Management uses the same credit policies in granting lines of credit as it does for on-balance-sheet instruments.

At December 31, 2019, the Company had granted unused lines of credit to borrowers aggregating approximately \$40.5 million and \$38.6 million for commercial lines and open-end consumer lines, respectively. At December 31, 2018, the Company had granted unused lines of credit to borrowers aggregating approximately \$34.1 million and \$38.0 million for commercial lines and open-end consumer lines, respectively.

Note 19: Recent Accounting Pronouncements

On February 25, 2016, the FASB issued ASU 2016-02 "*Leases (Topic 842)*." ASU 2016-02 is intended to improve financial reporting about leasing transactions. This ASU affects all companies and other organization that lease assets such as real estate, airplanes, and manufacturing equipment.

Under the current accounting model, an organization applies a classification test to determine the accounting for the lease arrangement:

- (a) Some leases are classified as capital where by the lessee would recognize lease assets and liabilities on the balance sheet.
 - (b) Other leases are classified as operating leases whereby the lessee would not recognize lease assets and liabilities on the balance sheet.
-

Under the new guidance, a lessee will be required to recognize assets and liabilities for all leases with lease terms of more than 12 months. Consistent with Generally Accepted Accounting Principles (GAAP), the recognition, measurement, and presentation of expenses and cash flows arising from a lease by a lessee primarily will depend on its classification as a finance or operating lease.

However, unlike current GAAP—which requires only capital leases to be recognized on the balance sheet—the new ASU will require both types of leases to be recognized on the balance sheet. Right of use assets represents the Company’s right to use the underlying assets for their lease terms and lease liabilities represent the obligation to make lease payments.

The Company adopted ASU 2016-02 January 1, 2019. The right of use asset and lease obligation recorded as of March 31, 2019 was approximately \$126,000 and is reflected in other assets and interest payable and other liabilities, respectively on the balance sheet. The modified retrospective method was applied. Due to the immateriality of the impact, certain disclosures under ASU 842 have been omitted.

In June 2016, the FASB issued ASU No. 2016-13, *“Financial Instruments-Credit Losses (Topic 326) - Measurement of Credit Losses on Financial Instruments.”* The provisions of ASU 2016-13 were issued to provide financial statement users with more decision-useful information about the expected credit losses on financial instruments that are not accounted for at fair value through net income, including loans held for investment, held-to-maturity debt securities, trade and other receivables, net investment in leases and other commitments to extend credit held by a reporting entity at each reporting date. ASU 2016-13 requires that financial assets measured at amortized cost be presented at the net amount expected to be collected, through an allowance for credit losses that is deducted from the amortized cost basis. The amendments in ASU 2016-13 eliminate the probable incurred loss recognition in current GAAP and reflect an entity’s current estimate of all expected credit losses. The measurement of expected credit losses is based upon historical experience, current conditions, and reasonable and supportable forecasts that affect the collectability of the financial assets.

For purchased financial assets with a more-than-insignificant amount of credit deterioration since origination (“PCD assets”) that are measured at amortized cost, the initial allowance for credit losses is added to the purchase price rather than being reported as a credit loss expense. Subsequent changes in the allowance for credit losses on PCD assets are recognized through the statement of income as a credit loss expense.

Credit losses relating to available-for-sale debt securities will be recorded through an allowance for credit losses rather than as a direct write-down to the security.

On October 16, 2019, FASB approved a final ASU delaying the effective date of ASU 2016-13 for small reporting companies to interim and annual periods beginning after December 15, 2022. The Company is currently evaluating the impact of these amendments to the Company's financial position and results of operations and currently does not know or cannot reasonably quantify the impact of the adoption of the amendments as a result of the complexity and extensive changes from the amendments. The Allowance for Loan Losses (ALL) estimate is material to the Company and given the change from an incurred loss model to a methodology that considers the credit loss over the life of the loan, there is the potential for an increase in the ALL at adoption date. The Company is anticipating a significant change in the processes and procedures to calculate the ALL, including changes in assumptions and estimates to consider expected credit losses over the life of the loan versus the current accounting practice that utilizes the incurred loss model. In addition, the current accounting policy and procedures for the other-than-temporary impairment on available-for-sale securities will be replaced with an allowance approach. The Company continues to run projections and review segmentation to ensure it is fully compliant with the amendments at adoption date. Additional work will be needed once additional guidance or clarification in the standard is given during the delay. For additional information on the allowance for loan losses, see Note 3.

