REPUBLIC FIRST BANCORP INC
Form 10-K
March 10, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K
(Mark One)
[X] Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the fiscal year ended December 31, 2016.
or
[ ] Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from ___ to ___.

Commission File Number: 000-17007

REPUBLIC FIRST BANCORP, INC.
(Exact name of registrant as specified in its charter)

Pennsylvania	23-2486815
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
50 South 16th Street, Philadelphia, Pennsylvania	19102
(Address of principal executive offices)	(Zip code)

Registrant's telephone number, including area code 215-735-4422

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

Title of each class	Name of each exchange on which registered
Common Stock, par value $0.01 per share	The NASDAQ Stock Market LLC

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 [X]
Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. YES [ ] NO [X]
Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. YES [X] NO [ ]
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months. YES [X] NO [ ]
Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X]
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller

reporting company" in Rule 12b-2 of the Exchange Act. (Check one)

Large accelerated filer [ ]	Accelerated filer [X]
Non-Accelerated filer [ ] (Do not check if a smaller reporting company)	Smaller reporting company [ ]

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

The aggregate market value of the voting and non-voting common equity held by non-affiliates was $139,107,302 based on the last sale price on Nasdaq Global Market on June 30, 2016.

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

Common Stock, par value $0.01 per share	56,840,764
Title of Class	Number of Shares Outstanding as of March 9, 2017

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's Definitive Proxy Statement for its 2017 Annual Meeting of Shareholders, which Definitive Proxy Statement will be filed with the Securities and Exchange Commission not later than 120 days after the registrant's fiscal year ended December 31, 2016, are incorporated by reference into Part III of this Form 10-K; provided, however, that the Compensation Committee Report, the Audit Committee Report and any other information in such proxy statement that is not required to be included in this Annual Report on Form 10-K, shall not be deemed to be incorporated herein by reference or filed as a part of this Annual Report on Form 10-K.

REPUBLIC FIRST BANCORP, INC. AND SUBSIDIARY
TABLE OF CONTENTS

PART I

Item 1: Business

Throughout this Annual Report on Form 10-K, the registrant, Republic First Bancorp, Inc., is referred to as the "Company" or as "we," "our" or "us". The Company's website address is www.myrepublicbank.com. The Company's Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other documents filed by the Company with the United States Securities and Exchange Commission ("SEC") are available free of charge on the Company's website under the Investor Relations menu. Such documents are available on the Company's website as soon as reasonably practicable after they have been filed electronically with the SEC.

Forward Looking Statements

This document contains "forward-looking statements," as that term is defined in the U.S. Private Securities Litigation Reform Act of 1995. These statements can be identified by reference to a future period or periods or by the use of words such as "would be," "could be," "should be," "probability," "risk," "target," "objective," "may," "will," "estimate," "project," "believe," "intend," "anticipate," "plan," "seek," "expect" and similar expressions or variations on such expressions. These forward-looking statements include, among others: statements of goals, intentions and expectations, statements regarding the impact of accounting pronouncements, statements regarding prospects and business strategy, statements regarding allowance for loan losses, asset quality and market risk and estimates of future costs, benefits and results.

Forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those projected in the forward-looking statements. For example, and in addition to the "Risk Factors" discussed elsewhere in this Form 10-K, risks and uncertainties can arise with changes in or related to:

- general economic conditions, including turmoil in the financial markets and related efforts of government agencies to stabilize the financial system;
- the adequacy of our allowance for loan losses and our methodology for determining such allowance;
- adverse changes in our loan portfolio and credit risk-related losses and expenses;
- concentrations within our loan portfolio, including our exposure to commercial real estate loans, and to our primary service area;
- changes in interest rates;
- business conditions in the financial services industry, including competitive pressure among financial services companies, new service and product offerings by competitors, price pressures and similar items;
- deposit flows;
- loan demand;
- the regulatory environment, including evolving banking industry standards, changes in legislation or regulation;

- the impact of the Dodd-Frank Wall Street Reform and Consumer Protection Act;
- our securities portfolio and the valuation of our securities;
- accounting principles, policies and guidelines as well as estimates and assumptions used in the preparation of our financial statements;
- rapidly changing technology;
- litigation liabilities, including costs, expenses, settlements and judgments; and
- other economic, competitive, governmental, regulatory and technological factors affecting our operations, pricing, products and services.

Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect management's beliefs only as of the date hereof. Except as required by applicable law or regulation, we do not undertake, and specifically disclaim any obligation, to update or revise any forward-looking statements to reflect any changed assumptions, any unanticipated events or any changes in the future. Significant factors which could have an adverse effect on the operations and future prospects of the Company are detailed in the "Risk Factors" section included under Item 1A of Part I of this Annual Report on Form 10-K. Readers should carefully review the risk factors included in this Annual Report on Form 10-K and in other documents the Company files from time to time with the SEC.

General

Republic First Bancorp, Inc. was organized and incorporated under the laws of the Commonwealth of Pennsylvania in 1987 and is the holding company for Republic First Bank, which does business under the name Republic Bank, and we may refer to as Republic or the Bank throughout this document. Republic offers a variety of credit and depository banking services. Such services are offered to individuals and businesses primarily in the Greater Philadelphia and Southern New Jersey area through their offices and branches in Philadelphia, Montgomery, and Delaware Counties in Pennsylvania and Camden, Burlington, and Gloucester Counties in New Jersey.

Historically, our primary objective had been to position ourselves as an alternative to the large financial institutions for commercial banking services in the Greater Philadelphia and Southern New Jersey region. However, in 2008, we made an important and strategic shift in our business approach, redirecting our efforts toward the creation of a major retail bank that would meet an important need in our existing marketplace. Focused on delivering high levels of customer service and satisfaction, driving innovation, developing a bold brand and creating shareholder value, Republic Bank sought to offer a banking experience that would turn customers into Fans. As other banks began to turn toward automation for growth, Republic Bank took a different approach and chose not only to embrace advances in technology, but to also define itself by the personal touch.

To achieve such a transformation, we recruited several key banking executives who had previously served in leadership roles at Commerce Bank, upon which this business model draws inspiration. With a strong management team in place, along with adequate capital resources to support this revitalized vision, we began to build a unique brand with the goal of establishing ourselves as a premier financial institution in the Philadelphia metropolitan area.

An important part of that strategic shift toward creating a retail and customer focused bank was the decision in 2010 to rebrand our stores from Republic First Bank to Republic Bank, which had been the name under which we had initially incorporated and operated from 1988-1996. In support of that rebrand, we also renovated and remodeled the majority of our existing branches which refer to and operate as stores. Further, we embraced critical service changes that reframed the Republic Bank brand and experience in the eyes of the consumer to include expanded hours, absolutely free checking, free coin counting, no ATM surcharges, mobile banking and much more.

On the lending side, we also shifted away from our historic approach, which was primarily focused on business banking and isolated commercial lending transactions, in particular commercial real estate loans. While restructuring our loan portfolio and deemphasizing the origination of commercial real estate loans, we also undertook a detailed review of our more significant credit relationships. This review allowed us to reduce exposure, enhance our allowance for loan loss methodology and commit to originate fewer commercial real estate loans in an effort to reduce our credit concentrations in that particular category.

In December 2011, we completed the sale of several distressed commercial real estate loans and foreclosed properties to a single investor. This transaction dramatically reduced our non-performing asset balances and significantly improved our credit quality metrics. This loan sale was a cornerstone transaction in the transformation of Republic Bank.

With these significant changes implemented, Republic Bank was then well-positioned to execute an aggressive expansion plan which was given the title, "The Power of Red is Back." To support this growth strategy, we completed the sale of $45 million of common stock through a private placement offering in April 2014 which provided the necessary capital to implement our aggressive expansion plan.

Since its inception, the expansion plan has produced strong results and continues to build momentum. Over the last three years we have opened eight new stores using our signature glass building. During 2016, we expanded our store network in Southern New Jersey by opening new locations in Washington Township and Moorestown. We also relocated an existing store to an improved site in Wynnewood, PA in 2016. There are several other locations in various stages of approval and development for future openings.

During 2016 we also expanded our product offerings through the addition of a residential mortgage lending team. We entered into an agreement to acquire Oak Mortgage Company. The transaction closed in July 2016 and Oak Mortgage became a wholly owned subsidiary of the Bank. Oak Mortgage is headquartered in Marlton, NJ and is licensed to do business in Pennsylvania, Delaware, New Jersey, and Florida providing our customers with new opportunities in the residential lending market. The Oak Mortgage team is a tremendous fit for Republic's commitment to extraordinary customer service and has proven to be a perfect complement to the Bank's network of store locations.

To strengthen our capital position and prepare for the next stage of growth and expansion, we completed a capital raise in the amount of $100 million through a registered direct offering of our common stock in December 2016. At the same time, Vernon W. Hill, II became a member of the Board of Directors and was appointed Chairman of Republic First Bancorp, Inc. He has been a major investor and consultant to Republic since 2008. Mr. Hill is often credited with reinventing the concept of Retail Banking. He was the Founder and Chairman of Commerce Bancorp, a $50 billion Retail Bank headquartered in metro Philadelphia, which grew to 450 locations along the east coast before its sale in 2007. He is also the Founder and Chairman of Metro Bank (UK), which is the first new Retail high street bank opened in Britain since 1840 and in just six years has grown to more than $12 billion in assets and 48 locations.

As of December 31, 2016, the Company had total assets of approximately $1.9 billion, total shareholders' equity of approximately $215.1 million, total deposits of approximately $1.7 billion, net loans receivable of approximately $955.8 million, and net income of $4.9 million. We have one reportable segment: community banking. The community bank segment primarily encompasses the commercial loan and deposit activities of Republic, as well as residential mortgage and other consumer loan products in the area surrounding its stores. We provide banking services through the Bank, and do not presently engage in any activities other than traditional banking activities.

Republic Bank

Republic is a commercial bank chartered pursuant to the laws of the Commonwealth of Pennsylvania, and is subject to examination and comprehensive regulation by the Federal Deposit Insurance Corporation (FDIC) and the Pennsylvania Department of Banking and Securities. The deposits held by the Bank are insured, up to applicable limits, by the Deposit Insurance Fund of the FDIC.

Service Area / Market Overview

Our primary service area consists of Greater Philadelphia and Southern New Jersey. We presently conduct our principal banking activities through nineteen branch locations which are commonly referred to as "stores" throughout this document to reflect our retail oriented approach to customer service and convenience. Eleven of these stores are located in Philadelphia and the surrounding suburbs of Plymouth Meeting, Bala Cynwyd, Wynnewood, Abington, and Media in Pennsylvania. There are also eight stores located in the Southern New Jersey market in Haddonfield, Cherry Hill, Voorhees, Glassboro, Marlton, Berlin, Washington Township, and Moorestown. Our commercial lending activities extend beyond our primary service area, to include other counties in Pennsylvania and New Jersey, as well as parts of Delaware, Maryland, New York and other out-of-market opportunities. Our residential lending activities also extend outside of our primary service area, to include other counties in Pennsylvania and New Jersey, as well as Delaware and Florida through our subsidiary Oak Mortgage.

Competition

We face substantial competition from other financial institutions in our service area. Competitors include Wells Fargo, BB&T, Citizens, PNC, Santander, TD Bank and Bank of America, as well as many local community banks. In addition, we compete directly with savings banks, savings and loan associations, finance companies, credit unions, mortgage brokers, insurance companies, securities brokerage firms, mutual funds, money market funds, private lenders and other institutions for deposits, commercial loans, mortgages and consumer loans, as well as other services. Competition among financial institutions is based upon a number of factors, including the quality of services rendered, interest rates offered on deposit accounts, interest rates charged on loans and other credit services, service charges, the convenience of banking facilities, locations and hours of operation and, in the case of loans to larger commercial borrowers, applicable lending limits. Many of the financial institutions with which we compete have greater financial resources than we do, and offer a wider range of deposit and lending products.

Our legal lending limit to one borrower was approximately $27.0 million at December 31, 2016. Loans above this amount may be made if the excess over the lending limit is participated to other institutions. We are subject to potential intensified competition from new branches of established banks in the area as well as new banks that could open in our market area. There are banks and other financial institutions, which serve surrounding areas, and additional out-of-state financial institutions, which currently, or in the future, may compete in our market. We compete to attract deposits and loan applications both from customers of existing institutions and from customers new to our market and we anticipate a continued increase in competition in our service area.

We believe that an attractive niche exists serving small to medium sized business customers not adequately served by our larger competitors, and we will seek opportunities to build commercial relationships to complement our retail strategy. We believe small to medium-sized businesses will continue to respond in a positive manner to the attentive and highly personalized service we provide.

Products and Services

We offer a range of competitively priced banking products and services, including consumer and commercial deposit accounts, checking accounts, interest-bearing demand accounts, money market accounts, certificates of deposit, savings accounts, sweep accounts, lockbox services and individual retirement accounts (and other traditional banking services), secured and unsecured commercial loans, real estate loans, construction and land development loans, automobile loans, home improvement loans, mortgages, home equity and overdraft lines of credit, and other products. We attempt to offer a high level of personalized service to both our retail and commercial customers.

We also maintain a Small Business Lending team that specializes in the origination of loans guaranteed by the U.S. Small Business Administration ("SBA") to provide much needed credit to small businesses throughout our service area. This team has developed into one of the top lenders under the SBA program in our region. For the last several years they have been ranked as one of the top SBA lenders in the tri-state market of Pennsylvania, New Jersey and Delaware based on the dollar volume of loan originations.

We are members of the STAR™ and PLUS™ automated teller (ATM) networks, and Allpoint - America's Largest Surcharge Free ATM Network which enable us to provide our customers with free access to more than 55,000 ATMs worldwide. We currently have nineteen proprietary ATMs located in our store network.

Our lending activities generally are focused on small and medium sized businesses within the communities that we serve. Commercial real estate loans represent the largest category within our loan portfolio, amounting to approximately 39% of total loans outstanding at December 31, 2016. Repayment of these loans is, in part, dependent on general economic conditions affecting our customers and various businesses within the community. As a commercial lender, we are subject to credit risk. Economic and financial conditions could have an adverse effect on the ability of our borrowers to repay their loans. To manage the challenges that the economic environment may present we have adopted a conservative loan classification system, continually review and enhance our allowance for loan loss methodology, and perform a comprehensive review of our loan portfolio on a regular basis.

With the addition of Oak Mortgage Company in 2016, we are now able to offer residential mortgage loan products to customers in Pennsylvania, New Jersey, Delaware, and Florida. A majority of the residential loans originated are currently sold on the secondary market shortly after closing. Oak Mortgage follows the established underwriting policies and guidelines of third party vendors with whom loans are being sold to maintain compliance, but credit risk still exists in the portfolio. Repayment of residential loans held in the portfolio is, in part, dependent on general economic conditions affecting our customers.

Although management follows established underwriting policies and closely monitors loans through Republic's loan review officer, credit risk is still inherent in the portfolio. The majority of Republic's loan portfolio is collateralized with real estate or other collateral; however, a portion of the commercial portfolio is unsecured, representing loans made to borrowers considered to be of sufficient financial strength to merit unsecured financing. Republic makes both fixed and variable rate commercial loans with terms typically ranging from one to five years. Variable rate loans are generally tied to the national prime rate of interest.

Store Expansion Plans and Growth Strategy

We will carefully evaluate growth opportunities throughout 2017 and beyond. Renovation and refurbishment of all existing store locations took place during 2009. The Bank relocated an existing store to a new improved site in Wynnewood, PA during 2016. We also opened two new stores located in Washington Township and Moorestown, NJ utilizing our new and distinctive prototype building in 2016. The Bank anticipates the continuation of its expansion strategy through the opening of additional new stores in 2017. Relocation of other existing store locations may also occur in the future as we continue to enhance our brand and focus on constantly improving the customer experience. The opening and relocation of these stores is subject to regulatory approval.

The addition of Oak Mortgage as a wholly owned subsidiary in July 2016 provides us with new growth opportunities in the residential lending market. Oak Mortgage is licensed to do business in Pennsylvania, New Jersey, Delaware, and Florida and gives us the ability to serve both new and existing customers throughout our store network.

Securities Portfolio

We maintain an investment securities portfolio. We purchase investment securities that are in compliance with our investment policies, which are approved annually by our Board of Directors. The investment policies address such issues as permissible investment categories, credit quality, maturities and concentrations. At December 31, 2016 and 2015, approximately 86% and 78%, respectively, of the aggregate dollar amount of the investment securities consisted of either U.S. government debt securities or U.S. government agency issued mortgage-backed securities. Credit risk associated with these U.S. government debt securities and the U.S. government agency securities is minimal, with risk-based capital weighting factors of 0% and 20%, respectively. The remainder of the securities portfolio consists of municipal securities, pooled trust preferred securities, corporate bonds, asset-backed securities, and Federal Home Loan Bank (FHLB) capital stock.

Supervision and Regulation

General

Republic, as a Pennsylvania state chartered bank, is not a member of the Federal Reserve System ("Federal Reserve") and is subject to supervision and regulation by the FDIC and the Pennsylvania Department of Banking and Securities. Our bank holding company is subject to supervision and regulation by the Board of Governors of the Federal Reserve under the Federal Bank Holding Company Act of 1956, as amended ("BHC Act"). As a bank holding company, our activities and those of Republic are limited to the business of banking and activities closely related or incidental to banking, and we may not directly or indirectly acquire the ownership or control of more than 5% of any class of voting shares or substantially all of the assets of any company, including a bank, without the prior approval of the Federal Reserve.

We are subject to extensive requirements and restrictions under federal and state law, including requirements to maintain reserves against deposits, restrictions on the types and amounts of loans that may be granted and the interest that may be charged thereon, and limitations on the types of investments that may be made and the types of services that may be offered. Various federal and state consumer laws and regulations also affect the operations of Republic. In addition to the impact of regulation, commercial banks are affected significantly by the actions of the Federal Reserve attempting to control the money supply and credit availability in order to influence market interest rates and the national economy.

The following discussion summarizes certain banking laws and regulations that affect us and Republic.

Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010

On July 21, 2010, President Obama signed into law the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd-Frank Act"). The Dodd-Frank Act has had a broad impact on the financial services industry, including significant regulatory and compliance changes including, among other things, (i) enhanced resolution authority of troubled and failing banks and their holding companies; (ii) increased capital and liquidity requirements; (iii) increased regulatory examination fees; (iv) changes to assessments to be paid to the FDIC for federal deposit insurance; and (v) numerous other provisions designed to improve supervision and oversight of, and strengthening safety and soundness for, the financial services sector. Additionally, the Dodd-Frank Act established a new framework for systemic risk oversight within the financial system to be distributed among new and existing federal regulatory agencies, including the Financial Stability Oversight Council, the Consumer Financial Protection Bureau, the Federal Reserve, the Office of the Comptroller of the Currency, and the FDIC. A summary of certain provisions of the Dodd-Frank Act is set forth below.

- Source of Strength. According to Federal Reserve policy, bank holding companies are expected to act as a source of financial strength to each subsidiary bank and to commit resources to support each such subsidiary. The Dodd-Frank Act codifies the source-of-strength doctrine and expands upon the Federal Reserve policy, defining "source of strength" to mean the "ability of a company that directly or indirectly controls an insured depository institution to provide financial assistance to such insured depository institution in the event of the financial distress of the insured depository institution."
- Increased Capital Standards and Enhanced Supervision. The federal banking agencies established minimum leverage and risk-based capital requirements for banks and bank holding companies. These new standards are summarized under "Capital Adequacy" below. The Dodd-Frank Act also requires capital requirements to be countercyclical such that the required amount of capital increases in times of economic expansion and decreases in times of economic contraction consistent with safety and soundness.
- The Consumer Financial Protection Bureau ("Bureau"). The Dodd-Frank Act created the Bureau within the Federal Reserve. The Bureau is tasked with establishing and implementing rules and regulations under certain federal consumer protection laws with respect to the conduct of providers of certain consumer financial products and services. The Bureau has broad rulemaking, supervisory and enforcement powers for a wide range of consumer protection laws applicable to banks with greater than $10 billion or more in assets. Smaller institutions will be subject to rules promulgated by the Bureau, but will continue to be examined and supervised by federal banking regulators for consumer compliance purposes. In addition, the Dodd-Frank Act permits states to adopt consumer protection laws and regulations that are more stringent than those regulations promulgated by the Bureau and state attorneys general are permitted to enforce consumer protection rules adopted by the Bureau against state-chartered institutions.
- Corporate Governance. The Dodd-Frank Act requires publicly traded companies to provide their shareholders with 1) a non-binding shareholder vote on executive compensation; 2) a non-binding shareholder vote on the frequency of such vote; 3) disclosure of "golden parachute" arrangements in connection with specified change in control transactions; and 4) a non-binding shareholder vote on golden parachute arrangements in connection with these change in control transactions.

• Debit Card Interchange Fees. The Dodd-Frank Act requires that the amount of any interchange fee charged by a debit card issuer with respect to a debit card transaction be reasonable and proportional to the cost incurred by the issuer. While the restrictions on interchange fees do not apply to banks that, together with their affiliates, have assets of less than $10 billion, the rule could affect the competitiveness of debit cards issued by smaller banks.

• Interstate Banking and Branching. The Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994 (the "Interstate Banking Law") amended various federal banking laws then in effect to provide for nationwide interstate banking, interstate bank mergers and interstate branching. The interstate banking provisions allowed for the acquisition by a bank holding company of a bank located in another state by merger or acquisition, although individual states had the ability to "opt out" of such provision. The Dodd-Frank Act relaxes national branching requirements, allowing national and state banks to establish branches in any state if that state would permit the establishment of the branch by a state bank chartered de novo in that state.

• Deposit Insurance. The Dodd-Frank Act permanently increased the maximum deposit insurance amount to $250,000 for insured deposits. Amendments to the Federal Deposit Insurance Act, which were mandated by the Dodd-Frank Act, have revised the assessment base against which an insured depository institution's deposit insurance premiums paid to the Deposit Insurance Fund ("DIF") are calculated. Under the amendments, the assessment base is no longer the institution's deposit base, but rather its average consolidated total assets less its average tangible equity during the assessment period. Additionally, the Dodd-Frank Act made changes to the minimum designated reserve ratio of the DIF, by increasing the minimum from 1.15 percent to 1.35 percent of the estimated amount of total insured deposits by 2020 and eliminating the requirement that the FDIC pay dividends to depository institutions when the reserve ratio exceeds certain thresholds. The Dodd- Frank Act also provided that, effective July 21, 2011, depository institutions may pay interest on demand deposits. For further discussion of deposit insurance regulatory matters, see "Deposit Insurance and Assessments" below.