Note 20: Condensed Financial Information (Parent Company Only)

Presented below is condensed financial information as to financial position, results of operations and cash flows of the Company:

Condensed Balance Sheets

	December 31,	
	2019	2018
	(In thousands)	
Assets		
Cash and cash equivalents	\$ 6,846	\$ 1,595
Investment in the Bank	74,890	50,813
Other assets	2,719	2,913
Total assets	<u>\$ 84,455</u>	<u>\$ 55,321</u>
Liabilities and Stockholders' Equity		
Subordinated debentures	\$ 23,543	\$ 4,124
Other liabilities	990	555
Stockholders' equity	<u>59,922</u>	<u>50,642</u>
Total liabilities and stockholders' equity	<u>\$ 84,455</u>	<u>\$ 55,321</u>

Condensed Statements of Income and Comprehensive Income

	Years Ended December 31,	
	2019	2018
	(In thousands)	
Operating Income		
Dividends from subsidiary	\$ 7,625	\$ 5,501
Interest and dividend income from securities and federal funds	1	—
Total operating income	7,626	5,501
Merger related expenses	—	1,306
General, Administrative and Other Expenses	3,456	2,220
Income Before Income Taxes and Equity in Undistributed Income of Subsidiary	4,170	1,975
Income Tax Benefits	710	750
Income Before Equity in Undistributed Income of Subsidiary	4,880	2,725
Equity in Undistributed Income of Subsidiary	1,930	1,557
Net Income	\$ 6,810	\$ 4,282
Comprehensive Income	\$ 12,356	\$ 4,692

Condensed Statements of Cash Flows

	Years Ended December 31,	
	2019	2018
	(In thousands)	
Operating Activities		
Net income	\$ 6,810	\$ 4,282
Items not requiring (providing) cash		
Equity in undistributed income of subsidiary	(1,930)	(1,557)
Amortization of ESOP and share-based compensation plans	565	567
Net change in other assets and other liabilities	65	282
Net cash provided by operating activities	5,510	3,574
Investing Activities		
Equity infusion into the Bank	(16,000)	—
Cash paid for acquisition of Powhatan Point Community Bancshares, Inc.	—	(1,529)
Net cash used in investing activities	(16,000)	(1,529)
Financing Activities		
Proceeds from issuance of subordinated debentures, net of origination fees	19,383	—
Repurchase of Common Stock	(416)	—
Dividends paid to stockholders	(3,226)	(3,221)
Net cash provided by (used in) financing activities	15,741	(3,221)
Net Change in Cash and Cash Equivalents	5,251	(1,176)
Cash and Cash Equivalents at Beginning of Year	1,595	2,771
Cash and Cash Equivalents at End of Year	\$ 6,846	\$ 1,595

Note 21: Quarterly Financial Data (Unaudited)

The following tables summarize the Company's quarterly results of operations for the years ended December 31, 2019 and 2018.

2019:	Three Months Ended			
	March 31,	June 30,	September 30,	December 31,
	(In thousands, except per share data)			
Total interest income	\$ 6,315	\$ 6,648	\$ 6,921	\$ 7,150
Total interest expense	1,207	1,469	1,727	1,721
Net interest income	5,108	5,179	5,194	5,429
Provision for loan losses	90	120	120	578
Other income	945	947	1,003	993
General, administrative and other expense	4,162	4,172	4,162	3,986
Income before income taxes	1,801	1,834	1,916	1,858
Federal income taxes	187	188	135	89
Net income	<u>\$ 1,614</u>	<u>\$ 1,646</u>	<u>\$ 1,781</u>	<u>\$ 1,769</u>
Earnings per share				
Basic	<u>\$ 0.28</u>	<u>\$ 0.29</u>	<u>\$ 0.31</u>	<u>\$ 0.31</u>
Diluted	<u>\$ 0.28</u>	<u>\$ 0.29</u>	<u>\$ 0.31</u>	<u>\$ 0.31</u>

2018:	Three Months Ended			
	March 31,	June 30,	September 30,	December 31,
	(In thousands, except per share data)			
Total interest income	\$ 4,625	\$ 5,107	\$ 5,523	\$ 6,065
Total interest expense	523	707	893	1,055
Net interest income	4,102	4,400	4,630	5,010
Provision for loan losses	57	72	72	96
Other income	880	888	897	995
General, administrative and other expense	3,579	3,754	3,855	5,235
Income before income taxes	1,346	1,462	1,600	674
Federal income taxes	198	250	269	83
Net income	\$ 1,148	\$ 1,212	\$ 1,331	\$ 591
Earnings per share				
Basic	\$ 0.23	\$ 0.23	\$ 0.25	\$ 0.11
Diluted	\$ 0.23	\$ 0.23	\$ 0.25	\$ 0.11

Note 22: Core Deposits and Other Intangible Assets

The following table shows the changes in the carrying amount of goodwill for the years ended December 31, 2019 and 2018 (in thousands):

	2019	2018
Balance beginning of year	\$ 682	\$ —
Additions from acquisition	—	682
Balance, end of year	\$ 682	\$ 682

Intangible assets in the consolidated balance sheets at December 31, 2019 and 2018 were as follows (in thousands):

	2019			2018		
	Gross Intangible Assets	Accumulated Amortization	Net Intangible Assets	Gross Intangible Assets	Accumulated Amortization	Net Intangible Assets
Core deposit intangibles	\$ 1,041	181	860	1,041	31	1,010

The estimated aggregate future amortization expense for each of the next five years for intangible assets remaining as of December 31, 2019 is as follows (in thousands):

2020	\$ 181
2021	181
2022	181
2023	181
2024	136

Note 23: Acquisition

On June 14, 2018, the Company and Powhatan Point Community Bancshares, Inc. (“Powhatan Point”) entered into an Agreement and Plan of Merger (the “Merger Agreement”) pursuant to which Powhatan Point merged with and into the Company on October 15, 2018. The First National Bank of Powhatan Point, wholly-owned subsidiary of Powhatan Point, operated from one full-service office located in Powhatan Point, Ohio. That office became a branch of Unified Bank after the merger.

Under the terms of the Merger Agreement, the shareholders of Powhatan Point received 6.9233 shares of common stock of United Bancorp and \$28.52 in cash per outstanding share of Powhatan Point stock.

The merger with Powhatan Point was accounted for using the acquisition method of accounting and, accordingly, assets acquired, liabilities assumed and consideration paid were recorded at their estimated fair values as of the merger date. The following table summarizes the allocation purchase prices for Powhatan Point.

(in thousands)

ASSETS		LIABILITIES	
Cash and cash equivalents	\$ 24,986	Deposits	
Deposits in other banks	3,461	Non interest bearing	\$ 19,287
FHLB stock	78	Savings	30,533
Investments	23,865	Certificates of Deposit	5,772
Commercial	3,019	Total Deposits	55,592
Residential	2,403		
Installment	1,357		
Total loans	6,779		
Premise and equipment, net	548	Interest payable and other liabilities	496
Core deposit intangible	1,028		
Goodwill	682		
Bank owned life insurance	612		
Accrued interest receivable	145		
Deferred federal income taxes	20		
Other assets	124		
Total assets purchased	\$ 62,328	Total liabilities assumed	
Common shares issued	\$ 4,711		\$ 56,088
Cash paid	1,529		
Estimated purchase price	\$ 6,240		