• Transactions with Affiliates. Under federal law, we are subject to restrictions that limit certain types of transactions between Republic and its non-bank affiliates. In general, we are subject to quantitative and qualitative limits on extensions of credit, purchases of assets and certain other transactions involving us and our non-bank affiliates. Transactions between Republic and its non-bank affiliates are required to be on arms length terms. The Dodd-Frank Act enhanced the requirements for certain transactions with affiliates under Section 23A and 23B of the Federal Reserve Act, including expanding the definition of "covered transactions" and "affiliates," as well as increasing the amount of time for which collateral requirements regarding covered transactions must be maintained.

• Transactions with Insiders. Under the Dodd-Frank Act, insider transaction limitations are expanded through the strengthening of loan restrictions to insiders and the expansion of the types of transactions subject to the various limits, including derivative transactions, repurchase agreements, reverse repurchase agreements and securities lending or borrowing transactions. Restrictions have also been placed on certain asset sales to and from an insider to an institution, including requirements that such sales be on market terms and, if representing more than 10% of capital, approved by the institution's board of directors.

• Holding Company Capital Levels. The Dodd-Frank Act requires bank regulators to establish minimum capital levels for holding companies that are at least as stringent as those applicable to depository institutions. All trust preferred securities, or TRUPs, issued prior to May 19, 2010 by bank holding companies with less than $15 billion in assets are permanently grandfathered in Tier 1 capital, subject to a limitation of 25% of Tier 1 capital.

Many of the requirements of the Dodd-Frank Act will be implemented over time, and most are subject to implementing regulations that have or will become effective over the course of several years. Given the complexity associated with the manner in which the provisions of the Dodd-Frank Act will be implemented by the various regulatory agencies through regulations, the full extent of the impact such requirements will have on financial institutions' operations is unclear. The changes resulting from the Dodd-Frank Act may impact the profitability of our business activities, require changes to certain of our business practices, impose upon us more stringent capital, liquidity and leverage ratio requirements or otherwise adversely affect our business. These changes may also require us to invest significant management attention and resources to evaluate and make necessary changes in order to comply with new statutory and regulatory requirements.

On February 3, 2017, President Trump signed an executive order calling for the Secretary of Treasury, in consultation with the heads of the member agencies of the Financial Stability Oversight Council, to review existing U.S. financial laws and regulations, including the Dodd-Frank Act, in order to determine whether they promote a set of "core principles" of financial policy. The core financial principles identified in the executive order include the following: empowering Americans to make independent financial decisions and informed choices in the marketplace, save for retirement, and build individual wealth; preventing taxpayer-funded bailouts; fostering economic growth and vibrant financial markets through more rigorous regulatory impact analysis that addresses systemic risk and market failures, such as moral hazard and information asymmetry; enabling American companies to be competitive with foreign firms in domestic and foreign markets; advancing American interests in international financial regulatory negotiations and meetings; making regulation efficient, effective and appropriately tailored; and restoring public accountability within Federal financial regulatory agencies and rationalizing the Federal financial regulatory framework. The executive order does not specifically identify any existing laws or regulations considered to be inconsistent with the core principles. There can be no assurance that any changes to existing law or regulation will be implemented as a result of the executive order or, if implemented, the extent to which such changes may impact our business, financial condition or results of operations.

Gramm-Leach-Bliley Act

The federal Gramm-Leach-Bliley Act (the "GLB Act"), enacted in 1999 repealed the key provisions of the Glass Steagall Act so as to permit commercial banks to affiliate with investment banks (securities firms); amended the BHC Act to permit qualifying bank holding companies to engage in many types of financial activities that were not permitted for banks themselves; and permitted subsidiaries of banks to engage in a broad range of financial activities that were not permitted for banks themselves.

The result was to permit banking companies to offer a wider range of financial products and services to combine with other types of financial companies, such as securities and insurance companies. The impact of the GLB Act has, however, now been substantially limited by the Dodd-Frank Act and regulations issued by the Federal Reserve thereunder, specifically the so-called "Volcker Rule," which will limit the ability of banks and their affiliates to invest in, or to engage in, non-banking activities for their own account.

The GLB Act created a new type of bank holding company called a "financial holding company" ("FHC"). An FHC is authorized to engage in any activity that is "financial in nature or incidental to financial activities" and any activity that the Federal Reserve determines is "complementary to financial activities" and does not pose undue risks to the financial system. Among other things, "financial in nature" activities include securities underwriting and dealing, insurance underwriting and sales, and certain merchant banking activities. A bank holding company qualifies to become an FHC if each of its depository institution subsidiaries is "well capitalized," "well managed," and has a rating under the Community Reinvestment Act ("CRA") of "satisfactory" or better. A qualifying bank holding company becomes an FHC by filing with the Federal Reserve an election to become an FHC. We have not elected to become an FHC. Bank holding companies that do not qualify or elect to become FHCs will be limited in their activities to those previously permitted by law and regulation.

9

In addition, the GLB Act provided significant new protections for the privacy of customer information. These provisions apply to any company the business of which is engaging in activities permitted for an FHC, even if it is not itself an FHC. The GLB Act subjected a financial institution to four new requirements regarding non-public information about a customer. The financial institution must: adopt and disclose a privacy policy; give customers the right to "opt out" of disclosures to non-affiliated parties; not disclose any information to third party marketers; and follow regulatory standards to protect the security and confidentiality of customer information.

Sarbanes-Oxley Act of 2002

The Sarbanes-Oxley Act of 2002 ("Sarbanes-Oxley") comprehensively revised the laws affecting corporate governance, auditing and accounting, executive compensation and corporate reporting for entities, such as us, with equity or debt securities registered under the Exchange Act. Among other things, Sarbanes-Oxley and its implementing regulations have established new membership requirements and additional responsibilities for our audit committee, imposed restrictions on the relationship between us and our outside auditors (including restrictions on the types of non-audit services our auditors may provide to us), imposed additional responsibilities for our external financial statements on our chief executive officer and chief financial officer, and expanded the disclosure requirements for our corporate insiders. The requirements are intended to allow shareholders to more easily and efficiently monitor the performance of companies and directors.

Regulatory Restrictions on Dividends

Dividend payments by Republic to the holding company are subject to the Pennsylvania Banking Code of 1965 ("Banking Code") and the Federal Deposit Insurance Act ("FDIA"). Under the Banking Code, no dividends may be paid except from "accumulated net earnings" (generally, undivided profits). Under the FDIA, an insured bank may pay no dividends if the bank is in arrears in the payment of any insurance assessment due to the FDIC. Under the Banking Code, Republic would be limited to $23.9 million of dividends payable plus an additional amount equal to its net profit for 2017, up to the date of any such dividend declaration. However, dividends would be further limited in order to maintain capital ratios as discussed in "Capital Adequacy".

Federal regulatory authorities have adopted standards for the maintenance of adequate levels of regulatory capital by banks. Adherence to such standards further limits the ability of Republic to pay dividends to us.

Dividend Policy

We have not paid any cash dividends on our common stock, and have no plans to pay any cash dividends in 2017 or in the foreseeable future. See Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities of this Form 10-K for more information.

Deposit Insurance and Assessments

The FDIC is an independent federal agency that insures deposits, up to prescribed statutory limits, of federally insured banks and savings institutions and safeguards the safety and soundness of the banking and savings industries. The deposits of Republic are insured up to applicable limits per insured depositor by the FDIC. As noted above, pursuant to the Dodd-Frank Act, the maximum deposit insurance amount has been permanently increased to $250,000.

As an FDIC-insured bank, Republic is subject to FDIC insurance assessments. The FDIC regulations assess insurance premiums for small insured depository institutions based on a risk-based assessment system. Under this assessment system, the FDIC evaluates the risk of each financial institution based on regulatory capital ratios and other supervisory factors. The rules base assessments on an institution's average consolidated total assets less its average tangible equity, as opposed to total deposits. The base assessment rates for small insured depository institutions range from 2.5 to 9 basis points for the least risky institutions to 30 to 45 basis points for the riskiest. The rate schedules will automatically adjust in the future as the Deposit Insurance Fund ("DIF") reserve ratio reaches certain milestones.

The FDIC has authority to increase insurance assessments. Any future increase in insurance premiums may adversely affect our results of operations.

The Dodd-Frank Act also requires the FDIC to take such steps as are necessary to increase the reserve ratio of the DIF from 1.15% to 1.35% of insured deposits by 2020. The FDIC has issued rules regarding the method to be used to achieve a 1.35% reserve ratio by 2020 and offset the effect on institutions with assets less than $10 billion in assets.

All FDIC-insured depository institutions pay an annual assessment to provide funds for the payment of interest on bonds issued by the Financing Corporation, a federal corporation chartered under the authority of the Federal Housing Finance Board. The bonds, commonly referred to as Financing Corporation ("FICO") bonds, were issued to capitalize the Federal Savings and Loan Insurance Corporation. These assessments will continue until the FICO bonds mature in 2017 through 2019.

Capital Adequacy

The Federal Reserve has issued risk-based and leverage capital rules applicable to U.S. banking organizations such as the Company and Republic. These guidelines are intended to reflect the relationship between the banking organization's capital and the degree of risk associated with its operations based on transactions recorded on-balance sheet as well as off-balance sheet items. The Federal Reserve may from time to time require that a banking organization maintain capital above the minimum levels discussed below, due to the banking organization's financial condition or actual or anticipated growth.

The capital adequacy rules define qualifying capital instruments and specify minimum amounts of capital as a percentage of assets that banking organizations are required to maintain. Common equity Tier 1 capital generally includes common stock and related surplus, retained earnings and, in certain cases and subject to certain limitations, minority interest in consolidated subsidiaries, less goodwill, other non-qualifying intangible assets and certain other deductions. Tier 1 capital for banks and bank holding companies generally consists of the sum of common equity Tier 1 elements, non-cumulative perpetual preferred stock, and related surplus in certain cases and subject to limitations, minority interests in consolidated subsidiaries that do not qualify as common equity Tier 1 capital, less certain deductions. Tier 2 capital generally consists of hybrid capital instruments, perpetual debt and mandatory convertible debt securities, cumulative perpetual preferred stock, term subordinated debt and intermediate-term preferred stock, and, subject to limitations, allowances for loan losses. The sum of Tier 1 and Tier 2 capital less certain required deductions represents qualifying total risk-based capital. Prior to the effectiveness of certain provisions of the Dodd-Frank Act, bank holding companies were permitted to include trust preferred securities and cumulative perpetual preferred stock in Tier 1 capital, subject to limitations. However, the Federal Reserve's capital rule applicable to bank holding companies permanently grandfathers non-qualifying capital instruments, including trust preferred securities, issued before May 19, 2010 by depository institution holding companies with less than $15 billion in total assets as of December 31, 2009, subject to a limit of 25% of Tier 1 capital. In addition, under rules that became effective January 1, 2015, accumulated other comprehensive income (positive or negative) must be reflected in Tier 1 capital; however, we were permitted to make a one-time, permanent election to continue to exclude accumulated other comprehensive income from capital. We have made this election.

Under the capital rules, risk-based capital ratios are calculated by dividing common equity Tier 1, Tier 1, and total risk-based capital, respectively, by risk-weighted assets. Assets and off-balance sheet credit equivalents are assigned to one of several categories of risk-weights, based primarily on relative risk. Under the Federal Reserve's rules, Republic is required to maintain a minimum common equity Tier 1 capital ratio requirement of 4.5%, a minimum Tier 1 capital ratio requirement of 6%, a minimum total capital requirement of 8% and a minimum leverage ratio requirement of 4%. Under the new rules, in order to avoid limitations on capital distributions (including dividend payments and certain discretionary bonus payments to executive officers), a banking organization must hold a capital conservation buffer comprised of common equity tier 1 capital above its minimum risk-based capital requirements in an amount greater than 2.5% of total risk-weighted assets. The capital conservation buffer, which is composed of common equity tier 1 capital, began on January 1, 2016 at the 0.625% level and will be phased in over a three year period (increasing by that amount on each January 1, until it reaches 2.5% on January 1, 2019). Implementation of the deductions and other adjustments to common equity tier 1 capital began on January 1, 2015 and will be phased-in over a three-year period (beginning at 40% on January 1, 2015, 60% on January 1, 2016 and an additional 20% per year thereafter).
The new capital to risk-adjusted assets requirements (which includes the impact of the capital conservation buffer effective January 1, 2017) are as follows:

	Minimum Capital Effective January 1,		Well
	2016	2017	Capitalized
Common equity tier 1 capital ratio	5.125%	5.75%	6.5%
Tier 1 capital ratio	6.625%	7.25%	8.0%
Total capital ratio	8.625%	9.25%	10.0%

Republic is considered "well capitalized" under the FDIC's prompt corrective action rules and the Company is considered "well capitalized" under the Federal Reserve's rules applicable to bank holding companies.

The risk-based capital standards are required to take adequate account of interest rate risk, concentration of credit risk and the risks of non-traditional activities.

Legislative and Regulatory Changes

We are heavily regulated by regulatory agencies at the federal and state levels. We, like most of our competitors, have faced and expect to continue to face increased regulation and regulatory and political scrutiny, which creates significant uncertainty for us as well as the financial services industry in general.

Future Legislative and Regulatory Developments

It is conceivable that compliance with current or future legislative and regulatory initiatives could require us to change certain business practices, impose significant additional costs on us, limit the products that we offer, result in a significant loss of revenue, limit our ability to pursue business opportunities in an efficient manner, require us to increase our regulatory capital, cause business disruptions, impact the value of assets that we hold or otherwise adversely affect our business, results of operations, or financial condition. We have recently witnessed the introduction of a number of regulatory proposals that could substantially impact us and others in the financial services industry. The extent of changes imposed by, and frequency of adoption of, any regulatory initiatives could make it more difficult for us to comply in a timely manner, which could further limit our operations, increase compliance costs or divert management attention or other resources. The long-term impact of legislative and regulatory initiatives on our business practices and revenues will depend upon the successful implementation of our strategies, consumer behavior, and competitors' responses to such initiatives, all of which are difficult to predict. Additionally, we may pursue, through appropriate avenues, legislative and regulatory advocacy to provide our input on possible legislative and regulatory developments.

Profitability, Monetary Policy and Economic Conditions

In addition to being affected by general economic conditions, the earnings and growth of Republic will be affected by the policies of regulatory authorities, including the Pennsylvania Department of Banking and Securities, the FDIC, and the Federal Reserve. An important function of the Federal Reserve is to regulate the supply of money and other credit conditions in order to manage interest rates. The monetary policies and regulations of the Federal Reserve have had a significant effect on the operating results of commercial banks in the past and are expected to continue to do so in the future. The effects of such policies upon the future business, earnings and growth of Republic cannot be determined.

Employees

As of December 31, 2016, we had a total of 306 full-time equivalent employees.

Item 1A: Risk Factors

In addition to the other information included elsewhere in this report and in "Management's Discussion and Analysis of Results of Operations and Financial Condition," the following factors could significantly affect our business, financial condition, results of operations, or future prospects. Any of the following risks, either alone or taken together, could materially and adversely affect our business, financial condition, results of operations, or future prospects. If one or more of these or other risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, our actual results may be materially adversely affected. There may be additional risks that we do not presently know or that we currently believe are immaterial which could also materially adversely affect our business, financial condition, results of operations, or future prospects.

We are subject to credit risk in connection with our lending activities, and our financial condition and results of operations may be negatively impacted by economic conditions and other factors that adversely affect our borrowers. Our financial condition and results of operations are affected by the ability of our borrowers to repay their loans, and in a timely manner. Lending money is a significant part of the banking business. Borrowers, however, do not always repay their loans. The risk of non-payment is assessed through our underwriting and loan review procedures based on several factors including credit risks of a particular borrower, changes in economic conditions, the duration of the loan, and in the case of a collateralized loan, uncertainties as to the future value of the collateral and other factors. Despite our efforts, we do and will experience loan losses, and our financial condition and results of operations will be adversely affected. Our non-performing assets were approximately $29.1 million at December 31,

2016. Our allowance for loan losses was approximately $9.2 million at December 31, 2016. Our loans between thirty and eighty-nine days delinquent totaled $1.1 million at December 31, 2016.

Our concentration of commercial real estate loans could result in increased loan losses and costs of compliance.

A substantial portion of our loan portfolio is comprised of commercial real estate loans. The commercial real estate market is cyclical and poses risks of loss to us because of the concentration of commercial real estate loans in our loan portfolio, and the lack of diversity in risk associated with such a concentration. Banking regulators have been giving and continue to give commercial real estate lending greater scrutiny, and banks with larger commercial real estate loan portfolios are expected by their regulators to implement improved underwriting, internal controls, risk management policies and portfolio stress-testing practices to manage risks associated with commercial real estate lending. In addition, commercial real estate lenders are making greater provisions for loan losses and accumulating higher capital levels as a result of commercial real estate lending exposures. Additional losses or regulatory requirements related to our commercial real estate loan concentration could materially adversely affect our business, financial condition and results of operations.

Our allowance for loan losses may not be adequate to absorb actual loan losses, and we may be required to make further provisions for loan losses and charge off additional loans in the future, which could materially and adversely affect our business.

We attempt to maintain an allowance for loan losses, established through a provision for loan losses accounted for as an expense, which is adequate to absorb losses inherent in our loan portfolio. If our allowance for loan losses is inadequate, it may have a material adverse effect on our financial condition and results of operations.

The determination of the allowance for loan losses inherently involves a high degree of subjectivity and judgment and requires us to make significant estimates of current credit risks and future trends, all of which may undergo material changes. Changes in economic conditions affecting borrowers, new information regarding existing loans, identification of additional problem loans and other factors, both within and outside of our control, may require us to increase our allowance for loan losses. Increases in nonperforming loans have a significant impact on our allowance for loan losses. Our allowance for loan losses may not be adequate to absorb actual loan losses. If trends in the real estate markets were to deteriorate, we could experience increased delinquencies and credit losses, particularly with respect to real estate construction and land acquisition and development loans and one-to-four family residential mortgage loans. As a result, we may have to make provisions for loan losses and charge off loans in the future, which could materially adversely affect our financial condition and results of operations.

In addition to our internal processes for determining loss allowances, bank regulatory agencies periodically review our allowance for loan losses and may require us to increase the provision for loan losses or recognize further loan charge-offs, based on judgments that differ from those of our management. If loan charge-offs in future periods exceed the allowance for loan losses, we will need to increase our allowance for loan losses. Furthermore, growth in our loan portfolio would generally lead to an increase in the provision for loan losses. Any increases in our allowance for loan losses will result in a decrease in net income and capital, and may have a material adverse effect on our financial condition, results of operations and cash flows.

We are required to make significant estimates and assumptions in the preparation of our financial statements, including our allowance for loan losses, and our estimates and assumptions may not be accurate.

The preparation of our consolidated financial statements in conformity with accounting principles generally accepted in the United States of America, or GAAP, require our management to make significant estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of income and expense during the reporting periods. Critical estimates are made by management in determining, among other things, the allowance for loan losses, carrying values of other real estate owned, assessment of other than temporary impairment ("OTTI") of investment securities, fair value of financial instruments, and the realization of deferred income taxes. If our underlying estimates and assumptions prove to be incorrect, our financial condition and results of operations may be materially adversely affected.

Our results of operations may be materially and adversely affected by other-than-temporary impairment charges relating to our investment portfolio.

In prior years we recorded other-than-temporary impairment charges for certain bank pooled trust preferred securities, and we may be required to record future impairment charges on our investment securities if they suffer declines in value that we determine are other-than-temporary. Numerous factors, including the lack of liquidity for re-sales of certain investment securities, the absence of reliable pricing information for investment securities, adverse changes in the business climate, adverse regulatory actions or unanticipated changes in the competitive environment, could have a negative effect on our investment portfolio in future periods. If an impairment charge is significant enough, it could affect the Bank's ability to pay dividends, which could materially adversely affect us. Significant impairment charges could also negatively impact our regulatory capital ratios and result in us not being classified as "well-capitalized" for regulatory purposes.

Our net interest income, net income and results of operations are sensitive to fluctuations in interest rates.

Our net income depends on the net income of Republic, and Republic is dependent primarily upon its net interest income, which is the difference between the interest earned on its interest-earning assets, such as loans and investments, and the interest paid on its interest-bearing liabilities, such as deposits and borrowings.

Our results of operations will be affected by changes in market interest rates and other economic factors beyond our control. If our interest-earning assets have longer effective maturities than our interest-bearing liabilities, the yield on our interest-earning assets generally will adjust more slowly than the cost of our interest-bearing liabilities, and, as a result, our net interest income generally will be adversely affected by material and prolonged increases in interest rates, and positively affected by comparable declines in interest rates. Conversely, if liabilities re-price more slowly than assets, net interest income would be adversely affected by declining interest rates, and positively affected by increasing interest rates. At any time, our assets and liabilities will reflect interest rate risk of some degree.

In addition to affecting interest income and expense, changes in interest rates also can affect the value of our interest-earning assets, comprising fixed and adjustable-rate instruments, as well as the ability to realize gains from the sale of such assets. Generally, the value of fixed-rate instruments fluctuates inversely with changes in interest rates, and changes in interest rates may therefore have a material adverse affect on our results of operations.

We are a holding company dependent for liquidity on payments from our banking subsidiary, which payments are subject to restrictions.

We are a holding company and depend on dividends, distributions and other payments from Republic to fund dividend payments, if any, and to fund all payments on obligations. Republic and its subsidiaries are subject to laws that restrict dividend payments or authorize regulatory bodies to block or reduce the flow of funds from those subsidiaries to us. Restrictions or regulatory actions of that kind could impede our access to funds that we may need to make payments on our obligations or dividend payments, if any. In addition, our right to participate in a distribution of assets upon a subsidiary's liquidation or reorganization is subject to the prior claims of the subsidiary's creditors.

Our business is concentrated in and dependent upon the continued growth and welfare of our primary market area.

Our primary service area consists of Greater Philadelphia and Southern New Jersey. Our success depends upon the business activity, population, income levels, deposits and real estate activity in this area. Although our customers' businesses and financial interests may extend well beyond this area, adverse economic conditions that affect our primary service area could reduce our growth rate, affect the ability of our customers to repay their loans to us, and generally adversely affect our financial condition and results of operations. Because of our geographic concentration, we are less able than other regional or national financial institutions to diversify our credit risks across multiple markets.

Unfavorable economic and financial market conditions may adversely affect our financial position and results of operations.

Although the U.S. economy has continued to gradually improve from the depressed levels of 2008 and early 2009, economic growth has been slow and uneven. We are operating in a challenging and uncertain economic environment, including generally uncertain conditions nationally and globally. While economic conditions in the United States have gradually improved, there can be no assurance that these difficult conditions will not re-emerge.

Economic pressure on consumers and businesses and any resulting lack of confidence in the financial markets may adversely affect our business, financial condition, results of operations and stock price. A worsening of current economic conditions would likely exacerbate the adverse effects of market conditions on us and others in the industry. In particular, we may face the following risks in connection with these events:

- increased regulation of our industry and increased compliance costs;
- hampering our ability to assess the creditworthiness of customers and to estimate the losses inherent in our credit exposure, as such assessments are made more complex by these difficult market and economic conditions;
- increasing our credit risk, by increasing the likelihood that our major customers become insolvent and unable to satisfy their obligations to us;
- impairing our ability to originate loans, by making our customers and prospective customers less willing to borrow, and making loans that meet our underwriting criteria difficult to find; and
- limiting our interest income, by depressing the yields we are able to earn on our investment portfolio.

Our ability to use net operating loss carryforwards to reduce future tax payments may be limited.

As of December 31, 2016, we had approximately $24.0 million of U.S. Federal net operating loss carryforwards, referred to as "NOLs," available to reduce taxable income in future years.

Utilization of the NOLs may be subject to a substantial annual limitation due to ownership change limitations that may have occurred or that could occur in the future, as required by Section 382 of the Internal Revenue Code of 1986, as amended, referred to as the "Code." These ownership changes may limit the amount of NOLs that can be utilized annually to offset future taxable income and tax, respectively. In general, an ownership change, as defined by Section 382 of the Code results from a transaction or series of transactions over a three-year period resulting in an ownership change of more than 50 percentage points of the outstanding stock of a company by certain stockholders or public groups. In the event of an ownership change, Section 382 imposes an annual limitation on the amount of post-ownership change taxable income a corporation may offset with pre-ownership change NOLs. The limitation imposed by Section 382 for any post-change year would be determined by multiplying the value of our stock immediately before the ownership change (subject to certain adjustments) by the applicable long-term tax-exempt rate. Any unused annual limitation may be carried over to later years, and the limitation may under certain circumstances be increased by built-in gains which may be present with respect to assets held by us at the time of the ownership change that are recognized in the five-year period after the ownership change.

In addition, the ability to use NOLs will be dependent on our ability to generate taxable income. The NOLs may expire before we generate sufficient taxable income. There were no NOLs that expired in the fiscal years ended December 31, 2016 and December 31, 2015. There are no NOLs that could expire if not utilized for the year ending December 31, 2017.

Our assets as of December 31, 2016 included a deferred tax asset and we may not be able to realize the full amount of such asset.

We recognize deferred tax assets and liabilities based on differences between the financial statement carrying amounts and the tax bases of assets and liabilities. At December 31, 2016, the net deferred tax asset was approximately $9.2 million, compared to a balance of approximately $6.5 million at December 31, 2015.

We regularly review our deferred tax assets for recoverability to determine whether it is more likely than not (i.e. likelihood of more than 50%) that some portion, or all, of the deferred tax asset will not be realized within its life cycle, based on the weight of available evidence. If management makes a determination based on the available evidence that it is more likely than not that some portion or all of the deferred tax assets will not be realized in future periods, a valuation allowance is calculated and recorded. These determinations are inherently subjective and dependent upon estimates and judgments concerning management's evaluation of both positive and negative evidence. Based on the analysis of the available positive and negative evidence, we determined that a valuation allowance should be recorded as of December 31, 2016. We did not use projections of future taxable income, exclusive of reversing temporary timing differences and carryforwards, as a factor to project recoverability of the deferred tax asset balance. We will exclude future taxable income as a factor until we can show increasing and sustainable profitability. The release of this valuation allowance would have a positive impact on future earnings. There can be no assurance as to when we could be in a position to recapture the benefits of our deferred tax asset. Further discussion on the analysis of our deferred tax asset can be found in the "Provision (Benefit) for Income Taxes" section of Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Potential acquisitions may disrupt the Company's business and dilute shareholder value.

We regularly evaluate opportunities to acquire and invest in banks and in other complementary businesses. As a result, we may engage in negotiations or discussions that, if they were to result in a transaction, could have a material effect on our operating results and financial condition, including short and long-term liquidity and capital structure. Our acquisition activities could be material to us. For example, we could issue additional shares of common stock in a purchase transaction, which could dilute current shareholders'ownership interest. These activities could require us to use a substantial amount of cash, other liquid assets, and/or incur debt. In addition, if goodwill recorded in connection with our prior or potential future acquisitions were determined to be impaired, then we would be required to recognize a charge against our earnings, which could materially and adversely affect our results of operations during the period in which the impairment was recognized. Any potential charges for impairment related to goodwill would not impact cash flow, tangible capital or liquidity but would decrease shareholders' equity.

Our acquisition activities could involve a number of additional risks, including the risks of:

- incurring time and expense associated with identifying and evaluating potential acquisitions and negotiating potential transactions;

- using inaccurate estimates and judgments to evaluate credit, operations, management, and market risks with respect to the target institution or its assets;

- the time and expense required to integrate the operations and personnel of the combined businesses;

- creating an adverse short-term effect on our results of operations; and

- losing key employees and customers as a result of an acquisition that is poorly conceived.

We may not be successful in overcoming these risks or any other problems encountered in connection with potential acquisitions. Our inability to overcome these risks could have an adverse effect on our ability to achieve our business strategy and maintain our market value.

We may not be able to manage our growth, which may adversely impact our financial results.
As part of our retail growth strategy, we may expand into additional communities or attempt to strengthen our position in our current markets by opening new stores and acquiring existing stores of other financial institutions. To the extent that we undertake additional stores openings and acquisitions, we are likely to experience the effects of higher operating expenses relative to operating income from the new operations, which may have an adverse effect on our levels of reported net income, return on average equity and return on average assets. Other effects of engaging in such growth strategies may include potential diversion of our management's time and attention and general disruption to our business.
As part of our retail strategy, we plan to open new stores in our primary service area, including Southern New Jersey. We may not, however, be able to identify attractive locations on terms favorable to us, obtain regulatory approvals, or hire qualified management to operate new stores. In addition, the organizational and overhead costs may be greater than we anticipate. New stores may take longer than expected to reach profitability, or may not become profitable. The additional costs of starting new stores may adversely impact our financial results.

Our ability to manage growth successfully will depend on whether we can continue to fund our growth while maintaining cost controls, as well as on factors beyond our control, such as national and regional economic conditions and interest rate trends. If we are not able to control costs, such growth could adversely impact our earnings and financial condition.

Our retail strategy relies heavily on our management team, and the unexpected loss of key managers may adversely affect our operations.

In recent years, we have been successful in attracting new and talented employees to Republic, to add to our management team. We believe that our ability to successfully implement our retail strategy will require us to retain and attract additional management experienced in banking and financial services, and familiar with the communities in our market. Our ability to retain executive officers, the current management team, branch managers and loan officers of Republic will continue to be important to the successful implementation of our strategy. It is also critical, as we grow, to be able to attract and retain additional members of the management team and qualified loan officers with the appropriate level of experience and knowledge about our market areas to implement the community-based operating strategy. The unexpected loss of services of any key management personnel, or the inability to recruit and retain qualified personnel in the future, could have an adverse effect on our business, financial condition and results of operations.

We are subject to numerous governmental regulations and to comprehensive examination and supervision by regulators, which could have an adverse impact on our operations and could restrict the scope of our operations.

Both the Company and Republic operate in a highly regulated environment and are subject to supervision and regulation by several governmental regulatory agencies, including the Board of Governors of the Federal Reserve System, the FDIC and the Pennsylvania Department of Banking and Securities ("PDB"). We are subject to federal and state regulations governing virtually all aspects of our activities, including lines of business, capital, liquidity, investments, payment of dividends, and others. Regulations that apply to us are generally intended to provide protection for depositors and customers rather than investors.

We are subject to extensive regulation and supervision under federal and state laws and regulations. See Item 1. Business - Supervision and Regulation. The requirements and limitations imposed by such laws and regulations limit the manner in which we conduct our business, undertake new investments and activities and obtain financing. Financial institution regulation has been the subject of significant legislation in recent years and may be the subject of further significant legislation in the future, none of which is within our control. For example, Basel III regulations adopted by the federal bank regulatory agencies require bank holding companies and banks to undertake significant activities to demonstrate compliance with the new and higher capital standards. Compliance with these rules could impose additional costs on banking entities and their holding companies. Management has reviewed the new standards and will continue to evaluate all options and strategies to ensure ongoing compliance with the new standards, notwithstanding Republic's current status as well-capitalized.

New programs and proposals may subject us and other financial institutions to additional restrictions, oversight and costs that may have an adverse impact on our business, financial condition, results of operations or the price of our common stock. Federal and state regulatory agencies also frequently adopt changes to their regulations or change the manner in which existing regulations are applied or enforced. We cannot predict the substance or impact of future legislation, regulation or the application thereof. Compliance with such current and potential regulation and scrutiny may significantly increase our costs, impede the efficiency of our internal business processes, require us to increase our regulatory capital and limit our ability to pursue business opportunities in an efficient manner.

We face significant competition in our market from other banks and financial institutions.

The banking and financial services industry in our market area is highly competitive. We may not be able to compete effectively in our markets, which could adversely affect our results of operations. The increasingly competitive environment is a result of changes in regulation, changes in technology and product delivery systems, and consolidation among financial service providers. Larger institutions have greater access to capital markets, with higher lending limits and a broader array of services. Competition may require increases in deposit rates and decreases in loan rates, and adversely impact our net interest margin.

We may not have the resources to effectively implement new technologies, which could adversely affect our competitive position and results of operations.

The financial services industry is constantly undergoing technological changes with frequent introductions of new technology-driven products and services. In addition to better serving customers, the effective use of technology increases efficiency and enables financial institutions to reduce costs. Our future success will depend in part upon our ability to address the needs of our customers by using technology to provide products and services that will satisfy customer demands for convenience as well as to create additional efficiencies in our operations as we continue to grow and expand in our market. Many of our larger competitors have substantially greater resources to invest in technological improvements. As a result, they may be able to offer additional or superior products to those that we will be able to offer, which would put us at a competitive disadvantage. Accordingly, we may not be able to effectively implement new technology-driven products and services or be successful in marketing such products and services to our customers. If we are unable to do so, our competitive position and results of operations could be adversely affected.

Our disclosure controls and procedures and our internal control over financial reporting may not achieve their intended objectives.

We maintain disclosure controls and procedures designed to ensure that we timely report information as specified in the rules and forms of the Securities and Exchange Commission. We also maintain a system of internal control over financial reporting. These controls may not achieve their intended objectives. Control processes that involve human diligence and compliance, such as our disclosure controls and procedures and internal control over financial reporting, are subject to lapses in judgment and breakdowns resulting from human failures. Controls can also be circumvented by collusion or improper management override. Because of such limitations, there are risks that material misstatements due to error or fraud may not be prevented or detected and that information may not be reported on a timely basis. If our controls are not effective, it could have a material adverse effect on our financial condition, results of operations, and market for our common stock, and could subject us to regulatory scrutiny.

We are subject to certain operational risks, including, but not limited to, customer or employee fraud and data processing system failures and errors.

Employee errors and misconduct could subject us to financial losses or regulatory sanctions and seriously harm our reputation. Misconduct by our employees could include hiding unauthorized activities from us, improper or unauthorized activities on behalf of our customers or improper use of confidential information. It is not always possible to prevent employee errors and misconduct, and the precautions we take to prevent and detect this activity may not be effective in all cases. Employee errors could also subject us to financial claims for negligence.

We maintain a system of internal controls and insurance coverage to mitigate operational risks, including data processing system failures and errors, and customer or employee fraud. Should our internal controls fail to prevent or detect an occurrence, or if any resulting loss is not insured or exceeds applicable insurance limits, it could have a material adverse effect on our business, financial condition and results of operations.

System failure or breaches of our network security could subject us to increased operating costs as well as litigation and other liabilities.

The computer systems and network infrastructure we use could be vulnerable to unforeseen problems. Our operations are dependent upon our ability to protect our computer equipment against damage from physical theft, fire, power loss, telecommunications failure or a similar catastrophic event, as well as from security breaches, denial of service attacks, viruses, worms and other disruptive problems caused by hackers. Any damage or failure that causes an interruption in our operations could have a material adverse effect on our financial condition and results of operations. Computer break-ins, phishing and other disruptions could also jeopardize the security of information stored in and transmitted through our computer systems and network infrastructure, which may result in significant liability to us and may cause existing and potential customers to refrain from doing business with us. Although we, with the help of third-party service providers, intend to continue to implement security technology and establish operational procedures to prevent such damage, these security measures may not be successful. In addition, advances in computer capabilities, new discoveries in the field of cryptography or other developments could result in a compromise or breach of the algorithms we and our third-party service providers use to encrypt and protect customer transaction data. A failure of such security measures could have a material adverse effect on our financial condition and results of operations.

If we want to, or are compelled to, raise additional capital in the future, that capital may not be available to us when it is needed or on terms that are favorable to us or current shareholders.

Federal banking regulators require us, and Republic, to maintain capital to support our operations. Regulatory capital ratios are defined and required ratios are established by laws and regulations promulgated by banking regulatory agencies. At December 31, 2016, our regulatory capital ratios were above "well capitalized" levels under current bank regulatory guidelines. To be "well capitalized," banking companies generally must maintain a Tier 1 leverage ratio of at least 5%, a Common Equity Tier 1 ratio of at least 6.5%, a Tier 1 risk-based capital ratio of at least 8%, and a total risk-based capital ratio of at least 10%. Regulators, however, may require us, or Republic, to maintain higher regulatory capital ratios.

Our ability to raise additional capital in the future will depend on conditions in the capital markets at that time, which are outside of our control, on our financial performance and on other factors. Accordingly, we may not be able to raise additional capital on terms and time frames acceptable to us, or at all. If we cannot raise additional capital in sufficient amounts when needed, our ability to comply with regulatory capital requirements could be materially impaired. Additionally, the inability to raise capital in sufficient amounts may adversely affect our operations, financial condition and results of operations. Our ability to borrow could also be impaired by factors that are nonspecific to us, such as disruption of the financial markets or negative news and expectations about the prospects for the financial services industry. If we raise capital through the issuance of additional shares of our common stock or other securities, we would likely dilute the ownership interests of investors, and could dilute the per share book value and earnings per share of our common stock. Furthermore, a capital raise through issuance of additional shares may have an adverse impact on our stock price.

We are exposed to environmental liabilities with respect to real estate that we have or had title to in the past.
A significant portion of our loan portfolio is secured by real property. In the course of our business, we may foreclose, accept deeds in lieu of foreclosure, or otherwise acquire real estate, and in doing so could become subject to environmental liabilities with respect to these properties. We may become responsible to a governmental agency or third parties for property damage, personal injury, investigation and clean-up costs incurred by those parties in connection with environmental contamination, or may be required to investigate or clean-up hazardous or toxic substances, or chemical releases at a property. The costs associated with environmental investigation or remediation activities could be substantial. In addition, as the owner or former owner of a contaminated site, we may be subject to common law claims by third parties based on damages and costs resulting from environmental contamination emanating from the property. Although we have policies and procedures to perform an environmental review before acquiring title to any real property, these may not be sufficient to detect all potential environmental hazards. If we were to become subject to significant environmental liabilities, it could materially and adversely affect us.
Our common stock is not insured by any governmental entity and, therefore, an investment in our common stock involves risk.

Our common stock is not a deposit account or other obligation of any bank, and is not insured by the FDIC or any other governmental entity, and is subject to investment risk, including possible loss.

There may be future sales of our common stock, which may materially and adversely affect the market price of our common stock.

We are not restricted from issuing additional shares of our common stock, including securities that are convertible into or exchangeable or exercisable for shares of our common stock. Our issuance of shares of common stock in the future will dilute the ownership interests of our existing shareholders.

Additionally, the sale of substantial amounts of our common stock or securities convertible into or exchangeable or exercisable for our common stock, whether directly by us or by existing common shareholders in the secondary market, the perception that such sales could occur or the availability for future sale of shares of our common stock or securities convertible into or exchangeable or exercisable for our common stock could, in turn, materially and adversely affect the market price of our common stock and our ability to raise capital through future offerings of equity or equity-related securities. We are party to a registration rights agreement with the holders of the convertible trust preferred securities of Republic First Bancorp Capital Trust IV, which requires us, under certain circumstances, to register up to 1.7 million shares of our common stock into which the trust preferred securities may be converted for resale under the Securities Act of 1933.

In addition, our Board of Directors is authorized to designate and issue preferred stock without further shareholder approval, and we may issue other equity securities that are senior to our common stock in the future for a number of reasons, including, without limitation, to support operations and growth, to maintain our capital ratios and to comply with any future changes in regulatory standards.

Our common stock is currently traded on the Nasdaq Global Market. During 2016, the average daily trading volume for our common stock was approximately 98,200 shares. Sales of our common stock may place significant downward pressure on the market price of our common stock. Furthermore, it may be difficult for holders to resell their shares at prices they find attractive, or at all.

Our common stock is subordinate to our existing and future indebtedness and any preferred stock and effectively subordinated to all indebtedness and preferred equity claims against our subsidiaries.

Shares of our common stock are common equity interests in us and, as such, will rank junior to all of our existing and future indebtedness and other liabilities. Additionally, holders of our common stock may become subject to the prior dividend and liquidation rights of holders of any classes or series of preferred stock that our Board of Directors may designate and issue without any action on the part of the holders of our common stock. Furthermore, our right to participate in a distribution of assets upon any of our subsidiaries' liquidation or reorganization is subject to the prior claims of that subsidiary's creditors and preferred shareholders. As of December 31, 2016, we had $21.9 million of outstanding debt.

Our ability to pay dividends depends upon the results of operations of our subsidiaries.

We have never declared or paid cash dividends on our common stock. Our Board of Directors intends to follow a policy of retaining earnings for the purpose of increasing our capital for the foreseeable future.

Holders of our common stock are entitled to receive dividends if, as and when declared from time to time by our Board of Directors in its sole discretion out of funds legally available for that purpose, after debt service payments and payments of dividends required to be paid on our outstanding preferred stock, if any.

While we, as a bank holding company, are not subject to certain restrictions on dividends applicable to Republic, our ability to pay dividends to the holders of our common stock will depend to a large extent upon the amount of dividends paid by Republic to us. Regulatory authorities restrict the amount of cash dividends Republic can declare and pay without prior regulatory approval. Presently, Republic cannot declare or pay dividends in any one-year in excess of retained earnings for that year subject to risk based capital requirements.

If we fail to maintain an effective system of internal control over financial reporting and disclosure controls and procedures, current and potential shareholders may lose confidence in our financial reporting and disclosures and could subject us to regulatory scrutiny.

Pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, referred to as Section 404, we are required to include in our Annual Reports on Form 10-K, our management's report on internal control over financial reporting. While we have reported no material weaknesses in the Form 10-K for the fiscal year ended December 31, 2016, we cannot guarantee that we will not have any material weaknesses in the future.

Compliance with the requirements of Section 404 is expensive and time-consuming. If, in the future, we fail to complete this evaluation in a timely manner we could be subject to regulatory scrutiny and a loss of public confidence in our internal control over financial reporting. In addition, any failure to maintain an effective system of disclosure controls and procedures could cause our current and potential shareholders and customers to lose confidence in our financial reporting and disclosure required under the Exchange Act, which could adversely affect our business.

Our governing documents, Pennsylvania law, and current policies of our Board of Directors contain provisions, which may reduce the likelihood of a change in control transaction, which may otherwise be available and attractive to shareholders.

Our articles of incorporation and bylaws contain certain anti-takeover provisions that may make it more difficult or expensive or may discourage a tender offer, change in control or takeover attempt that is opposed by our Board of Directors. In particular, the articles of incorporation and bylaws classify our Board of Directors into three groups, so that shareholders elect only approximately one-third of the Board each year; permit shareholders to remove directors only for cause and only upon the vote of the holders of at least 75% of the voting shares; require our shareholders to give us advance notice to nominate candidates for election to the Board of Directors or to make shareholder proposals at a shareholders' meeting; require the vote of the holders of at least 60% of our voting shares for shareholder amendments to our bylaws; require the vote of the holders of at least 75% of our voting shares to approve certain business combinations; and restrict the holdings and voting rights of shareholders who would acquire more than 10% of our outstanding common stock without the approval of two-thirds of our Board of Directors. These provisions of our articles of incorporation and bylaws could discourage potential acquisition proposals and could delay or prevent a change in control, even though a majority of our shareholders may consider such proposals desirable. Such provisions could also make it more difficult for third parties to remove and replace the members of our Board of Directors. Moreover, these provisions could diminish the opportunities for shareholders to participate in certain tender offers, including tender offers at prices above the then-current market value of our common stock, and may also inhibit increases in the trading price of our common stock that could result from takeover attempts or speculation.

In addition, anti-takeover provisions in Pennsylvania law could make it more difficult for a third party to acquire control of us. These provisions could adversely affect the market price of our common stock and could reduce the amount that shareholders might receive if we are sold. For example, Pennsylvania law may restrict a third party's ability to obtain control of us and may prevent shareholders from receiving a premium for their shares of our common stock. Pennsylvania law also provides that our shareholders are not entitled by statute to propose amendments to our articles of incorporation.

Item 1B: Unresolved Staff Comments

None.

Item 2: Description of Properties

The Company currently has twenty lease agreements that expire on various dates in the future. Six of the leased locations are utilized as back-office support locations, operations centers, loan production offices, training facilities and the Company's corporate headquarters. The other fourteen leased properties are for store locations, twelve of which are open and operating today and two which will be opened in the future. The spaces covered by these leases range in square footage from approximately 800 square feet to 40,000 square feet. Please see Note 11 "Commitments and Contingencies" to the Consolidated Financial Statements for further information regarding the leases. In addition, the Company owns eight properties utilized for store locations. Seven of the stores are open and operating today, one is scheduled to begin construction during 2017. Management believes these facilities are adequate to meet the Company's present and immediately foreseeable needs from a real estate perspective.

Item 3: Legal Proceedings

The Company and Republic are from time to time parties (plaintiff or defendant) to lawsuits in the normal course of business. While any litigation involves an element of uncertainty, management is of the opinion that the liability of the Company and Republic, if any, resulting from such actions will not have a material effect on the financial condition or results of operations of the Company and Republic.

Item 4: Mine Safety Disclosures

Not applicable.

PART II

Item 5: Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Information

Shares of the Company's class of common stock are listed on the Nasdaq Global Market under the symbol "FRBK." The table below sets forth the high and low sales prices reported for the common stock on the Nasdaq Global Market for the periods indicated. As of March 8, 2017, there were approximately 2,300 record holders of the Company's common stock. On March 9, 2017, the closing price of a share of common stock on The Nasdaq Stock Market LLC was $8.18.