Of the total purchase price of \$6.2 million, \$1.0 million has been allocated to core deposit intangible. Additionally, \$682,000 has been allocated to goodwill. The core deposit will be amortized over 7 years on a straight line basis. Direct costs related to the acquisition were expensed as incurred and reflected in other noninterest expense in the consolidated statement of income for the year ended December 31, 2018. The amount of goodwill reflects the Company's expansion in the Powhatan Point market and related synergies that are expected to result from the acquisition and represent the excess purchase price over the estimated fair value of the net assets acquired. The goodwill will not be amortizable in the Company's financial statements and will not be deductible for tax purposes. Goodwill will be subject to an annual test for impairment and the amount impaired, if any, will be charged to expense at the time of impairment.

The Company acquired various loans in the acquisition for which none had evidence of deterioration of credit quality since origination. The fair value of assets acquired includes loans with a fair value of \$6,779,000. The gross principal and contractual interest due under the contracts is \$6,875,000, of which \$86,000 is expected to be uncollectible.

The results of Powhatan Point have been included in the Company's consolidated financial statements since the October 15, 2018 acquisition date. The following schedule includes pro-forma results for the period ended December 31, 2018 and 2017 as if Powhatan Point had occurred as of the beginning of the comparable prior-reporting periods.

Summary of Operations (Unaudited):	Dec 31, 2018	Dec 31, 2017
Net Interest Income	\$ 19,409	\$ 16,977
Provision for Loan Losses	302	110
Net Interest Income after Provision for Loan Losses	19,107	16,817
Non-interest Income	3,736	3,547
Non-interest Expense	16,017	14,500
 Income before Income Taxes	 6,826	 5,914
Income Tax Expense	563	2,088
Net Income	6,263	3,825
Net Income Available to Common Shareholders	\$ 6,049	\$ 3,710
Basic and Diluted Earnings Per Share	\$ 1.22	\$ 0.79

The pro forma information includes adjustments for merger related expenses, amortization of intangible, adjustments to accruals and related tax effects. The pro-forma information for the year ended 2018 includes approximately \$220,000, net of tax operating revenue from Powhatan Point since the acquisition, \$1.1 million of non-recurring expenses directly related to the acquisition, and approximately \$156,000 net of tax related to an accrual adjustment for retirement benefits.

The pro-forma financial information is presented for informational purposes as is not indicative of the results of operations that actually would of have been achieved had the acquisition been consummated as of that time, nor is it intended to be a projection of future results.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the registration statements of United Bancorp, Inc. on Forms S-8 (file No. 33-123036 effective February 28, 2005) and S-3 (file Nos. 333-136708 effective August 17, 2006 and 333-225002 effective May 17, 2018) of our report dated March 20, 2020, on our audits of the consolidated financial statements of United Bancorp, Inc. as of December 31, 2019 and 2018, and for the years then ended, which report is included in this Annual Report on Form 10-K.

/s/ **BKD, LLP**

Cincinnati, Ohio
March 20, 2020

CERTIFICATIONS

I, Scott A. Everson, President and Chief Executive Officer of United Bancorp, Inc., certify that:

1. I have reviewed this annual report on Form 10-K of United Bancorp, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 20, 2020

/s/Scott A. Everson

Scott A. Everson, President and CEO

CERTIFICATIONS

I, Randall M. Greenwood, Chief Financial Officer of United Bancorp, Inc., certify that:

1. I have reviewed this annual report on Form 10-K of United Bancorp, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 20, 2020

/s/Randall M. Greenwood
Randall M. Greenwood, CFO

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ENACTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of United Bancorp, Inc. (the "Company") on Form 10-K for the period ending December 31, 2019 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Scott A. Everson, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as enacted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/Scott A. Everson

Scott A. Everson,
President and Chief Executive Officer

March 20, 2020

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ENACTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of United Bancorp, Inc. (the "Company") on Form 10-K for the period ending December 31, 2019 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Randall M. Greenwood, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as enacted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/Randall M. Greenwood

Randall M. Greenwood,
Chief Financial Officer

March 20, 2020