Quarter	High	Low
2016:		
4th	$ 9.15	$ 3.70
3rd	$ 4.52	$ 4.00
2nd	$ 4.84	$ 3.91
1st	$ 4.45	$ 3.84
2015:		
4th	$ 4.67	$ 3.53
3rd	$ 4.03	$ 3.32
2nd	$ 3.73	$ 3.36
1st	$ 3.94	$ 3.27

Dividend Policy

The Company has not paid any cash dividends on its common stock and has no plans to pay cash dividends during 2017. The Company's ability to pay dividends depends primarily on receipt of dividends from the Company's subsidiary, Republic. Dividend payments from Republic are subject to legal and regulatory limitations. The ability of Republic to pay dividends is also subject to profitability, financial condition, capital expenditures and other cash flow requirements.

Item 6: Selected Financial Data

	As of or for the Years Ended December 31,				
(dollars in thousands, except per share data)	2016	2015	2014	2013	2012
INCOME STATEMENT DATA					
Total interest income	$54,227	$45,436	$40,473	$37,205	$38,260
Total interest expense	6,863	5,381	4,644	4,590	6,366
Net interest income	47,364	40,055	35,829	32,615	31,894
Provision for loan losses	1,557	500	900	4,935	1,350
Non-interest income	15,312	9,943	8,017	9,216	8,828
Non-interest expenses	56,293	47,091	40,550	40,411	35,902
Income (loss) before benefit for income taxes	4,826	2,407	2,396	(3,515)	3,470
Benefit for income taxes	(119)	(26)	(46)	(35)	(144)
Net income (loss)	$4,945	$2,433	$2,442	$(3,480)	$3,614
PER SHARE DATA					
Basic earnings (loss) per share	$0.13	$0.06	$0.07	$(0.13)	$0.14
Diluted earnings (loss) per share	$0.12	$0.06	$0.07	$(0.13)	$0.14
Book value per share	$3.79	$3.00	$2.98	$2.42	$2.69
Tangible book value per share	$3.70	$3.00	$2.98	$2.42	$2.69
BALANCE SHEET DATA					
Total assets	$1,923,931	$1,438,824	$1,214,598	$961,665	$988,658
Total loans, net	955,817	866,066	770,404	667,048	608,359
Total investment securities	803,604	460,131	254,402	206,482	193,142
Total deposits	1,677,670	1,249,298	1,072,230	869,534	889,201
Short-term borrowings	-	47,000	-	-	-
Subordinated debt	21,881	21,857	22,476	22,476	22,476
Total shareholders' equity	215,053	113,375	112,811	62,899	69,902
PERFORMANCE RATIOS					
Return on average assets	0.30%	0.19%	0.23%	(0.37)%	0.37%
Return on average shareholders' equity	3.97%	2.14%	2.51%	(5.07)%	5.36%
Net interest margin	3.14%	3.29%	3.56%	3.66%	3.53%
Total non-interest expenses as a percentage of average assets	3.45%	3.59%	3.80%	4.25%	3.70%
ASSET QUALITY RATIOS					
Allowance for loan losses as a percentage of loans	0.95%	0.99%	1.48%	1.81%	1.54%
Allowance for loan losses as a percentage of non-performing loans	48.45%	68.95%	53.81%	117.69%	59.46%
Non-performing loans as a percentage of total loans	1.96%	1.44%	2.74%	1.53%	2.60%
Non-performing assets as a percentage of total assets	1.51%	1.66%	2.07%	1.51%	2.52%
Net charge-offs as a percentage of average loans, net	0.12%	0.41%	0.22%	0.35%	0.63%

LIQUIDITY AND CAPITAL RATIOS										
Average equity to average assets	7.63	%	8.67	%	9.12	%	7.22	%	6.95	%
Leverage ratio	12.74	%	9.65	%	11.23	%	8.59	%	9.01	%
CET 1 capital to risk-weighted assets	16.59	%	10.42	%	-		-		-	
Tier 1 capital to risk-weighted assets	18.28	%	12.40	%	13.88	%	10.28	%	11.48	%
Total capital to risk-weighted assets	18.99	%	13.19	%	15.10	%	11.53	%	12.73	%

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

The following discussion and analysis of the results of operations and financial condition should be read in conjunction with Item 6 "Selected Financial Data" and the consolidated financial statements and the notes thereto included in Item 8 of this report. This discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions. Certain risks, uncertainties and other factors, including but not limited to those set forth in Item 1A, entitled, "Risk Factors" and elsewhere in this report may cause actual results to differ materially from those projected in the forward-looking statements.

Executive Summary

We continued to make great progress with "The Power of Red is Back" expansion campaign in 2016. We are successfully expanding our presence in the Philadelphia region through the addition of new stores and the development of new customer relationships. During 2016 we welcomed thousands of new customers into our stores and won them over with extraordinary service. The growth in asset, loan and deposit balances clearly demonstrates our ongoing success with this strategy. While we continue to make significant investments to build a new bank, we are very pleased with our ability to improve profitability as we move forward with our growth plan.

In 2016, we also announced the addition of Vernon W. Hill, II to the Board of Directors. He will serve as Chairman of the Company. Mr. Hill is often credited with reinventing the concept of Retail Banking as the Founder and Chairman of Commerce Bank, a $50 billion financial institution that grew to more than 450 locations primarily in the northeastern corridor of the U.S. More recently, Mr. Hill has achieved significant success with his Retail Banking concept as the Founder and Chairman of Metro Bank in the U.K. which has grown to 48 locations and over $12 billion assets in just six years. Mr. Hill has been a major investor and consultant to Republic Bank for the last several years. His appointment as Chairman reinforces our commitment to our growth and expansion plan based on creating a legendary, emotional brand by turning customers into Fans.

During 2016, we also expanded our product offerings through the addition of a residential mortgage lending team. In July 2016, we acquired Oak Mortgage Company. Oak Mortgage is headquartered in Marlton, NJ and is licensed to do business in Pennsylvania, Delaware, New Jersey, and Florida providing our customers with new opportunities in the residential lending market. The Oak Mortgage team is an important addition to the Republic Team which is committed to extraordinary customer service and has proven to be a perfect complement to the Bank's network of store locations.

Additional highlights for the year ended December 31, 2016 include the following accomplishments:

- We completed a $100 million common stock offering during the fourth quarter of 2016. As a result, shareholders' equity increased to $215.1 million as of December 31, 2016 compared to $113.4 million as of December 31, 2015. This capital raise will allow us to execute our aggressive expansion plan over the next several years.

- New stores were opened in Washington Township and Moorestown, NJ during 2016 bringing the total store count to nineteen. We also opened a prototype store at a prime location in Wynnewood, PA where we relocated our store from nearby Ardmore. We ended the year with a store under construction in Cherry Hill, NJ which is scheduled to be completed in early 2017 and ground will soon be broken on sites in Medford, Sicklerville and Fairless Hills. There are also several additional sites in various stages of approval and development for future store locations.

- New stores opened since the beginning of the "Power of Red is Back" expansion campaign in 2014 are currently growing deposits at an average rate of $38 million per year, while the average deposit growth for all stores over the last twelve months was approximately $23 million per store.

- Total revenue grew by 25% during 2016, while non-interest expenses grew at a rate of 20%.

- Net income increased by 103% to $4.9 million, or $0.12 per diluted share, for the twelve months ended December 31, 2016 compared to $2.4 million, or $0.06 per diluted share, for the twelve months ended December 31, 2015. We continue to open new stores and increase net income despite the additional costs associated with the expansion strategy. The acquisition of Oak Mortgage has also contributed to improved earnings.

- Total assets increased by $485 million, or 34%, to $1.9 billion as of December 31, 2016 compared to $1.4 billion as of December 31, 2015.

- Total deposits increased by $428 million, or 34%, to $1.7 billion as of December 31, 2016 compared to $1.2 billion as of December 31, 2015.

- Total loans grew $90 million, or 10%, to $965 million as of December 31, 2016 compared to $875 million at December 31, 2015.

- SBA lending continued to be an important part of our lending strategy. More than $70 million in new SBA loans were originated during the year ended December 31, 2016. Our team is currently ranked as the #1 SBA lender in the New Jersey and southeastern Pennsylvania market based on the dollar volume of loan originations.

- Our Total Risk-Based Capital ratio was 18.99% and Tier I Leverage Ratio was 12.74% at December 31, 2016.

- Book value per common share increased to $3.79 as of December 31, 2016 compared to $3.00 per share as of December 31, 2015.

Non-GAAP Based Financial Measures

Our selected financial data contains a non-GAAP financial measure calculated using non-GAAP amounts. This measure is tangible book value per common share. Tangible book value per share adjusts the numerator by the amount of Goodwill and Other Intangible Assets (reduction of Shareholders' Equity). Management uses non-GAAP measures to present historical periods comparable to the current period presentation. In addition, management believes the use of non-GAAP measures provides additional clarity when assessing our financial results and use of equity. Disclosures of this type should not be viewed as substitutes for results determined to be in accordance with U.S. GAAP, nor are they necessarily comparable to non-GAAP performance measures that may be presented by other entities.

Critical Accounting Policies, Judgments and Estimates

In reviewing and understanding our financial information, you are encouraged to read and understand the significant accounting policies used in preparing the consolidated financial statements. These policies are described in Note 2 – Summary of Significant Accounting Policies of the Notes to Consolidated Financial Statements. The accounting and financial reporting policies conform to accounting principles generally accepted in the United States of America and to general practices within the banking industry. The preparation of the consolidated financial statements 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 income and expenses during the reporting period. Management evaluates these estimates and assumptions on an ongoing basis including those related to the allowance for loan losses, carrying values of other real estate owned, other than temporary impairment of securities, fair value of financial instruments and deferred income taxes. Management bases its estimates on historical experience and various other factors and assumptions that are believed to be reasonable under the circumstances. These form the basis for making judgments on the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

We have identified the policies related to the allowance for loan losses, other-than-temporary impairment of securities, loans receivable, mortgage loans held for sale, interest rate lock commitments, forward loan sale commitments, goodwill, other real estate owned, and deferred income taxes as being critical.

Allowance for Loan Losses - Management's ongoing evaluation of the adequacy of the allowance for loan losses is based on our past loan loss experience, the volume and composition of our lending, adverse situations that may affect a borrower's ability to repay, the estimated value of any underlying collateral, current economic conditions and other factors affecting the known and inherent risk in the portfolio. The allowance for loan losses is increased by charges to income through the provision for loan losses and decreased by charge-offs (net of recoveries). The allowance is maintained at a level that management, based upon its evaluation, considers adequate to absorb losses inherent in the loan portfolio. This evaluation is inherently subjective as it requires material estimates including, among others, the amount and timing of expected future cash flows on impacted loans, exposure at default, value of collateral, and estimated losses on our commercial and residential loan portfolios. All of these estimates may be susceptible to significant change.

The allowance consists of specific allowances for impaired loans, a general allowance on the remainder of the portfolio, and an unallocated component to account for a level of imprecision in management's estimation process. Although management determines the amount of each element of the allowance separately, the allowance for loan losses is available for the entire loan portfolio.

Management establishes an allowance on certain impaired loans for the amount by which the discounted cash flows, observable market price, or fair value of collateral if the loan is collateral dependent, is lower than the carrying value of the loan. A loan is considered to be impaired when, based upon current information and events, it is probable that we will be unable to collect all amounts due according to the contractual terms of the loan. A delay or shortfall in amount of payments does not necessarily result in the loan being identified as impaired.

Management also establishes a general allowance on non-impaired loans to recognize the inherent losses associated with lending activities, but which, unlike specific allowances, have not been allocated to particular loans. This general valuation allowance is determined by segregating the loans by loan category and assigning allowance percentages based on our historical loss experience, delinquency trends, and management's evaluation of the collectability of the loan portfolio.

Management also evaluates classified loans, which are not impaired. We segregate these loans by category and assign qualitative factors to each loan based on inherent losses associated with each type of lending and consideration that these loans, in the aggregate, represent an above-average credit risk and that more of these loans will prove to be uncollectible compared to loans in the general portfolio. Classification of a loan within this category is based on identified weaknesses that increase the credit risk of the loan.

The allowance is adjusted for significant factors that, in management's judgment, affect the collectability of the portfolio as of the evaluation date. These significant factors may include changes in lending policies and procedures, changes in existing general economic and business conditions affecting its primary lending areas, credit quality trends, collateral value, loan volumes and concentrations, seasoning of the loan portfolio, loss experience in particular segments of the portfolio, duration of the current business cycle, and bank regulatory examination results. The applied loss factors are re-evaluated each reporting period to ensure their relevance in the current economic environment.

While management uses the best information known to it in order to make loan loss allowance valuations, adjustments to the allowance may be necessary based on changes in economic and other conditions, changes in the composition of the loan portfolio, or changes in accounting guidance. In times of economic slowdown, either regional or national, the risk inherent in the loan portfolio could increase resulting in the need for additional provisions to the allowance for loan losses in future periods. An increase could also be necessitated by an increase in the size of the loan portfolio or in any of its components even though the credit quality of the overall portfolio may be improving. Historically, the estimates of the allowance for loan loss have provided adequate coverage against actual losses incurred. In addition, the Pennsylvania Department of Banking and Securities and the FDIC, as an integral part of their examination processes, periodically review the allowance for loan losses. The Pennsylvania Department of Banking and Securities or the FDIC may require the recognition of adjustment to the allowance for loan losses based on their judgment of information available to them at the time of their examinations. To the extent that actual outcomes differ from management's estimates, additional provisions to the allowance for loan losses may be required that would adversely impact earnings in future periods.

Other-Than-Temporary Impairment of Securities - Securities are evaluated on at least a quarterly basis, and more frequently when market conditions warrant such an evaluation, to determine whether a decline in their value is other-than-temporary. To determine whether a loss in value is other-than-temporary, management utilizes criteria such as the reasons underlying the decline, the magnitude and duration of the decline and our intent and ability to retain its investment in the security for a period of time sufficient to allow for an anticipated recovery in the fair value. The term "other-than-temporary" is not intended to indicate that the decline is permanent, but indicates that the prospects for a near-term recovery of value is not necessarily favorable, or that there is a lack of evidence to support a realizable value equal to or greater than the carrying value of the investment. Once a decline in value is determined to be other-than-temporary, the value of the security is reduced and a corresponding charge to earnings is recognized.

Mortgage Banking Activities and Mortgage Loans Held for Sale - Loans held for sale are originated and held until sold to permanent investors. In 2016, management elected to adopt the fair value option in accordance with FASB Accounting Standards Codification ("ASC") 820, Fair Value Measurements and Disclosures, and record loans held for sale at fair value.

Loans held for sale originated on or subsequent to the election of the fair value option, are recorded on the balance sheet at fair value. The fair value is determined on a recurring basis by utilizing quoted prices from dealers in such securities. Gains and losses on loan sales are recorded in non-interest income and direct loan origination costs are recognized when incurred and are included in non-interest expense in the statements of income.

Interest Rate Lock Commitments - Mortgage loan commitments known as interest rate locks that relate to the origination of a mortgage that will be held for sale upon funding are considered derivative instruments under the derivatives and hedging accounting guidance FASB ASC 815, Derivatives and Hedging. Loan commitments that are derivatives are recognized at fair value on the balance sheet as other assets and as other liabilities with changes in their fair values recorded as mortgage banking income in non-interest income in the statements of income. Outstanding IRLCs are subject to interest rate risk and related price risk during the period from the date of issuance through the date of loan funding, cancellation or expiration. Loan commitments generally range between 30 and 90 days; however, the borrower is not obligated to obtain the loan. Republic is subject to fallout risk related to IRLCs, which is realized if approved borrowers choose not to close on the loans within the terms of the IRLCs. Republic uses best efforts commitments to substantially eliminate these risks. The valuation of the IRLCs issued by Republic includes the value of the servicing released premium. Republic sells loans servicing released, and the servicing released premium is included in the market price. See Note 24 Derivatives and Risk Management Activities.

Forward Loan Sale Commitments - Forward loan sale commitments are commitments to sell individual mortgage loans at a fixed price to an investor at a future date. Forward loan sale commitments are accounted for as derivatives and carried at fair value, determined as the amount that would be necessary to settle the derivative financial instrument at the balance sheet date. Gross derivative assets and liabilities are recorded as other assets and other liabilities with changes in fair value during the period recorded as mortgage banking income in non-interest income in the statements of income.

Goodwill - Goodwill represents the excess of cost over the identifiable net assets of businesses acquired. Goodwill is recognized as an asset and is to be reviewed for impairment annually as of July 31 and between annual tests when events and circumstances indicate that impairment may have occurred. Impairment is a condition that exists when the carrying amount of goodwill exceeds its implied fair value. A qualitative factor test can be performed to determine whether it is necessary to perform the two-step quantitative goodwill impairment test. If the results of the qualitative review indicate that it is unlikely (less than 50% probability) that the carrying value of the reporting unit exceeds its fair value, no further evaluation needs to be performed. There was $5.0 million of goodwill at December 31, 2016 and $0 at December 31, 2015.

Other Real Estate Owned - Other real estate owned consists of assets acquired through, or in lieu of, loan foreclosure. They are held for sale and are initially recorded at fair value less cost 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 the cost to sell. Revenue and expenses from operations and changes in the valuation allowance are included in net expenses from other real estate owned.

Income Taxes - Management makes estimates and judgments to calculate various tax liabilities and determine the recoverability of various deferred tax assets, which arise from temporary differences between the tax and financial statement recognition of revenues and expenses. Management also estimates a reserve for deferred tax assets if, based on the available evidence, it is more likely than not that some portion or all of the recorded deferred tax assets will not be realized in future periods. These estimates and judgments are inherently subjective. Historically, management's estimates and judgments to calculate the deferred tax accounts have not required significant revision.

In evaluating our ability to recover deferred tax assets, management considers all available positive and negative evidence, including the past operating results and forecasts of future taxable income. In determining future taxable income, management makes assumptions for the amount of taxable income, the reversal of temporary differences and the implementation of feasible and prudent tax planning strategies. These assumptions require management to make judgments about the future taxable income and are consistent with the plans and estimates used to manage the business. Any reduction in estimated future taxable income may require management to record a valuation allowance against the deferred tax assets. An increase in the valuation allowance would result in additional income tax expense in the period and could have a significant impact on future earnings.

Results of Operations

For the year ended December 31, 2016 as compared to the year ended December 31, 2015

We reported net income of $4.9 million, or $0.12 per diluted share, for the twelve months ended December 31, 2016 compared to net income of $2.4 million, or $0.06 per diluted share, for the twelve months ended December 31, 2015. The increase in net income was primarily driven by growth in interest-earning assets along with earnings of the residential mortgage lending team which was acquired during the third quarter of 2016.

Net interest income for the twelve months ended December 31, 2016 increased $7.3 million to $47.4 million as compared to $40.1 million for the twelve months ended December 31, 2015. Interest income increased $8.8 million, or 19.3%, due primarily to an increase in average loans receivable and investment securities balances. Interest expense increased $1.5 million, or 27.5%, primarily due to an increase in average deposit balances.

We recorded a loan loss provision in the amount of $1.6 million for the twelve months ended December 31, 2016 compared to a provision of $500,000 during the twelve months ended December 31, 2015. The higher provision recorded for the twelve months ended December 31, 2016 was driven by an increase in the allowance required for loans individually evaluated for impairment in 2016.

Non-interest income increased $5.4 million to $15.3 million during the twelve months ended December 31, 2016 as compared to $9.9 million during the twelve months ended December 31, 2015 primarily driven by gains on the sale of residential mortgage loans and SBA loans, partially offset by legal settlements recorded during the twelve months ended December 31, 2015.

Non-interest expenses increased $9.2 million to $56.3 million during the twelve months ended December 31, 2016 as compared to $47.1 million during the twelve months ended December 31, 2015. The increase was primarily driven by higher salaries, employee benefits, occupancy and equipment expenses associated with the addition of new stores related to our expansion strategy which we refer to as "The Power of Red is Back", as well as, the addition of Oak Mortgage in 2016.

Return on average assets and average equity from continuing operations were 0.30% and 3.97%, respectively, during the twelve months ended December 31, 2016 compared to 0.19% and 2.14%, respectively, for the twelve months ended December 31, 2015.

Average Balances and Net Interest Income

Historically, our earnings have depended primarily upon Republic's net interest income, which is the difference between interest earned on interest-earning assets and interest paid on interest-bearing liabilities. Net interest income is affected by changes in the mix of the volume and rates of interest-earning assets and interest-bearing liabilities. The following table provides an analysis of net interest income on an annualized basis, setting forth for the periods average assets, liabilities, and shareholders' equity, interest income earned on interest-earning assets and interest expense on interest-bearing liabilities, average yields earned on interest-earning assets and average rates on interest-bearing liabilities, and Republic's net interest margin (net interest income as a percentage of average total interest-earning assets). Averages are computed based on daily balances. Non-accrual loans are included in average loans receivable. Yields are adjusted for tax equivalency, using a rate of 35% in 2016, 2015, and 2014.

Average Balances and Net Interest Income

	For the Year Ended December 31, 2016			For the Year Ended December 31, 2015			For the Year Ended December 31, 2014		
(dollars in thousands)	Average Balance	Interest Income/ Expense	Yield/ Rate(1)	Average Balance	Interest Income/ Expense	Yield/ Rate(1)	Average Balance	Interest Income/ Expense	Yield/ Rate(1)
Interest-earning assets:									
Federal funds sold and other interest earning assets	$92,452	$473	0.51 %	$106,876	$278	0.26 %	$75,593	$187	0.25 %
Investment securities and restricted stock	506,545	12,346	2.44 %	309,018	7,692	2.49 %	217,939	5,613	2.58 %
Loans receivable	936,492	42,304	4.52 %	820,820	38,072	4.64 %	724,231	35,052	4.84 %
Total interest-earning assets	1,535,489	55,123	3.59 %	1,236,714	46,042	3.72 %	1,017,763	40,852	4.01 %
Other assets	96,902			73,873			49,647		
Total assets	$1,632,391			$1,310,587			$1,067,410		
Interest bearing liabilities:									
Demand – non-interest bearing	$284,326			$235,810			$189,810		
Demand – interest bearing	510,745	2,088	0.41 %	349,055	1,401	0.40 %	233,693	888	0.38 %
Money market & savings	586,750	2,639	0.45 %	508,846	2,170	0.43 %	439,484	1,929	0.44 %
Time deposits	89,713	942	1.05 %	73,819	695	0.94 %	78,073	719	0.92 %
Total deposits	1,471,534	5,669	0.39 %	1,167,530	4,266	0.37 %	941,060	3,536	0.38 %
Total interest bearing deposits	1,187,208	5,669	0.48 %	931,720	4,266	0.46 %	751,250	3,536	0.47 %
Other borrowings	27,471	1,194	4.35 %	22,008	1,115	5.07 %	21,875	1,108	5.07 %

Total interest-bearing liabilities	1,214,679	6,863	0.57 %	953,728	5,381	0.56 %	773,125	4,644	0.60 %
Total deposits and other borrowings	1,499,005	6,863	0.46 %	1,189,538	5,381	0.45 %	962,935	4,644	0.48 %
Non-interest bearing other liabilities	8,867			7,340			7,084		
Shareholders' equity	124,519			113,709			97,391		
Total liabilities and shareholders' equity	$1,632,391			$1,310,587			$1,067,410		
Net interest income[(2)]		$48,260			$40,661			$36,208	
Net interest spread			3.02 %			3.16 %			3.41 %
Net interest margin[(2)]			3.14 %			3.29 %			3.56 %

[(1)] Yields on investments are calculated based on amortized cost.
[(2)] Net interest income and net interest margin are presented on a tax equivalent basis. Net interest income has been increased over the financial statement amount by $896, $606, and $379 in 2016, 2015, and 2014, respectively, to adjust for tax equivalency. The tax equivalent net interest margin is calculated by dividing tax equivalent net interest income by average total interest earning assets.

Rate/Volume Analysis of Changes in Net Interest Income

Net interest income may also be analyzed by segregating the volume and rate components of interest income and interest expense. The following table sets forth an analysis of volume and rate changes in net interest income for the periods indicated. For purposes of this table, changes in interest income and expense are allocated to volume and rate categories based upon the respective changes in average balances and average rates.

	Year ended December 31, 2016 vs. 2015			Year ended December 31, 2015 vs. 2014		
	Changes due to:			Changes due to:		
(dollars in thousands)	Average Volume	Average Rate	Total Change	Average Volume	Average Rate	Total Change
Interest earned:						
Federal funds sold and other interest-earning assets	$(74)	$269	$195	$81	$10	$91
Securities	4,814	(160)	4,654	2,267	(188)	2,079
Loans	5,180	(948)	4,232	4,448	(1,428)	3,020
Total interest-earning assets	9,920	(839)	9,081	6,796	(1,606)	5,190
Interest expense:						
Deposits						
Interest-bearing demand deposits	$661	$26	$687	$463	$50	$513
Money market and savings	348	121	469	293	(52)	241
Time deposits	167	80	247	(40)	16	(24)
Total deposit interest expense	1,176	227	1,403	716	14	730
Other borrowings	33	46	79	-	7	7
Total interest expense	1,209	273	1,482	716	21	737
Net interest income	$8,711	$(1,112)	$7,599	$6,080	$(1,627)	$4,453

Net Interest Income and Net Interest Margin

Net interest income, on a fully tax-equivalent basis, for the twelve months of 2016 increased by $7.6 million, or 18.7%, over the same period in 2015. Interest income on interest-earning assets totaled $55.1 million for the twelve months of 2016, an increase of $9.1 million, compared to the same period in 2015. The increase in interest income earned was the result of an increase in the average balance of loans receivable and investment securities that helped to offset a 12 bp decrease in the yield on loans receivable. Total interest expense for the twelve months of 2016 increased $1.5 million, or 27.5%, to $6.9 million from $5.4 million over the same period in 2015. Interest expense on deposits increased by $1.4 million, or 32.9%, for the twelve months of 2016 versus the same period of 2015. Interest expense on other borrowings increased by $79,000 for the twelve months of 2016 compared to the same period in 2015.

Changes in net interest income are frequently measured by two statistics: net interest rate spread and net interest margin. Net interest rate spread is the difference between the average rate earned on interest-earning assets and the average rate incurred on interest-bearing liabilities. Our net interest rate spread on a fully tax-equivalent basis was 3.02% during the twelve months of 2016 versus 3.16% during the twelve months of 2015. Net interest margin represents the difference between interest income, including net loan fees earned, and interest expense, reflected as a percentage of average interest-earning assets. For the twelve months of 2016 and 2015, the fully tax-equivalent net interest margin was 3.14% and 3.29%, respectively. The net interest margin for the year ending December 31, 2016 decreased primarily as a result of a decrease in the yield on loans receivable.

Provision for Loan Losses

We recorded a provision for loan losses in the amount of $1.6 million for the twelve months ended December 31, 2016 compared to a $500,000 provision for the twelve months ended December 31, 2016. The provision for loan losses is charged to operations in an amount necessary to bring the total allowance for loan losses to a level that management believes is adequate to absorb inherent losses in the loan portfolio.

The provision recorded for the twelve months ended December 31, 2016 as compared to the twelve months ended December 31, 2015 increased primarily as a result of a single loan relationship that moved to non-accrual status during 2016. This resulted in an increase in the allowance for loan losses individually evaluated for impairment.
Non-Interest Income

Total noninterest income for the twelve months of 2016 increased by $5.4 million, or 54.0%, from the same period in 2015. Mortgage banking income totaled $5.1 million during 2016 primarily due to gains on the sale of residential mortgage loans of $4.7 million originated through Oak Mortgage which was acquired by us in 2016. Gains on the sale of SBA loans totaled $5.0 million during 2016 compared to $3.1 million in the same period of 2015. We recognized gains of $656,000 on the sale of securities during 2016 compared to gains of $108,000 on sales of securities in 2015. Service charges, fees, and other operating income totaled $4.8 million for 2016 which represents an increase of $602,000 compared to 2015. This increase was driven by growth in customer deposit accounts and transaction volume. In 2015, we recorded a $2.6 million insurance settlement which was related to a claim against a corporate insurance policy originally submitted in 2010.

Non-Interest Expenses

In 2016, noninterest expenses increased by $9.2 million, or 19.5%, compared to 2015. An explanation of changes in noninterest expenses for certain categories is presented in the following paragraphs.

Salary expenses and employee benefits in 2016 were $28.6 million, an increase of $6.1 million, or 27.2%, compared to 2015 primarily driven by annual merit increases along with increased staffing levels related to our aggressive growth strategy of adding and relocating stores, which we refer to as "The Power of Red is Back." There were nineteen stores open as of December 31, 2016 compared to seventeen stores open at December 31, 2015. The addition of Oak Mortgage in July 2016 also contributed to the increase in salary and employee benefits.

Occupancy related expenses increased by $1.2 million, or 23.9%, and depreciation and amortization expense increased by $438,000, or 14.2%, in 2016 compared to 2015, also as a result of our growth and relocation strategy.

Other real estate owned expenses totaled $2.2 million during 2016, a decrease of $2.1 million, when compared to 2015 primarily due to a reduction in writedowns on foreclosed assets held in other real estate owned.

All other noninterest expenses for the twelve months of 2016 increased $3.5 million compared to the same period last year. This increase was mainly attributable to the addition of expenses related to the residential mortgage loan operations of Oak Mortgage. Increases in data processing expenses, fraud losses associated with debit cards, charitable contributions, professional fees, transaction fees, insurance, regulatory assessment and advertising expense resulting from our growth strategy also contributed to the growth in other operating expenses.

One key measure that management utilizes to monitor progress in controlling overhead expenses is the ratio of annualized net noninterest expenses to average assets. For purposes of this calculation, net noninterest expenses equal noninterest expenses less noninterest income and nonrecurring expense. For the twelve month period ended December 31, 2016, the ratio equaled 2.51% compared to 2.83% for the twelve month period ended December 31, 2015, respectively. The decline in this ratio was mainly due to higher average assets related to our growth strategy of adding and relocating stores.

Another productivity measure utilized by management is the operating efficiency ratio. This ratio expresses the relationship of noninterest expenses to net interest income plus noninterest income. The efficiency ratio equaled 89.8% for the twelve months of 2016, compared to 94.2% for the twelve months of 2015. The decrease for the twelve months ended December 31, 2016 versus December 31, 2015 was due to both net interest income and noninterest income increasing at a faster rate than noninterest expenses.

Provision (Benefit) for Income Taxes

We recorded a benefit for income taxes of $119,000 for the twelve months ended December 31, 2016, compared to a $26,000 benefit for the twelve months ended December 31, 2015. The $119,000 benefit recorded during the twelve months of 2016 was the net result of an estimated tax provision in the amount of $1.2 million calculated on the net profit generated during the period using our normal estimated tax rate, offset by an adjustment to the deferred tax asset valuation allowance in the amount of $1.3 million. The effective tax rates for the twelve month periods ended December 31, 2016 and 2015 were 25% and 38%, respectively, excluding an adjustment to the deferred tax asset valuation allowance.

We evaluate the carrying amount of its deferred tax assets on a quarterly basis or more frequently, if necessary, in accordance with the guidance provided in Financial Accounting Standards Board (FASB) Accounting Standards Codification Topic 740 (ASC 740), in particular, applying the criteria set forth therein to determine whether it is more likely than not (i.e. a likelihood of more than 50%) that some portion, or all, of the deferred tax asset will not be realized within its life cycle, based on the weight of available evidence. If management makes a determination based on the available evidence that it is more likely than not that some portion or all of the deferred tax assets will not be realized in future periods, a valuation allowance is calculated and recorded. These determinations are inherently subjective and dependent upon estimates and judgments concerning management's evaluation of both positive and negative evidence.

In conducting the deferred tax asset analysis, we believe it is important to consider the unique characteristics of an industry or business. In particular, characteristics such as business model, level of capital and reserves held by financial institutions and their ability to absorb potential losses are important distinctions to be considered for bank holding companies like the Company. In addition, it is also important to consider that net operating loss carryforwards ("NOLs") for federal income tax purposes can generally be carried back two years and carried forward for a period of twenty years. In order to realize our deferred tax assets, we must generate sufficient taxable income in such future years.

In assessing the need for a valuation allowance, we carefully weighed both positive and negative evidence currently available. Judgment is required when considering the relative impact of such evidence. The weight given to the potential effect of positive and negative evidence must be commensurate with the extent to which it can be objectively verified. Based on the analysis of available positive and negative evidence, we determined that a valuation allowance should be recorded as of December 31, 2016 and December 31, 2015.

We did assess tax planning strategies as defined under ASC 740 to determine the amount of a valuation allowance. Strategies reviewed included the sale of investment securities and loans with fair values greater than book values, redeployment of cash and cash equivalents into higher yielding investment options, a switch from tax-exempt to taxable investments and loans, and the election of a decelerated depreciation method for tax purposes on future fixed asset purchases. We believe that these tax planning strategies are (a) prudent and feasible, (b) steps that we would not ordinarily take, but would take to prevent an operating loss or tax credit carryforward from expiring unused, and (c) would result in the realization of existing deferred tax assets. These tax planning strategies, if implemented, would result in taxable income in the first full reporting period after deployment and accelerate the recovery of deferred tax asset balances if faced with the inability to recover those assets or the risk of potential expiration. We believe that these are viable tax planning strategies and appropriately considered in the analysis at this time, but may not align with the strategic direction of the organization today and therefore, has no present intention to implement such strategies.

The net deferred tax asset balance before consideration of a valuation allowance was $21.4 million as of December 31, 2016 and $20.2 million as of December 31, 2015. After assessment of all available tax planning strategies, we determined that a partial valuation allowance in the amount of $12.2 million as of December 31, 2016 and $13.7 million as of December 31, 2015 should be recorded.

The deferred tax asset will continue to be analyzed on a quarterly basis for changes affecting realizability. When the determination is made that a valuation allowance is no longer required, it will be reduced accordingly resulting in a corresponding increase in net income.

Net Income and Net Income per Common Share

Net income for the twelve month period ended December 31, 2016 was $4.9 million, an increase of $2.5 million compared to $2.4 million for the twelve month period ended December 31, 2015. For the twelve month period ended December 31, 2016, basic and fully-diluted net income per common share were $0.13 and $0.12, respectively, compared to basic and fully-diluted net income per common share of $0.06 for the twelve month period ended December 31, 2015.

Return on Average Assets and Average Equity

Return on average assets (ROA) measures our net income in relation to our total average assets. The ROA for the twelve month periods ended December 31, 2016 and 2015 was 0.30% and 0.19%, respectively. Return on average equity (ROE) indicates how effectively we can generate net income on the capital invested by our stockholders. ROE is calculated by dividing annualized net income by average stockholders' equity. The ROE for the twelve month period ended December 31, 2016 was 3.97%, compared to 2.14% for the twelve month period ended December 31, 2015.

Results of Operations

For the year ended December 31, 2015 as compared to the year ended December 31, 2014

We reported net income of $2.4 million, or $0.06 per share, for the twelve months ended December 31, 2015 compared to net income of $2.4 million, or $0.07 per share, for the twelve months ended December 31, 2014.

Net interest income for the twelve months ended December 31, 2015 increased $4.2 million to $40.1 million as compared to $35.8 million for the twelve months ended December 31, 2014. Interest income increased $5.0 million, or 12.3%, due primarily to an increase in average loans receivable and investment securities balances. Interest expense increased $737,000 or 15.9%, primarily due to an increase in average deposit balances.
We recorded a loan loss provision in the amount of $500,000 for the twelve months ended December 31, 2015 compared to a provision of $900,000 during the twelve months ended December 31, 2014. The lower provision recorded for the twelve months ended December 31, 2015 was driven by a decrease in the reserve required for loans individually evaluated for impairment in 2015.
Non-interest income increased $1.9 million to $9.9 million during the twelve months ended December 31, 2015 as compared to $8.0 million during the twelve months ended December 31, 2014 primarily driven by a $2.6 million insurance settlement recorded in 2015 which was related to a bond claim against a corporate insurance policy originally submitted in 2010.
Non-interest expenses increased $6.5 million to $47.1 million during the twelve months ended December 31, 2015 as compared to $40.6 million during the twelve months ended December 31, 2014. The increase was primarily driven by higher salaries, employee benefits, occupancy and equipment expenses associated with the addition of new stores related to our expansion strategy which we refers to as "The Power of Red is Back." In addition, we made a decision in 2015 to aggressively pursue a potential sale of our largest OREO asset resulting in a write-down of approximately $2.2 million.

Return on average assets and average equity from continuing operations were 0.19% and 2.14%, respectively, during the twelve months ended December 31, 2015 compared to 0.23% and 2.51%, respectively, for the twelve months ended December 31, 2014.

Net Interest Income and Net Interest Margin

Net interest income, on a fully tax-equivalent basis, for the twelve months of 2015 increased by $4.5 million, or 12.3%, over the same period in 2014. Interest income on interest-earning assets totaled $46.0 million for the twelve months of 2015, an increase of $5.2 million, compared to the same period in 2014. The increase in interest income earned was the result of an increase in the average balance of loans receivable and investment securities that helped to offset a 20 bp decrease in the yield on loans receivable. Total interest expense for the twelve months of 2015 increased $737,000, or 15.9%, to $5.4 million from $4.6 million over the same period in 2014. Interest expense on deposits increased by $730,000, or 20.6%, for the twelve months of 2015 versus the same period of 2014. Interest expense on other borrowings increased by $7,000 for the twelve months of 2015 compared to the same period in 2014.

Changes in net interest income are frequently measured by two statistics: net interest rate spread and net interest margin. Net interest rate spread is the difference between the average rate earned on interest-earning assets and the average rate incurred on interest-bearing liabilities. Our net interest rate spread on a fully tax-equivalent basis was 3.16% during the twelve months of 2015 versus 3.41% during the twelve months of 2014. Net interest margin represents the difference between interest income, including net loan fees earned, and interest expense, reflected as a percentage of average interest-earning assets. For the twelve months of 2015 and 2014, the fully tax-equivalent net interest margin was 3.29% and 3.56%, respectively. The net interest margin for the year ending December 31, 2015 decreased primarily as a result of a decrease in the yield on loans receivable.

Provision for Loan Losses

We recorded a provision for loan losses in the amount of $500,000 for the twelve months ended December 31, 2015 compared to a $900,000 provision for the twelve months ended December 31, 2014. The provision for loan losses is charged to operations in an amount necessary to bring the total allowance for loan losses to a level that management believes is adequate to absorb inherent losses in the loan portfolio.

The provision recorded for the twelve months ended December 31, 2015 as compared to the twelve months ended December 31, 2014 decreased due to an improvement in asset quality, which resulted in a reduction in the allowance for loan losses required for loans individually evaluated for impairment in 2015.

Non-Interest Income

Total noninterest income for the twelve months of 2015 increased by $1.9 million, or 24.0%, from the same period in 2014. We recorded a $2.6 million insurance settlement in 2015 which was related to a claim against a corporate insurance policy originally submitted in 2010. Loan advisory and servicing fees increased by $774 thousand in 2015 due to higher servicing fee income on SBA loans. Service fees on deposit accounts increased by $496,000 in 2015 compared to 2014 due to the growth in the number of customer accounts and deposit balances. We recognized gains of $108,000 on the sale of investment securities during 2015 compared to gains of $458,000 on the sale of investment securities in 2014. Gains recognized on the sale of SBA loans were $3.1 million during the twelve months of 2015 compared to $4.7 million in the same period of 2014 primarily due to a decrease in the volume of loans originated and sold in 2015.

Non-Interest Expenses

In 2015, noninterest expenses increased by $6.5 million, or 16.1%, compared to 2014. An explanation of changes in noninterest expenses for certain categories is presented in the following paragraphs.

Salary expenses and employee benefits in 2015 were $22.5 million, an increase of $2.4 million, or 11.9%, compared to 2014 primarily driven by annual merit increases along with increased staffing levels related to our aggressive growth strategy of adding and relocating stores, which we refer to as "The Power of Red is Back."

Occupancy related expenses increased by $1.4 million, or 20.8%, in 2015 compared to 2014, also as a result of the growth and relocation strategy. Three new stores were opened during 2015 and two additional sites were under construction at year end.

Other real estate owned expenses totaled $4.2 million during 2015, an increase of $2.4 million, when compared to 2014 primarily due to higher writedowns on foreclosed assets held in other real estate owned. A writedown of $2.2 million was recorded against the largest asset held in other real estate owned during 2015 as a result of our decision to aggressively pursue a potential sale of this asset.

In addition, minor increases in data processing, other operating expenses, regulatory assessments, insurance, other taxes, and advertising for the twelve months of 2015 versus the same period last year were offset by minor decreases in legal expenses and professional fees.

One key measure that management utilizes to monitor progress in controlling overhead expenses is the ratio of annualized net noninterest expenses to average assets. For purposes of this calculation, net noninterest expenses equal noninterest expenses less noninterest income and nonrecurring expense. For the twelve month period ended December 31, 2015, the ratio equaled 2.83% compared to 3.05% for the twelve month period ended December 31, 2014, respectively, reflecting higher average assets related to our growth strategy.

Another productivity measure utilized by management is the operating efficiency ratio. This ratio expresses the relationship of noninterest expenses to net interest income plus noninterest income. The efficiency ratio equaled 94.2% for the twelve months of 2015, compared to 92.5% for the twelve months of 2014. The increase for the twelve months ended December 31, 2015 versus December 31, 2014 was due to an increase in total noninterest expenses.

Provision (Benefit) for Income Taxes

We recorded a benefit for income taxes of $26,000 for the twelve months ended December 31, 2015, compared to a $46,000 benefit for the twelve months ended December 31, 2014. The $26,000 benefit recorded during the twelve months of 2015 was the net result of an estimated tax provision in the amount of $911,000 calculated on the net profit generated during the period using our normal estimated tax rate, offset by an adjustment to the deferred tax asset valuation allowance in the amount of $937,000. The effective tax rates for the twelve month periods ended December 31, 2015 and 2014 were 38% and 26%, respectively, excluding an adjustment to the deferred tax asset valuation allowance.

We evaluate the carrying amount of its deferred tax assets on a quarterly basis or more frequently, if necessary, in accordance with the guidance provided in Financial Accounting Standards Board (FASB) Accounting Standards Codification Topic 740 (ASC 740), in particular, applying the criteria set forth therein to determine whether it is more likely than not (i.e. a likelihood of more than 50%) that some portion, or all, of the deferred tax asset will not be realized within its life cycle, based on the weight of available evidence. If management makes a determination based on the available evidence that it is more likely than not that some portion or all of the deferred tax assets will not be realized in future periods, a valuation allowance is calculated and recorded. These determinations are inherently subjective and dependent upon estimates and judgments concerning management's evaluation of both positive and negative evidence.

In conducting the deferred tax asset analysis, we believe it is important to consider the unique characteristics of an industry or business. In particular, characteristics such as business model, level of capital and reserves held by financial institutions and their ability to absorb potential losses are important distinctions to be considered for bank holding companies like the Company. In addition, it is also important to consider that net operating loss carryforwards ("NOLs") for federal income tax purposes can generally be carried back two years and carried forward for a period of twenty years. In order to realize our deferred tax assets, we must generate sufficient taxable income in such future years.

In assessing the need for a valuation allowance, we carefully weighed both positive and negative evidence currently available. Judgment is required when considering the relative impact of such evidence. The weight given to the potential effect of positive and negative evidence must be commensurate with the extent to which it can be objectively verified. A cumulative loss in recent years is a significant piece of negative evidence that is difficult to overcome.

When calculating an estimate for a valuation allowance, we assessed the possible sources of taxable income available under tax law to realize a tax benefit for deductible temporary differences and carry forwards as defined in ASC 740. We did not use projections of future taxable income, exclusive of reversing temporary timing differences and carryforwards, as a factor in the analysis. We will exclude future taxable income as a factor until we can show consistent and sustainable profitability. Based on the analysis of available positive and negative evidence, we determined that a valuation allowance should be recorded as of December 31, 2015 and December 31, 2014.

We did assess tax planning strategies as defined under ASC 740 to determine the amount of a valuation allowance. Strategies reviewed included the sale of investment securities and loans with fair values greater than book values, redeployment of cash and cash equivalents into higher yielding investment options, a switch from tax-exempt to taxable investments and loans, and the election of a decelerated depreciation method for tax purposes on future fixed asset purchases. We believe that these tax planning strategies are (a) prudent and feasible, (b) steps that we would not ordinarily take, but would take to prevent an operating loss or tax credit carryforward from expiring unused, and (c) would result in the realization of existing deferred tax assets. These tax planning strategies, if implemented, would result in taxable income in the first full reporting period after deployment and accelerate the recovery of deferred tax asset balances if faced with the inability to recover those assets or the risk of potential expiration. We believe that these are viable tax planning strategies and appropriately considered in the analysis at this time, but may not align with the strategic direction of the organization today and therefore, has no present intention to implement such strategies.

The net deferred tax asset balance before consideration of a valuation allowance was $20.2 million as of December 31, 2015 and $19.6 million as of December 31, 2014. After assessment of all available tax planning strategies, we determined that a partial valuation allowance in the amount of $13.7 million as of December 31, 2015 and $14.7 million as of December 31, 2014 should be recorded.

The deferred tax asset will continue to be analyzed on a quarterly basis for changes affecting realizability. When the determination is made to include projections of future taxable income as a factor in recovering the deferred tax asset, the valuation allowance will be reduced accordingly resulting in a corresponding increase in net income.

Net Income and Net Income per Common Share

Net income for the twelve month periods ended December 31, 2015 and 2014 was $2.4 million. For the twelve month period ended December 31, 2015, basic and fully-diluted net income per common share was $0.06 compared to basic and fully-diluted net income per common share of $0.07 for the twelve month period ended December 31, 2014.

Return on Average Assets and Average Equity

Return on average assets (ROA) measures our net income in relation to our total average assets. The ROA for the twelve month periods ended December 31, 2015 and 2014 was 0.19% and 0.23%, respectively. Return on average equity (ROE) indicates how effectively we can generate net income on the capital invested by our stockholders. ROE is calculated by dividing annualized net income by average stockholders' equity. The ROE for the twelve month period ended December 31, 2015 was 2.14%, compared to 2.51% for the twelve month period ended December 31, 2014.

Financial Condition

December 31, 2016 compared to December 31, 2015

Total assets increased by $485.1 million to $1.9 billion at December 31, 2016, compared to $1.4 billion at December 31, 2015.

Cash and Cash Equivalents

Cash and due from banks and interest bearing deposits comprise this category, which consists of our most liquid assets. The aggregate amount in these three categories increased by $7.4 million to $34.6 million at December 31, 2016, from $27.1 million at December 31, 2015.

Loans Held for Sale

Loans held for sale are comprised of loans guaranteed by the U.S. Small Business Administration ("SBA") which we usually originate with the intention of selling in the future and residential mortgage loans originated by Republic's subsidiary, Oak Mortgage, which we also intend to sell in the future. Total SBA loans held for sale were $4.2 million at December 31, 2016 compared to $3.7 million at December 31, 2015. Residential mortgage loans held for sale totaled $23.9 million at December 31, 2016. Loans held for sale, as a percentage of our total assets, were less than 1.5% at December 31, 2016.

Loans Receivable

The loan portfolio represents our largest asset category and is our most significant source of interest income. Our lending strategy is focused on small and medium sized businesses and professionals that seek highly personalized banking services. The loan portfolio consists of secured and unsecured commercial loans including commercial real estate, construction loans, residential mortgages, home improvement loans, home equity loans and lines of credit, overdraft lines of credit, and others. Commercial loans typically range between $250,000 and $5,000,000 but customers may borrow significantly larger amounts up to our legal lending limit to a customer, which was approximately $27.0 million at December 31, 2016. Loans made to one individual customer, even if secured by different collateral, are aggregated for purposes of the lending limit. There were no loans in excess of the legal lending limit at December 31, 2016. An $18.0 million threshold, which amounts to approximately 10% of total regulatory capital, reflects an additional internal monitoring guideline. There were no such relationships in excess of $18.0 million at December 31, 2016.

Loans increased $90.2 million, or 10%, to $965.0 million at December 31, 2016, versus $874.8 million at December 31, 2015. This growth was the result of an increase in loan demand in the owner occupied real estate, commercial real estate, consumer, construction and development, and residential categories driven by the successful execution of our relationship banking strategy which focuses on customer service.

Investment Securities

Investment securities considered available-for-sale are investments that may be sold in response to changing market and interest rate conditions, and for liquidity and other purposes. Our investment securities classified as available-for-sale consist primarily of U.S. Government agency collateralized mortgage obligations (CMO), agency mortgage-backed securities (MBS), municipal securities, corporate bonds, asset-backed securities (ABS), and pooled trust preferred securities (CDO). Available-for-sale securities totaled $369.7 million at December 31, 2016, compared to $284.8 million at December 31, 2015. The increase was primarily due to the purchase of available-for-sale securities totaling $207.5 million partially offset by sales and pay downs of securities totaling $115.6 million during 2016. At December 31, 2016, the portfolio had a net unrealized loss of $10.7 million compared to a net unrealized loss of $4.0 million at December 31, 2015. The change in value of the investment portfolio was driven by an increase in market interest rates which drove a decrease in value of the securities held in our portfolio during 2016.

Investment securities held-to-maturity are investments for which there is the intent and ability to hold the investment to maturity. These investments are carried at amortized cost. The held-to-maturity portfolio consists primarily of U.S. Government agency Small Business Investment Company bonds (SBIC) and Small Business Administration (SBA) bonds, CMO's and MBS's. The fair value of securities held-to-maturity totaled $425.2 million and $171.8 million at December 31, 2016 and December 31, 2015, respectively. The increase was due to the purchase of $294.2 million of held-to-maturity securities partially offset by pay downs of securities totaling $33.2 million during 2016.

Restricted Stock

Restricted stock, which represents a required investment in the capital stock of correspondent banks related to available credit facilities, is carried at cost as of December 31, 2016 and December 31, 2015. As of those dates, restricted stock consisted of investments in the capital stock of the Federal Home Loan Bank of Pittsburgh ("FHLB") and Atlantic Community Bankers Bank ("ACBB").

At December 31, 2016 and December 31, 2015, the investment in FHLB stock totaled $1.2 million and $2.9 million, respectively. The decrease was due to a short-term borrowing from FHLB at December 31, 2015 which resulted in a higher required investment as of that date. At both December 31, 2016 and December 31, 2015, ACBB stock totaled $143,000.

Other Real Estate Owned

The balance of other real estate owned decreased to $10.2 million at December 31, 2016 from $11.3 million at December 31, 2015, primarily due to sales totaling $1.4 million in the current year.

Goodwill

Goodwill resulting from the acquisition of Oak Mortgage in July 2016 amounted to $5.0 million at December 31, 2016. There was no goodwill recorded at December 31, 2015.

Deposits

Deposits, which include non-interest and interest-bearing demand deposits, money market, savings and time deposits, are Republic's major source of funding. Deposits are generally solicited from our market area through the offering of a variety of products to attract and retain customers, with a primary focus on multi-product relationships.

Total deposits increased by $428.4 million to $1.7 billion at December 31, 2016, from $1.2 billion at December 31, 2015. The increase was the result of growth across all deposit categories, led by a significant rise in demand deposit balances. We constantly focus our efforts on the growth of deposit balances through the successful execution of our relationship banking model which is based upon a high level of customer service and satisfaction. We are also in the midst of an aggressive expansion and relocation plan which we refer to as "The Power of Red is Back". Over the last three years, we have opened nine new store locations and have several more in various stages of construction and development. This strategy has also allowed us to nearly eliminate our dependence upon the more volatile sources of funding found in brokered and public fund certificates of deposit.

Short-term Borrowings

As of December 31, 2016, there were no short-term borrowings from FHLB compared to $47.0 million at December 31, 2015. The decrease in borrowings was the result of a temporary outflow of deposits at the end of the year in 2015, which returned in the early part of 2016.

Shareholders' Equity

Total shareholders' equity increased $101.7 million to $215.1 million at December 31, 2016, compared to $113.4 million at December 31, 2015. We completed a capital raise in the amount of $100 million through a registered direct offering of our common stock in a private placement offering in December 2016.

Investment Securities Portfolio

Republic's investment securities portfolio is intended to provide liquidity and contribute to earnings while diversifying credit risk. We attempt to maximize earnings while minimizing our exposure to interest rate risk. The securities portfolio consists primarily of U.S. Government agency collateralized mortgage obligations (CMO), agency mortgage-backed securities (MBS), corporate bonds, municipal securities, asset-backed securities (ABS), pooled trust preferred securities (CDO), and U.S. Government agency Small Business Investment Company bonds (SBIC) and Small Business Administration (SBA) bonds. Our ALCO committee monitors and reviews all security purchases.

A summary of investment securities available-for-sale and investment securities held-to-maturity at December 31, 2016, 2015, and 2014 is as follows:

	At December 31,		
(dollars in thousands)	2016	2015	2014
Available for sale			
Collateralized mortgage obligations	$230,252	$180,795	$98,626
Agency mortgage-backed securities	37,973	10,073	13,271
Municipal securities	26,825	22,814	15,784
Corporate bonds	66,718	54,294	33,840
Asset-backed securities	15,565	17,631	18,353
Trust preferred securities	3,063	3,070	5,261
Other securities	-	115	115
Total amortized cost of securities	$380,396	$288,792	$185,250
Total fair value of investment securities	$369,739	$284,795	$185,379
Held to maturity			
U.S. Government agencies	$98,538	$17,067	$1
Collateralized mortgage obligations	202,990	146,458	67,845
Agency mortgage-backed securities	129,951	7,732	-
Other securities	1,020	1,020	20
Total amortized cost of securities	$432,499	$172,277	$67,866
Total fair value of investment securities	$425,183	$171,845	$68,253

The strong growth in deposit balances during 2016, 2015, and 2014 has resulted in a corresponding increase in interest earning assets. A capital raise in the amount of $100 million completed in December 2016 also contributed to the growth of interest earning assets during the current year. The total amortized cost of the investment securities portfolio has grown to $812.9 million at December 31, 2016 compared to $461.1 million at December 31, 2015 and $253.1 million at December 31, 2014. Investment securities represented 42% of total assets at December 31, 2016 and 32% of total assets at December 31, 2015. We evaluate our investment securities portfolio on a continual basis in light of the interest rate environment and changing market conditions and when appropriate, take necessary actions to improve and enhance our overall positioning. We consider the portfolio to be well structured and of high quality. At December 31, 2016, 86% of the portfolio consisted of U.S. government agency securities which were rated Aaa /AA+ by the major credit rating agencies.

The investment securities portfolio includes securities classified as both available for sale and held to maturity. During 2016 and 2015, we designated a portion of our securities portfolio as held to maturity based our intent and ability to hold those securities until they mature.

The fair value of investment securities is impacted by interest rates, credit spreads, market volatility and liquidity conditions. The fair value of investment securities generally decreases when interest rates rise and increases when interest rates fall. In addition, the fair value generally decreases when credit spreads widen and increases when credit spreads tighten. Net unrealized losses in the total investment securities portfolio increased to $18.0 million at December 31, 2016 compared to net unrealized losses of $4.4 million at December 31, 2015 as a result of a rise in interest rates in 2016. The comparable amounts for the securities classified as available for sale were unrealized losses of $10.7 million at December 31, 2016 and unrealized gains of $4.0 million at December 31, 2015.

No single issuer of securities (excluding government agencies) in the portfolio exceeded more than 10% of shareholders' equity at December 31, 2016. No single issuer of securities (excluding government agencies) in the portfolio exceeded more than 10% of shareholders' equity at December 31, 2015 with the exception of corporate bonds issued by Goldman Sachs and Morgan Stanley. The Goldman Sachs bonds had a book value of $18.0 million and a market value of $17.9 million. The Morgan Stanley bonds had a book value of $15.0 million and a market value of $15.1 million at December 31, 2015.

At December 31, 2016, the investment portfolio included forty-six municipal securities with a total market value of $26.5 million. These securities are reviewed quarterly for impairment. Research on each issuer is completed to assess the financial stability of the municipal entity. The largest geographic concentration was in Pennsylvania and New Jersey where forty-two municipal securities had a market value of $24.8 million. As of December 31, 2016, management found no evidence of other than temporary impairment ("OTTI") on any of the municipal securities held in the investment securities portfolio.

At December 31, 2016, the portfolio included two asset-backed securities with a total market value of $15.1 million, the majority of which (97%) is guaranteed by the U.S. Dept. of Education, which were in an unrealized loss position. Management believes the unrealized losses on these securities were driven by market interest rates and not a result of any credit deterioration.

At December 31, 2016, the portfolio also included three pooled trust preferred securities (CDOs) with a market value of $1.8 million. The unrealized loss for the CDOs was due to the secondary market for such securities becoming inactive and is considered temporary.

During 2016, we sold no CDO securities. During 2015, we sold four CDO securities. Proceeds from the sale of the CDO securities totaled $2.0 million. Gross gains of $70,000 and gross losses of $288,000 were realized on these sales. The tax provision applicable to the net losses for the twelve months ended December 31, 2015 amounted to $78,000. Management had previously stated that it did not intend to sell the CDO securities prior to their maturity or the recovery of their cost bases, nor would it be forced to sell these securities prior to maturity or recovery of the cost bases. This statement was made over a period of several years where there was limited trading activity in the pooled trust preferred CDO market resulting in fair market value estimates well below the book values. During 2015, management received several inquiries regarding the availability of the CDO securities and noted an increased level of trading in this type of security. As a result of the increased activity and the level of bids received, management elected to sell the four CDOs resulting in a net loss of $218,000 during 2015 which was offset by gains on sales of agency mortgage-backed securities and corporate bonds. The Bank continues to demonstrate the ability and intent to hold the remaining CDOs until maturity or recovery of the cost bases, but will evaluate future opportunities to sell the remaining CDOs if they arise.

During 2016, we sold eight collateralized mortgage obligations, two agency mortgage-backed securities, and one corporate bond. Proceeds of sales totaled $78.6 million. Gross gains of $680,000 and gross losses of $24,000 were realized on these sales. The tax provision applicable to the gross gains amounted to $244,000. During 2015, we also sold twenty-nine agency mortgage-backed securities and two corporate bonds. Proceeds of sales totaled $9.7 million. Gross gains of $326,000 were realized on these sales. The tax provision applicable to the gross gains amounted to $117,000.

The following table presents the maturity distribution and weighted average yield by holding type and year of maturity of our investment securities portfolio at December 31, 2016. Collateralized mortgage obligations and agency mortgage-backed securities have expected maturities that differ from contractual maturities because borrowers have the right to call or prepay and, therefore, these securities are classified separately with no specific maturity date.

	December 31, 2016										
	Within One Year		One to Five Years		Five to Ten Years		Past Ten Years		Total		
(dollars in thousands)	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	Fair value	Cost	Yield
Available for Sale											
Collateralized mortgage obligations	$-	-	$-	-	$-	-	$-	-	$224,765	$230,252	2.09%
Agency mortgage-backed securities	-		-	-	-	-	-	-	36,710	37,973	2.18%
Municipal securities	1,002	4.17%	4,453	2.55%	18,748	2.86%	2,344	2.54%	26,547	26,825	2.83%
Corporate bonds	-	-	8,671	3.38%	34,237	3.53%	21,840	4.24%	64,748	66,718	3.73%
Asset-backed securities	-	-	6,367	1.90%	8,782	2.58%	-	-	15,149	15,565	2.29%
Trust Preferred securities	-	-	-	-	1,820	3.29%	-	-	1,820	3,063	3.29%
Total AFS securities	$1,002	4.17%	$19,491	2.71%	$63,587	3.19%	$24,184	4.08%	$369,739	$380,396	2.44%

Held to Maturity											
U.S. Government Agencies	$-	-	$3,586	2.08%	$92,722	2.37%	$-	-	$96,308	$98,538	2.36%
Collateralized mortgage obligations	-	-	-	-	-	-	-	-	201,230	202,990	2.18%
Agency mortgage-backed securities	-	-	-	-	-	-	-	-	126,625	129,951	2.41%
Other securities	-	-	1,020	2.21%	-	-	-	-	1,020	1,020	2.21%
Total HTM securities	$-	-	$4,606	2.11%	$92,722	2.37%	$-	-	$425,183	$432,499	2.29%

Fair Value of Financial Instruments

Management uses its best judgment in estimating the fair value of our financial instruments; however, there are inherent weaknesses in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates herein are not necessarily indicative of the amounts we could have realized in a sale transaction on the dates indicated. The estimated fair value amounts have been measured as of their respective year-ends and have not been re-evaluated or updated for purposes of these financial statements subsequent to those respective dates. As such, the estimated fair values of these financial instruments subsequent to the respective reporting dates may be different than the amounts reported at each year-end.

We follow the guidance issued under ASC 820, Fair Value Measurement, which defines fair value, establishes a framework for measuring fair value under GAAP, and identifies required disclosures on fair value measurements.

ASC 820 establishes a fair value hierarchy that prioritizes the inputs to valuation methods used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are as follows:

Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2: Quoted prices in markets that are not active, or inputs that are observable either directly or indirectly, for substantially the full term of the asset or liability.

Level 3: Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported with little or no market activity).

An asset's or liability's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement.

The fair value of securities available for sale (carried at fair value) and held to maturity (carried at amortized cost) are determined by obtaining quoted market prices on nationally recognized securities exchanges (Level 1), or matrix pricing (Level 2), which is a mathematical technique used widely in the industry to value debt securities without relying exclusively on quoted market prices for the specific securities but rather by relying on the securities' relationship to other benchmark quoted prices. For certain securities, which are not traded in active markets or are subject to transfer restrictions, valuations are adjusted to reflect illiquidity and/or non-transferability, and such adjustments, are generally based on available market evidence (Level 3). In the absence of such evidence, management's best estimate is used. Management's best estimate consists of both internal and external support on certain Level 3 investments. Internal cash flow models using a present value formula that includes assumptions market participants would use along with indicative exit pricing obtained from broker/dealers (where available) were used to support fair values of certain Level 3 investments.

The types of instruments valued based on matrix pricing in active markets include all of our U.S. government and agency securities, corporate bonds, asset backed securities, and municipal obligations. Such instruments are generally classified within Level 2 of the fair value hierarchy. As required by ASC 820-10, we do not adjust the matrix pricing for such instruments.

Level 3 is for positions that are not traded in active markets or are subject to transfer restrictions, and may be adjusted to reflect illiquidity and/or non-transferability, with such adjustment generally based on available market evidence. In the absence of such evidence, management's best estimate is used. Subsequent to inception, management only changes Level 3 inputs and assumptions when corroborated by evidence such as transactions in similar instruments, completed or pending third-party transactions in the underlying investment or comparable entities, subsequent rounds of financing, recapitalizations and other transactions across the capital structure, offerings in the equity or debt markets, and changes in financial ratios or cash flows. The Level 3 investment securities classified as available for sale are comprised of various issues of trust preferred securities and a single corporate bond.

The trust preferred securities are pools of similar securities that are grouped into an asset structure commonly referred to as collateralized debt obligations ("CDOs") which consist of the debt instruments of various banks, diversified by the number of participants in the security as well as geographically. The secondary market for these securities has become inactive, and therefore these securities are classified as Level 3 securities. The fair value analysis does not reflect or represent the actual terms or prices at which any party could purchase the securities. There is currently a limited secondary market for the securities and there can be no assurance that any secondary market for the securities will expand.

The following table presents a reconciliation of the securities available for sale measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the year ended December 31, 2016, 2015, and 2014:

Level 3 Investments Only (dollars in thousands)	Year Ended December 31, 2016 Trust Preferred Securities	Year Ended December 31, 2016 Corporate Bonds	Year Ended December 31, 2015 Trust Preferred Securities	Year Ended December 31, 2015 Corporate Bonds	Year Ended December 31, 2014 Trust Preferred Securities	Year Ended December 31, 2014 Corporate Bonds
Balance, January 1,	$1,883	$ 2,834	$3,193	$ 3,005	$2,850	$ 3,006
Security transferred to Level 3 measurement	-	-	-	-	-	-
Unrealized gains (losses)	(56)	137	882	(171)	360	(1)
Paydowns	-	-	(19)	-	(10)	-
Proceeds from sales	-	-	(1,952)	-	-	-
Realized losses	-	-	(218)	-	-	-
Impairment charges on Level 3	(7)	-	(3)	-	(7)	-
Balance, December 31,	$1,820	$ 2,971	$1,883	$ 2,834	$3,193	$ 3,005

An independent, third party pricing service is used to estimate the current fair market value of each CDO held in the investment securities portfolio. The calculations used to determine fair value are based on the attributes of the trust preferred securities, the financial condition of the issuers of the trust preferred securities, and market based assumptions. The INTEX CDO Deal Model Library was utilized to obtain information regarding the attributes of each security and its specific collateral as of December 31, 2016 and December 31, 2015. Financial information on the issuers was also obtained from Bloomberg, the FDIC, and SNL Financial. Both published and unpublished industry sources were utilized in estimating fair value. Such information includes loan prepayment speed assumptions, discount rates, default rates, and loss severity percentages.

The fair market valuation for each CDO was determined based on discounted cash flow analyses. The cash flows are primarily dependent on the estimated speeds at which the trust preferred securities are expected to prepay, the estimated rates at which the trust preferred securities are expected to defer payments, the estimated rates at which the trust preferred securities are expected to default, and the severity of the losses on securities that do default.

48

Increases (decreases) in actual or expected issuer defaults tend to decrease (increase) the fair value of our senior and mezzanine tranches of CDOs. The values of our mezzanine tranches of CDOs are also affected by expected future interest rates. However, due to the structure of each security, timing of cash flows, and secondary effects on the financial performance of the underlying issuers, the effects of changes in future interest rates on the fair value of our holdings are not quantifiably estimable.

Also included in Level 3 investment securities classified as available for sale is a corporate bond transferred from Level 2 in 2010 that is not actively traded. Impairment would depend on the repayment ability of the underlying issuer, which is assessed through a detailed quarterly review of the issuer's financial statements. The issuer is a "well capitalized" financial institution as defined by federal banking regulations and has demonstrated the ability to raise additional capital, when necessary, through the public capital markets. The fair value of this corporate bond is estimated by obtaining a price of a comparable floating rate debt instrument through Bloomberg.

Loan Portfolio

Our loan portfolio consists of secured and unsecured commercial loans including commercial real estate loans, construction and land development loans, commercial and industrial loans, owner occupied real estate loans, consumer and other loans, and residential mortgages. Commercial loans are primarily secured term loans made to small to medium-sized businesses and professionals for working capital, asset acquisition and other purposes. Commercial loans are originated as either fixed or variable rate loans with typical terms of 1 to 5 years. Republic's commercial loans typically range between $250,000 and $5.0 million, but customers may borrow significantly larger amounts up to Republic's legal lending limit of approximately $27.0 million at December 31, 2016. Management has established an internal monitoring guideline for loan relationships in the amount of $18.0 million which approximates 10% of capital and reserves. Individual customers may have several loans often secured by different collateral. There were no such relationships in excess of the legal lending limit or the internal monitoring guideline of $18.0 million at December 31, 2016.

The majority of loans outstanding are with borrowers in our marketplace, Philadelphia and surrounding suburbs, including southern New Jersey. In addition, we have loans to customers whose assets and businesses are concentrated in real estate. Repayment of our loans is in part dependent upon general economic conditions affecting our market place and specific industries. We evaluate each customer's credit worthiness on a case-by-case basis. The amount of collateral obtained is based on management's credit evaluation of the customer. Collateral varies but primarily includes residential, commercial and income-producing properties.

At December 31, 2016, we had loan concentrations exceeding 10% of total loans for credits extended to lessors of nonresidential real estate in the aggregate amount of $201.0 million, which represented 20.8% of gross loans receivable and lessors of residential real estate in the aggregate amount of $128.8 million, which represented 13.3% of gross loans receivable. Loan concentrations are considered to exist when amounts are loaned to multiple numbers of borrowers engaged in similar activities that management believes would cause them to be similarly impacted by economic or other conditions. At December 31, 2016, we had no foreign loans outstanding.

The following table sets forth gross loans by major categories for the periods indicated:

	At December 31,				
(dollars in thousands)	2016	2015	2014	2013	2012
Commercial real estate	$378,519	$349,726	$379,259	$342,794	$335,561
Construction and land development	61,453	46,547	29,861	23,977	26,659
Commercial and industrial	174,744	181,850	145,113	118,209	103,768
Owner occupied real estate	276,986	246,398	188,025	160,229	126,242
Consumer and other	63,660	48,126	39,713	31,981	23,449
Residential mortgage	9,682	2,380	408	2,359	2,442
Total loans	$965,044	$875,027	$782,379	$679,549	$618,121
Deferred loan fees	72	258	439	238	220
Total loans, net of deferred loan fees	$964,972	$874,769	$781,940	$679,311	$617,901

Total loans, net of deferred loan fees, increased $90.2 million, or 10%, to $965.0 million at December 31, 2016, versus $874.8 million at December 31, 2015. This growth was the result of an increase in loan demand in the owner occupied real estate, commercial real estate, consumer, construction and development, and residential mortgage categories driven by the successful execution of our relationship banking strategy which focuses on customer service.

Loan Maturity and Interest Rate Sensitivity

The amount of loans outstanding by category as of the dates indicated, which are due in: (i) one year or less, (ii) more than one year through five years, and (iii) over five years, is shown in the following table. Loan balances are also categorized according to their sensitivity to changes in interest rates.

(dollars in thousands)	Commercial Real Estate	Construction and Land Development	Commercial and Industrial	Owner Occupied Real Estate	Consumer and Other	Residential Mortgage	Total
Fixed rate:							
1 year or less	$ 66,932	$ 11,278	$ 16,002	$21,075	$ 348	$ -	$115,635
1-5 years	212,487	3,216	49,329	116,465	449	-	381,946
After 5 years	67,197	2,475	34,752	68,322	9,658	9,682	192,086
Total fixed rate	346,616	16,969	100,083	205,862	10,455	9,682	689,667
Adjustable rate:							
1 year or less	$ 12,623	$ 6,712	$ 42,830	$5,585	$ 683	$ -	$68,433
1-5 years	17,269	26,570	20,602	7,276	3,566	-	75,283
After 5 years	2,011	11,202	11,229	58,263	48,956	-	131,661
Total adjustable rate	31,903	44,484	74,661	71,124	53,205	-	275,377
Total	$ 378,519	$ 61,453	$ 174,744	$276,986	$ 63,660	$ 9,682	$965,044

In the ordinary course of business, loans maturing within one year may be renewed, in whole or in part, as to principal amount, and at interest rates prevailing at the date of renewal. At December 31, 2016, 71.5% of total loans were fixed rate compared to 71.9% at December 31, 2015.

50

Credit Quality

Republic's written lending policies require specific underwriting, loan documentation and credit analysis standards to be met prior to funding, with independent credit department approval for the majority of new loan balances. A committee consisting of senior management and certain members of the Board of Directors oversees the loan approval process to monitor that proper standards are maintained, while approving the majority of commercial loans.

Loans, including impaired loans, are generally classified as non-accrual if they are past due as to maturity or payment of interest or principal for a period of more than 90 days, unless such loans are well-secured and in the process of collection. Loans that are on a current payment status or past due less than 90 days may also be classified as non-accrual if repayment of principal and/or interest in full is in doubt. Loans may be returned to accrual status when all principal and interest amounts contractually due are reasonably assured of repayment within an acceptable period of time, and there is a sustained period of repayment performance by the borrower, in accordance with the contractual terms.

While a loan is classified as non-accrual, any collections of interest and principal are generally applied as a reduction to principal outstanding. When the future collectability of the recorded loan balance is expected, interest income may be recognized on a cash basis. For non-accrual loans, which have been partially charged off, recognition of interest on a cash basis is limited to that which would have been recognized on the recorded loan balance at the contractual interest rate. Cash interest receipts in excess of that amount are recorded as recoveries to the allowance for loan losses until prior charge-offs have been fully recovered.

The following summary shows information concerning loan delinquency and non-performing assets at the dates indicated:

	At December 31,				
(dollars in thousands)	2016	2015	2014	2013	2012
Loans accruing, but past due 90 days or more	$302	$-	$-	$-	$202
Non-accrual loans:					
Commercial real estate	13,089	5,913	13,979	1,104	7,987
Construction and land development	-	117	377	1,618	1,342
Commercial and industrial	3,151	3,156	4,349	6,837	4,693
Owner occupied real estate	1,546	2,894	2,306	205	968
Consumer and other	808	542	429	656	856
Residential mortgage	-	-	-	-	-
Total non-accrual loans	18,594	12,622	21,440	10,420	15,846
Total non-performing loans[1]	18,896	12,622	21,440	10,420	16,048
Other real estate owned	10,174	11,313	3,715	4,059	8,912
Total non-performing assets[1]	$29,070	$23,935	$25,155	$14,479	$24,960
Non-performing loans as a percentage of total loans, net of unearned income[1]	1.96 %	1.44 %	2.74 %	1.53 %	2.60 %
Non-performing assets as a percentage of total assets	1.51 %	1.66 %	2.07 %	1.51 %	2.52 %

[1] Non-performing loans are comprised of (i) loans that are on non-accrual basis and (ii) accruing loans that are 90 days or more past due. Non-performing assets are composed of non-performing loans and other real estate owned.

Problem loans can consist of loans that are performing, but for which potential credit problems of the borrowers have caused management to have serious doubts as to the ability of such borrowers to continue to comply with present repayment terms. At December 31, 2016, all identified problem loans included in the preceding table are internally classified and have been evaluated for a specific reserve allocation in the allowance for loan losses (see discussion on "Allowance for Loan Losses").

Non-performing assets increased by $5.1 million, or 21%, to $29.1 million at December 31, 2016, compared to $23.9 million at December 31, 2015. This increase was primarily due to transfers of $9.8 million from performing to non-performing assets during 2016, of which $7.3 million was due to a single loan relationship, partially offset by a combination of advances, loan paydowns, OREO sales, loan charge-offs, and OREO writedowns totaling $4.7 million.

The following summary shows the impact on interest income of non-accrual loans, subsequent to being placed on non-accrual for the periods indicated:

	For the Year Ended December 31,				
(dollars in thousands)	2016	2015	2014	2013	2012
Interest income that would have been recorded had the loans been in accordance with their original terms	$1,024	$765	$980	$488	$699
Interest income included in net income	$-	$-	$-	$-	$-

Allowance for Loan Losses

The allowance for loan losses is a valuation allowance for probable losses inherent in the loan portfolio. We evaluate the need to establish an allowance against loan losses on a quarterly basis. When an increase in this allowance is necessary, a provision for loan losses is charged to earnings. The allowance for loan losses consists of three components. The first component is allocated to individually evaluated loans found to be impaired and is calculated in accordance with ASC 310 Receivables. The second component is allocated to all other loans that are not individually identified as impaired pursuant to ASC 310-10 ("non-impaired loans"). This component is calculated for all non-impaired loans on a collective basis in accordance with ASC 450 Contingencies. The third component is an unallocated allowance to account for a level of imprecision in management's estimation process.

We evaluate loans for impairment and potential charge-off on a quarterly basis. Management regularly monitors the condition of borrowers and assesses both internal and external factors in determining whether any loan relationships have deteriorated. Any loan rated as substandard or lower will have an individual collateral evaluation analysis prepared to determine if a deficiency exists. We first evaluate the primary repayment source. If the primary repayment source is determined to be insufficient and unlikely to repay the debt, we then look to the secondary repayment sources. Secondary sources are conservatively reviewed for liquidation values. Updated appraisals and financial data are obtained to substantiate current values. If the reviewed sources are deemed to be inadequate to cover the outstanding principal and any costs associated with the resolution of the troubled loan, an estimate of the deficient amount will be calculated and a specific allocation of loan loss reserve is recorded.

Factors considered in the calculation of the allowance for non-impaired loans include several qualitative and quantitative factors such as historical loss experience, trends in delinquency and nonperforming loan balances, changes in risk composition and underwriting standards, experience and ability of management, and general economic conditions along with other external factors. Historical loss experience is analyzed by reviewing charge-offs over a three year period to determine loss rates consistent with the loan categories depicted in the allowance for loan loss table below.

The factors supporting the allowance for loan losses do not diminish the fact that the entire allowance for loan losses is available to absorb losses in the loan portfolio and related commitment portfolio, respectively. Our principal focus, therefore, is on the adequacy of the total allowance for loan losses. The allowance for loan losses is subject to review by banking regulators. Our primary bank regulators regularly conduct examinations of the allowance for loan losses and make assessments regarding the adequacy and the methodology employed in their determination.

A detailed analysis of our allowance for loan losses for the years ended December 31, 2016, 2015, 2014, 2013, and 2012 is as follows:

	For the Year Ended December 31,				
(dollars in thousands)	2016	2015	2014	2013	2012
Balance at beginning of period	$8,703	$11,536	$12,263	$9,542	$12,050
Charge-offs:					
Commercial real estate	-	2,624	364	1,291	1,582
Construction and land development	60	260	303	60	1,004
Commercial and industrial	143	408	1,185	611	1,304
Owner occupied real estate	1,052	133	150	320	-
Consumer and other	11	-	10	75	102
Residential mortgage	10	-	-	-	-
Total charge-offs	1,276	3,425	2,012	2,357	3,992
Recoveries:					
Commercial real estate	6	4	5	54	-
Construction and land development	-	5	214	-	105
Commercial and industrial	163	49	166	63	-
Owner occupied real estate	-	-	-	-	-
Consumer and other	2	34	-	26	29
Residential mortgage	-	-	-	-	-
Total recoveries	171	92	385	143	134
Net charge-offs	1,105	3,333	1,627	2,214	3,858
Provision for loan losses	1,557	500	900	4,935	1,350
Balance at end of period	$9,155	$8,703	$11,536	$12,263	$9,542
Average loans outstanding[(1)]	$936,492	$820,820	$724,231	$640,233	$609,943
As a percent of average loans:[(1)]					
Net charge-offs	0.12 %	0.41 %	0.22 %	0.35 %	0.63 %
Provision for loan losses	0.17 %	0.06 %	0.12 %	0.77 %	0.22 %
Allowance for loan losses	0.98 %	1.06 %	1.59 %	1.92 %	1.56 %
Allowance for loan losses to:					
Total loans, net of unearned income	0.95 %	0.99 %	1.48 %	1.81 %	1.54 %
Total non-performing loans	48.45%	68.95%	53.81%	117.69%	59.46%

(1) Includes non-accruing loans.

The provision for loan losses is charged to operations in an amount necessary to bring the total allowance for loan losses to a level that management believes is adequate to absorb inherent losses in the loan portfolio. We recorded a loan loss provision in the amount of $1.6 million in 2016 compared to a $500,000 provision in 2015. Non-performing loans increased by $6.3 million, or 50%, to $18.9 million at December 31, 2016, compared to $12.6 million at December 31, 2015. Impaired loans also increased to $28.2 million at December 31, 2016 from $22.1 million at December 31, 2015. An increase in the allowance required for loans collectively evaluated for impairment driven by growth in the loan portfolio was offset by a reduction associated with an improvement in the factor used for historical loss experience during 2016.

54

The allowance for loan losses as a percentage of non-performing loans (coverage ratio) was 48.4% at December 31, 2016 as compared to 69.0% at December 31, 2015 and 53.8% at December 31, 2014. All loans individually evaluated for impairment are adequately secured with collateral and/or specific reserves. Coverage is considered adequate by management as of December 31, 2016.

Management makes at least a quarterly determination as to an appropriate provision from earnings to maintain an allowance for loan losses that it determines is adequate to absorb inherent losses in the loan portfolio. The Board of Directors periodically reviews the status of all non-accrual and impaired loans and loans classified by the management team. The Board of Directors also considers specific loans, pools of similar loans, historical charge-off activity, economic conditions and other relevant factors in reviewing the adequacy of the allowance for loan losses. Any additions deemed necessary to the allowance for loan losses are charged to operating expenses.

We evaluate loans for impairment and potential charge-offs on a quarterly basis. Any loan rated as substandard or lower will have a collateral evaluation analysis completed in accordance with the guidance under generally accepted accounting principles (GAAP) on impaired loans to determine if a deficiency exists. Our credit monitoring process assesses the ultimate collectability of an outstanding loan balance from all potential sources. When a loan is determined to be uncollectible it is charged-off against the allowance for loan losses. Unsecured commercial loans and all consumer loans are charged-off immediately upon reaching the 90-day delinquency mark unless they are well secured and in the process of collection. The timing on charge-offs of all other loan types is subjective and will be recognized when management determines that full repayment, either from the cash flow of the borrower, collateral sources, and/or guarantors, will not be sufficient and that repayment is unlikely. A full or partial charge-off is recognized equal to the amount of the estimated deficiency calculation.

Serious delinquency is often the first indicator of a potential charge-off. Reductions in appraised collateral values and deteriorating financial condition of borrowers and guarantors are factors considered when evaluating potential charge-offs. The likelihood of possible recoveries or improvements in a borrower's financial condition is also assessed when considering a charge-off.

Partial charge-offs of non-performing and impaired loans can significantly reduce the coverage ratio and other credit loss statistics due to the fact that the balance of the allowance for loan losses will be reduced while still carrying the remainder of a non-performing loan balance in the impaired loan category. The amount of non-performing loans for which there were partial charge-offs during the year amounted to $2.4 million at December 31, 2016 compared to $3.4 million at December 31, 2015. This decrease was primarily driven by loan payoffs during 2016.

Our charge-off policy is reviewed on an annual basis and updated as necessary. During the twelve months ended December 31, 2016, there have been no changes made to this policy.

We have an existing loan review program, which monitors the loan portfolio on an ongoing basis. A loan review officer who reviews both the loan portfolio and overall adequacy of the allowance for loan losses conducts this loan review on a quarterly basis and reports directly to the Board of Directors.

Estimating the appropriate level of the allowance for loan losses at any given date is difficult, particularly in a continually changing economy. In management's opinion, the allowance for loan losses was appropriate at December 31, 2016. However, there can be no assurance that, if asset quality deteriorates in future periods, additions to the allowance for loan losses will not be required.

Management is unable to determine in which loan category future charge-offs and recoveries may occur. The following schedule sets forth the allocation of the allowance for loan losses among various categories. The allocation is based on management's evaluation of historical charge-off experience and adjusted for several qualitative factors.

The entire allowance for loan losses is available to absorb loan losses in any loan category.

The allocation of the allowance for loan losses for the past five years is as follows:

	At December 31,									
	2016		2015		2014		2013		2012	
(dollars in thousands)	Amount	% of Loans	Amount	% of Loans	Amount	% of Loans	Amount	% of Loans	Amount	% of Loans
Commercial real estate	$3,254	39.2 %	$2,393	40.0 %	$6,828	48.5 %	$6,454	50.4 %	$3,979	54.3 %
Construction and land development	557	6.4 %	338	5.3 %	917	3.8 %	1,948	3.5 %	1,273	4.3 %
Commercial and industrial	2,884	18.1 %	2,932	20.8 %	1,579	18.5 %	2,309	17.4 %	1,880	16.8 %
Owner occupied real estate	1,382	28.7 %	2,030	28.1 %	1,638	24.0 %	985	23.6 %	1,967	20.4 %
Consumer and other	588	6.6 %	295	5.5 %	234	5.1 %	225	4.7 %	234	3.8 %
Residential mortgage	58	1.0 %	14	0.3 %	2	0.1 %	14	0.4 %	17	0.4 %
Unallocated	432	-	701	-	338	-	328	-	192	-
Total allowance for loan losses	$9,155	100 %	$8,703	100 %	$11,536	100 %	$12,263	100 %	$9,542	100 %

The allowance for loan losses is an amount that represents management's estimate of known and inherent losses related to the loan portfolio and unfunded loan commitments. Because the allowance for loan losses is dependent, to a great extent, on the general economy and other conditions that may be beyond our control, the estimate of the allowance for loan losses could differ materially in the near term.

The allowance consists of specific, general and unallocated components. The specific component relates to impaired loans. For such loans, an allowance is established when the discounted cash flows, collateral value, or observable market price of the impaired loan is lower than the carrying value of that loan. The general component covers the remainder of the portfolio and is based on historical loss experience adjusted for several qualitative factors. An unallocated component is maintained to cover uncertainties that could affect management's estimate of probable losses. The unallocated component of the allowance reflects the margin of imprecision inherent in the underlying assumptions used in the methodologies for estimating specific and general losses in the portfolio. All identified losses are immediately charged off and therefore no portion of the allowance for loan losses is restricted to any individual loan or group of loans, and the entire allowance is available to absorb any and all loan losses.

In estimating the allowance for loan losses, management considers current economic conditions, past loss experience, diversification of the loan portfolio, delinquency statistics, results of internal loan reviews and regulatory examinations, borrowers' perceived financial and managerial strengths, the adequacy of underlying collateral, if collateral dependent, or present value of future cash flows, and other relevant and qualitative risk factors. These qualitative risk factors include:

1. Lending policies and procedures, including underwriting standards and collection, charge-off and recovery practices.
2. National, regional and local economic and business conditions as well as the condition of various segments.
3. Nature and volume of the portfolio and terms of loans.
4. Experience, ability and depth of lending management and staff.
5. Volume and severity of past due, classified and nonaccrual loans as well as other loan modifications.
6. Quality of our loan review system, and the degree of oversight by our Board of Directors.
7. Existence and effect of any concentration of credit and changes in the level of such concentrations.

8. Effect of external factors, such as competition and legal and regulatory requirements.

Each factor is assigned a value to reflect improving, stable or declining conditions based on management's best judgment using relevant information available at the time of the evaluation. Adjustments to the factors are supported through documentation of changes in conditions in a narrative accompanying the allowance for loan loss calculation.

We also provide specific reserves for impaired loans to the extent the estimated realizable value of the underlying collateral is less than the loan balance, when the collateral is the only source of repayment. Also, we estimate and recognize reserve allocations on loans classified as "internally classified accruing loans" based upon any factor that might impact loss estimates. Those factors include but are not limited to the impact of economic conditions on the borrower and management's potential alternative strategies for loan or collateral disposition. An unallocated allowance is established for losses that have not been identified through the formulaic and other specific components of the allowance as described above. Management has identified several factors that impact credit losses that are not considered in either the formula or the specific allowance segments. These factors consist of macro and micro economic conditions, industry and geographic loan concentrations, changes in the composition of the loan portfolio, changes in underwriting processes and trends in problem loan and loss recovery rates. The impact of the above is considered in light of management's conclusions as to the overall adequacy of underlying collateral and other factors.

The majority of our loan portfolio represents loans made for commercial purposes, while significant amounts of residential property may serve as collateral for such loans. We attempt to evaluate larger loans individually, on the basis of our loan review process, which scrutinizes loans on a selective basis and other available information. Even if all commercial purpose loans could be reviewed, information on potential problems might not be available. Our portfolio of loans made for purposes of financing residential mortgages and consumer loans are evaluated in groups. At December 31, 2016, loans made for commercial real estate, construction and land development, commercial and industrial, owner occupied real estate, consumer and other, and residential mortgage purposes, respectively, amounted to $378.5 million, $61.5 million, $174.7 million, $277.0 million, $63.7 million, and $9.7 million.

A loan is considered impaired, in accordance with ASC 310, when based on current information and events, it is probable that we 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 internally classified accruing loans. As of December 31, 2016, management identified a total of three troubled debt restructurings in the loan portfolio in the amount of $6.2 million. Four troubled debt restructurings in the amount of $8.8 million were identified as of December 31, 2015.

The following table presents our impaired loans at December 31, 2016, 2015, and 2014:

(dollars in thousands)	December 31,		
	2016	2015	2014
Impaired loans without a valuation allowance	$15,740	$15,497	$16,742
Impaired loans with a valuation allowance	12,430	6,632	18,902
Total impaired loans	$28,170	$22,129	$35,644
Valuation allowance related to impaired loans	$3,468	$2,238	$5,130
Total nonaccrual loans	18,594	12,622	21,440
Total loans past-due ninety days or more and still accruing	302	-	-

57

The recorded investment in loans that are impaired in accordance with ASC 310 totaled $28.2 million, $22.1 million, and $35.6 million at December 31, 2016, 2015, and 2014, respectively. The amounts of related valuation allowances were $3.5 million, $2.2 million, and $5.1 million, respectively at those dates. For the years ended December 31, 2016, 2015, and 2014, the average recorded investment in impaired loans was approximately $25.7 million, $29.5 million, and $33.0 million, respectively. Republic earned $502,000, $516,000, and $614,000 of interest income on impaired loans (internally classified accruing loans) in 2016, 2015, and 2014, respectively. There were no commitments to extend credit to any borrowers with impaired loans as of the end of the periods presented herein.

Total impaired loans increased by $6.0 million, or 27%, during the year ended December 31, 2016. This increase was primarily driven by a single non-performing loan relationship in the amount of $7.3 million that was classified as impaired in the second quarter of 2016. The valuation allowance related to impaired loans increased to $3.5 million at December 31, 2016 compared to $2.2 million at December 31, 2015. At December 31, 2016 and 2015, internally classified accruing loans totaled approximately $9.6 million and $9.5 million, respectively.

The following table presents our 30 to 89 days past due loans at December 31, 2016, 2015, and 2014:

(dollars in thousands)	December 31,		
	2016	2015	2014
30 to 59 days past due	$1,060	$2,878	$1,681
60 to 89 days past due	31	9,315	14,062
Total loans 30 to 89 days past due	$1,091	$12,193	$15,743

The decrease in loan balances 30 to 59 days past due was the result of delinquency in one lending relationship at December 31, 2015 in the amount of $1.1 million that moved to current status at December 31, 2016 and two lending relationships at December 31, 2015 in the amount of $774,000 that moved to nonaccrual status at December 31, 2016. The decrease in loan balances 60 to 89 days past due was the result of delinquency in one lending relationship at December 31, 2015 in the amount of $7.3 million that moved to non-accrual status in 2016. Management has engaged in active discussions with all delinquent relationships to address delinquencies and is confident that acceptable resolutions will be achieved in the near term.

Deposits

Total deposits at December 31, 2016 were $1.7 billion, an increase of $428.4 million or 34.3% from total deposits of $1.2 billion at December 31, 2015. Total deposits by account type at December 31, 2016, 2015, and 2014 are as follows:

(dollars in thousands)	At December 31,		
	2016	2015	2014
Demand deposits, non-interest bearing	$324,912	$243,695	$224,245
Demand deposits, interest bearing	605,950	381,499	283,768
Money market & savings deposits	635,644	556,526	488,848
Time deposits	111,164	67,578	75,369
Total deposits	$1,677,670	$1,249,298	$1,072,230

In general, Republic pays higher interest rates on time deposits compared to other deposit categories. Republic's various deposit liabilities may fluctuate from period-to-period, reflecting customer behavior and strategies to optimize net interest income. The increase in total deposits to $1.7 billion at December 31, 2016 from $1.2 billion at December 31, 2015 was primarily the result of a $305.7 million increase in demand deposits and a $79.1 million increase in money market and savings deposits, which reflects the success of our strategy based on a high level of customer service and satisfaction which drives the gathering low-cost core deposits. This strategy has also allowed us to eliminate our dependence on the more volatile source of funding in internet based certificates of deposit.

The average balances and weighted average rates of Republic's deposits for the last three years are as follows:

	For the Years Ended December 31,					
	2016		2015		2014	
(dollars in thousands)	Average Balance	Rate	Average Balance	Rate	Average Balance	Rate
Demand deposits:						
Non-interest bearing	$284,326		$235,810		$189,810	
Interest bearing	510,745	0.41%	349,055	0.40%	233,693	0.38%
Money market & savings deposits	586,750	0.45%	508,846	0.43%	439,484	0.44%
Time deposits	89,713	1.05%	73,819	0.94%	78,073	0.92%
Total deposits	$1,471,534	0.39%	$1,167,530	0.37%	$941,060	0.38%

The remaining maturity of certificates of deposit for $100,000 or more as of December 31, 2016 is as follows:

(dollars in thousands)	
Maturity:	
3 months or less	$11,190
3 to 6 months	4,234
6 to 12 months	22,788
Over 12 months	36,131
Total	$74,343

The following is a summary of the remaining maturity of time deposits, which includes certificates of deposits of $100,000 or more, as of December 31, 2016:

(dollars in thousands)	
Maturity:	
2017	$65,247
2018	21,554
2019	1,605
2020	21,793
2021	965
Thereafter	-
Total	$111,164

Off-Balance Sheet Arrangements

We are a party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of our customers. These financial instruments include commitments to extend credit and standby letters of credit. These instruments involve to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the financial statements.

Credit risk is defined as the possibility of sustaining a loss due to the failure of the other parties to a financial instrument to perform in accordance with the terms of the contract. The maximum exposure to credit loss under commitments to extend credit and standby letters of credit is represented by the contractual amount of these instruments. We use the same underwriting standards and policies in making credit commitments as we do for on-balance-sheet instruments.

Financial instruments whose contract amounts represent potential credit risk are commitments to extend credit of approximately $215.9 million and $165.1 million and standby letters of credit of approximately $5.7 million and $5.2 million at December 31, 2016 and 2015, respectively. Commitments often expire without being drawn upon. The $215.9 million of commitments to extend credit at December 31, 2016, substantially all were variable rate commitments.

Commitments to extend credit 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 many require the payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. We evaluate each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained upon extension of credit is based on management's credit evaluation of the customer. Collateral held varies but may include real estate, marketable securities, pledged deposits, equipment and accounts receivable.

Standby letters of credit are conditional commitments issued that guarantee the performance of a customer to a third party. The credit risk and collateral policy involved in issuing letters of credit is essentially the same as that involved in extending loan commitments. The amount of collateral obtained is based on management's credit evaluation of the customer. Collateral held varies but may include real estate, marketable securities, pledged deposits, equipment and accounts receivable.

Contractual Obligations and Other Commitments

The following table sets forth contractual obligations and other commitments representing required and potential cash outflows as of December 31, 2016:

(dollars in thousands)	Total	Less than One Year	One to Three Years	Three to Five Years	After Five Years
Minimum annual rentals or non-cancellable operating leases	$30,500	$3,581	$6,755	$5,281	$14,883
Remaining contractual maturities of time deposits	111,552	65,635	23,159	22,758	-
Subordinated debt	22,501	25	-	-	22,476
Director and Officer retirement plan obligations	1,320	622	224	164	310
Loan commitments	215,868	81,802	32,548	30,487	71,031
Standby letters of credit	5,683	5,248	435	-	-
Total	$387,424	$156,913	$63,121	$58,690	$108,700

As of December 31, 2016, we had entered into non-cancelable lease agreements for our main office and operations center, twelve current retail branch facilities, four loan offices, one pending retail branch facility, and one training center expiring on various dates through November 30, 2036. The leases are accounted for as operating leases. The minimum rental payments required under these leases are $30.5 million through the year 2036.

We have retirement plan agreements with certain directors and officers. At December 31, 2016, the accrued benefits under the plan were approximately $1.3 million, with a minimum age of 65 established to qualify for the payments.

Interest Rate Risk Management

We attempt to manage our assets and liabilities in a manner that optimizes net interest income in a range of interest rate environments. Management uses an "interest sensitivity gap" ("GAP") analysis and simulation models to monitor behavior of its interest sensitive assets and liabilities. A GAP analysis is the difference between interest-sensitive assets and interest-sensitive liabilities. Adjustments to the mix of assets and liabilities are made periodically in an effort to provide steady growth in net interest income.

Management presently believes that the effect of any future reduction in interest rates, reflected in lower yielding assets, could be detrimental since we may not have the immediate ability to commensurately decrease rates on interest bearing liabilities, primarily time deposits, other borrowings and certain transaction accounts. An increase in interest rates could have a negative effect due to a possible lag in the re-pricing of core deposits not taken into account in the static GAP analysis. Interest rate risk management involves managing the extent to which interest-sensitive assets and interest-sensitive liabilities are matched. We attempt to optimize net interest income while managing period-to-period fluctuations therein. We typically define interest-sensitive assets and interest-sensitive liabilities as those that re-price within one year or less. Generally, we limit long-term fixed rate assets and liabilities in our efforts to manage interest rate risk.

A positive GAP occurs when interest-sensitive assets exceed interest-sensitive liabilities re-pricing in the same time periods, and a negative GAP occurs when interest-sensitive liabilities exceed interest-sensitive assets re-pricing in the same time periods. A negative GAP ratio suggests that a financial institution may be better positioned to take advantage of declining interest rates rather than increasing interest rates, and a positive GAP ratio suggests the converse. Static GAP analysis describes interest rate sensitivity at a point in time. However, it alone does not accurately measure the magnitude of changes in net interest income as changes in interest rates do not impact all categories of assets and liabilities equally or simultaneously. Interest rate sensitivity analysis also requires assumptions about re-pricing certain categories of assets and liabilities. For purposes of interest rate sensitivity analysis, assets and liabilities are stated at their contractual maturity, estimated likely call date, or earliest re-pricing opportunity. Mortgage-backed securities and amortizing loans are scheduled based on their anticipated cash flow, including prepayments based on historical data and current market trends. Savings, money market and interest-bearing demand accounts do not have a stated maturity or re-pricing term and can be withdrawn or re-priced at any time. Management estimates the re-pricing characteristics of these accounts based upon decay rates and run off projections obtained in a deposit study performed by an independent third party, along with management's estimates of when rates would have to be increased to retain balances in response to competition. Such estimates are necessarily arbitrary and wholly judgmental. As a result of the run off projections, these deposits are not considered to re-price simultaneously and, accordingly, a portion of the deposits are moved into time brackets exceeding one year. However, management may choose not to re-price liabilities proportionally to changes in market interest rates, for competitive or other reasons.

Shortcomings, inherent in a simplified and static GAP analysis, may result in an institution with a negative GAP having interest rate behavior associated with an asset-sensitive balance sheet. For example, although certain assets and liabilities may have similar maturities or periods to re-pricing, they may react in different degrees to changes in market interest rates. Furthermore, re-pricing characteristics of certain assets and liabilities may vary substantially within a given time period. In the event of a change in interest rates, prepayments and other cash flows could also deviate significantly from those assumed in calculating GAP in the manner presented in the table on the following page.

The following tables present a summary of our GAP analysis at December 31, 2016. Amounts shown in the table include both estimated maturities and instruments scheduled to re-price, including prime based loans. For purposes of these tables, we have used assumptions based on industry data and historical experience to calculate the expected maturity of loans because, statistically, certain categories of loans are prepaid before their maturity date, even without regard to interest rate fluctuations. Additionally, certain prepayment assumptions were made with regard to investment securities based upon the expected prepayment of the underlying collateral of the mortgage-backed securities. The interest rate on a portion of the CDOs is variable and adjusts quarterly.

Interest Rate Sensitivity Gap
As of December 31, 2016

(dollars in thousands)	0 – 90 Days	91-180 Days	181-365 Days	1-2 Years	2-3 Years	3-4 Years	4-5 Years	More than 5 Years
Interest sensitive assets:								
Investment securities and other interest-bearing balances	$36,283	$22,397	$42,061	$78,557	$69,877	$65,169	$57,035	$446,949
Average interest rate	2.36 %	2.46 %	2.42 %	2.43 %	2.45 %	2.39 %	2.57 %	2.71 %
Loans receivable	314,024	35,223	77,788	112,391	87,943	131,432	120,075	114,161
Average interest rate	5.07 %	4.23 %	3.34 %	4.32 %	4.25 %	4.13 %	4.19 %	3.64 %
Total	$350,307	$57,620	$119,849	$190,948	$157,820	$196,601	$177,110	$561,110
Cumulative totals	$350,307	$407,927	$527,776	$718,724	$876,544	$1,073,145	$1,250,255	$1,811,365
Interest sensitive liabilities:								
Demand interest bearing(1)	$-	$-	$-	$-	$-	$-	$-	$605,950
Average interest rate	-	-	-	-	-	-	-	0.41 %
Savings accounts(1)	278	278	556	302	91	30	-	182,789
Average interest rate	0.48 %	0.48 %	0.48 %	0.48 %	0.48 %	0.48 %	-	0.44 %
Money market accounts(1)	2,937	2,937	5,874	7,999	6,273	15,833	18,995	390,472
Average interest rate	0.43 %	0.43 %	0.43 %	0.43 %	0.43 %	0.41 %	0.40 %	0.40 %
Time deposits	54,979	8,570	28,500	15,429	1,605	1,116	965	-
Average interest rate	1.27 %	0.57 %	1.13 %	1.05 %	0.93 %	0.99 %	0.99 %	-
Subordinated debt	11,246	-	-	-	-	-	-	10,635
Average interest rate	2.58 %	-	-	-	-	-	-	8.00 %
Total	$69,440	$11,785	$34,930	$23,730	$7,969	$16,979	$19,960	$1,189,846

Cumulative totals	$69,440	$81,225	$116,155	$139,885	$147,854	$164,833	$184,793	$1,374,639
Interest rate sensitivity GAP	$280,867	$45,835	$84,919	$167,218	$149,851	$179,622	$157,150	$(628,736)
Cumulative GAP	$280,867	$326,702	$411,621	$578,839	$728,690	$908,312	$1,065,462	$436,726
Interest sensitive assets/Interest sensitive liabilities	504.47 %	502.22 %	454.37 %	513.80 %	592.84 %	651.05 %	676.57 %	131.77 %
Cumulative GAP/ Total earning assets	15.51 %	18.04 %	22.72 %	31.96 %	40.23 %	50.15 %	58.82 %	24.11 %

(1) Demand, savings and money market accounts are scheduled to reprice based upon decay rate and run off percentage estimates obtained through a deposit study performed by an independent third party, along with management's estimates of when rates would have to be increased to retain balances in response to competition. Such estimates are necessarily arbitrary and wholly judgmental.

In addition to the GAP analysis, we utilize income simulation modeling in measuring our interest rate risk and managing our interest rate sensitivity. Income simulation considers not only the impact of changing market interest rates on forecasted net interest income, but also other factors such as yield curve relationships, the volume and mix of assets and liabilities and general market conditions.

Net Portfolio Value and Net Interest Income Analysis

The income simulation models management used to measure interest rate risk and manage interest rate sensitivity generates estimates of the change in net portfolio value (NPV) and net interest income (NII) over a range of interest rate scenarios. NPV is the present value of expected cash flows from assets, liabilities, and off-balance sheet contracts. The NPV ratio, under any interest rate scenario, is defined as the NPV in that scenario divided by the market value of assets in the same scenario. The following table sets forth our NPV as of December 31, 2016 and reflects the changes to NPV as a result of immediate and sustained changes in interest rates as indicated (dollars in thousands):

	Net Portfolio Value			NPV as a % of Portfolio Value of Assets	
Change in Interest Rates in Basis Points (Rate Shock)	Amount	$ Change	% Change	NPV Ratio	Change (in Basis Points)
+400	$411,407	$95,828	30.38 %	24.26%	766
+300	396,593	81,044	25.68 %	22.71%	611
+200	379,061	63,512	20.13 %	21.07%	447
+100	352,680	37,131	11.77 %	19.04%	244
Static	315,549	-	0.00 %	16.60%	-
-100	253,473	(62,076)	(19.67)%	13.09%	(351)

In addition to modeling changes in NPV, we also analyze potential changes to NII for a forecasted twelve-month period under rising and falling interest rate scenarios. The following table shows the NII model as of December 31, 2016 (dollars in thousands):

Change in Interest Rates in Basis Points(1)	Net Interest Income	$ Change	% Change
+400	$67,295	5,323	8.59 %
+300	66,013	4,041	6.52 %
+200	64,701	2,729	4.40 %
+100	63,323	1,351	2.18 %
Static	61,972	-	0.00 %
-100	61,171	(801)	(1.29)%

(1)The net interest income results were calculated assuming a rate ramp, achieving the rate change over a 12-month period, not an immediate and sustained rate shock.

As is the case with the GAP table, certain shortcomings are inherent in the methodology used in the above interest rate risk measurements. Modeling changes in NPV and NII require the making of certain assumptions, which may or may not reflect the manner in which actual yields and costs respond to changes in market interest rates. In this regard, the models presented assume that the composition of our interest sensitive assets and liabilities existing at the beginning of a period remains constant over the period being measured and also assumes that a particular change in interest rates is reflected uniformly across the yield curve regardless of the duration to maturity or re-pricing of specific assets and liabilities. Accordingly, although the NPV measurements and net interest income models provide an indication of interest rate risk exposure at a particular point in time, such measurements are not intended to and do not provide a precise forecast of the effect of changes in market interest rates on net interest income and will differ from actual results.

Management believes that the assumptions utilized in evaluating our estimated net interest income are reasonable. However, the interest rate sensitivity of our assets, liabilities and off-balance sheet financial instruments as well as the estimated effect of changes in interest rates on estimated net interest income could vary substantially if different assumptions are used or actual experience differs from the experience on which the assumptions were based. Periodically, we may and do make significant changes to underlying assumptions, which are wholly judgmental. Prepayments on residential mortgage loans and mortgage-backed securities have increased over historical levels in recent years due to the lower interest rate environment, and may result in reductions in margins.

Capital Resources

We have sponsored three outstanding issues of corporation-obligated mandatorily redeemable capital securities of a subsidiary trust holding solely junior subordinated debentures of the Corporation more commonly known as trust preferred securities. The subsidiary trusts are not consolidated for financial reporting purposes. The purpose of the issuances of these securities was to increase capital. The trust preferred securities qualify as Tier 1 capital for regulatory purposes in amounts up to 25% of total Tier 1 capital.

On December 27, 2006, Republic Capital Trust II (Trust II) issued $6.0 million of trust preferred securities to investors and $0.2 million of common securities to us. Trust II purchased $6.2 million of our floating rate junior subordinated debentures due 2037, and we used the proceeds to call the securities of Republic Capital Trust I (Trust I). The debentures purchased by Trust II have a variable interest rate, adjustable quarterly, at 1.73% over the 3-month LIBOR. We may redeem the debentures on any interest payment date without a prepayment penalty.

On June 28, 2007, Republic Capital Trust III (Trust III), issued $5.0 million of trust preferred securities to one investor and $0.2 million common securities to us. Trust III purchased $5.2 million of our floating rate junior subordinated debentures due 2037, which have a variable interest rate, adjustable quarterly, at 1.55% over the 3 month LIBOR. We have the ability to redeem the debentures on any interest payment date without a prepayment penalty.

On June 10, 2008, Republic First Bancorp Capital Trust IV (Trust IV) issued $10.8 million of convertible trust preferred securities as part of our strategic capital plan. The securities were purchased by investors, including Vernon W. Hill, II, founder and chairman (retired) of Commerce Bancorp, and as of December 5, 2016, our chairman. The investor group also included a family trust of Harry D. Madonna, chairman, president and chief executive officer of Republic Bank, and Theodore J. Flocco, Jr., who has been elected by the shareholders to our Board of Directors and serves as the Chairman of our Audit Committee. Trust IV also issued $0.3 million of common securities to us. Trust IV purchased $11.1 million of our fixed rate junior subordinated convertible debentures due 2038, which pay interest at an annual rate of 8.0% and are redeemable on any interest payment date (a) at any time on or after June 13, 2013 if the closing price of our common stock for 20 trading days in the period of 30 consecutive trading days ending on the trading day prior to the mailing of the notice of redemption exceeds 120% of the then-applicable conversion price, or (b) on or after June 30, 2018, without a prepayment penalty. The trust preferred securities of Trust IV are currently convertible into approximately 1.7 million shares of our common stock, which is subject to customary adjustments.

Deferred issuance costs included in subordinated debt were $595,000 and $619,000 at December 31, 2016 and December 31, 2015, respectively. Amortization of deferred issuance costs were $24,000, $24,000, and $24,000 for the years ended December 31, 2016, 2015, and 2014, respectively.

On April 22, 2014, we issued 11,842,106 shares of our common stock in a private placement offering for gross proceeds of $45.0 million. On December 5, 2016, we issued 18,691,589 shares of common stock in a registered direct offering for gross proceeds of $100.0 million.

Shareholders' equity as of December 31, 2016 totaled approximately $215.1 million compared to approximately $113.4 million as of December 31, 2015. The book value per share of our common stock increased to $3.79 as of December 31, 2016, based upon 56,754,867 shares outstanding, from $3.00 as of December 31, 2015, based upon 37,837,003 shares outstanding at December 31, 2015. Outstanding shares are adjusted for treasury stock and deferred compensation plan shares.

Regulatory Capital Requirements

We are required to comply with certain "risk-based" capital adequacy guidelines issued by the FRB and the FDIC. The risk-based capital guidelines assign varying risk weights to the individual assets held by a bank. The guidelines also assign weights to the "credit-equivalent" amounts of certain off-balance sheet items, such as letters of credit and interest rate and currency swap contracts.

In July 2013, the federal bank regulatory agencies adopted revisions to the agencies' capital adequacy guidelines and prompt corrective action rules, which were designed to enhance such requirements and implement the revised standards of the Basel Committee on Banking Supervision, commonly referred to as Basel III. The final rules generally implemented higher minimum capital requirements, added a new common equity tier 1 capital requirement, and established criteria that instruments must meet to be considered common equity tier 1 capital, additional tier 1 capital or tier 2 capital. The new minimum capital to risk-adjusted assets requirements were a common equity tier 1 capital ratio of 4.5% (6.5% to be considered "well capitalized") and a tier 1 capital ratio of 6.0%, increased from 4.0% (and increased from 6.0% to 8.0% to be considered "well capitalized"); the total capital ratio remained at 8.0% under the new rules (10.0% to be considered "well capitalized"). Under the final capital rules that became effective on January 1, 2015, there was a requirement for a common equity Tier 1 capital conservation buffer of 2.5% of risk-weighted assets which is in addition to the other minimum risk-based capital standards in the rule. Institutions that do not maintain this required capital buffer will become subject to progressively more stringent limitations on the percentage of earnings that can be paid out in dividends or used for stock repurchases and on the payment of discretionary bonuses to senior executive management. The capital buffer requirement is being phased in over three years beginning in 2016. We have included the 0.625% increase for 2016 in our minimum capital adequacy ratios in the table below. The capital buffer requirement effectively raises the minimum required common equity Tier 1 capital ratio to 7.0%, the Tier 1 capital ratio to 8.5%, and the total capital ratio to 10.5% on a fully phased-in basis on January 1, 2019.

The risk-based capital ratios measure the adequacy of a bank's capital against the riskiness of its assets and off-balance sheet activities. Failure to maintain adequate capital is a basis for "prompt corrective action" or other regulatory enforcement action. In assessing a bank's capital adequacy, regulators also consider other factors such as interest rate risk exposure; liquidity, funding and market risks; quality and level or earnings; concentrations of credit, quality of loans and investments; risks of any nontraditional activities; effectiveness of bank policies; and management's overall ability to monitor and control risks.

Management believes that the Company and Republic met, as of December 31, 2016 and 2015, all capital adequacy requirements under the Basel III Capital Rules on a fully phased-in basis as if all such requirements were currently in effect. In the current year, the FDIC categorized Republic as well capitalized under the regulatory framework for prompt corrective action provisions of the Federal Deposit Insurance Act. There are no calculations or events since that notification which management believes would have changed Republic's category.

66

The Company and Republic's ability to maintain the required levels of capital is substantially dependent upon the success of their capital and business plans, the impact of future economic events on Republic's loan customers and Republic's ability to manage its interest rate risk, growth and other operating expenses.

The following table presents the Company's and Republic's capital regulatory ratios at December 31, 2016 and 2015:

(dollars in thousands)	Actual		Minimum Capital Adequacy		Minimum Capital Adequacy with Capital Buffer		To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio
At December 31, 2016:								
Total risk based capital								
Republic	$179,057	13.93%	$102,811	8.00%	$110,843	8.625%	$128,514	10.00%
Company	245,043	18.99%	103,226	8.00%	111,290	8.625%	-	- %
Tier one risk based capital								
Republic	169,902	13.22%	77,108	6.00%	85,140	6.625%	102,811	8.00 %
Company	235,888	18.28%	77,419	6.00%	85,484	6.625%	-	- %
CET 1 risk based capital								
Republic	169,902	13.22%	57,831	4.50%	65,863	5.125%	83,534	6.50 %
Company	214,088	16.59%	58,064	4.50%	66,129	5.125%	-	- %
Tier one leveraged capital								
Republic	169,902	9.20 %	73,843	4.00%	73,843	4.00 %	92,304	5.00 %
Company	235,888	12.74%	74,073	4.00%	74,073	4.00 %	-	- %
At December 31, 2015:								
Total risk based capital								
Republic	$138,566	12.65%	$87,617	8.00%	$-	- %	$109,521	10.00%
Company	145,089	13.19%	87,976	8.00%	-	- %	-	- %
Tier one risk based capital								
Republic	129,863	11.86%	65,712	6.00%	-	- %	87,617	8.00 %
Company	136,386	12.40%	65,982	6.00%	-	- %	-	- %
CET 1 risk based capital								
Republic	129,863	11.86%	49,284	4.50%	-	- %	71,189	6.50 %
Company	114,586	10.42%	49,487	4.50%	-	- %	-	- %
Tier one leveraged capital								
Republic	129,863	9.22 %	56,328	4.00%	-	- %	70,410	5.00 %
Company	136,386	9.65 %	56,531	4.00%	-	- %	-	- %

Liquidity

A financial institution must maintain and manage liquidity to ensure it has the ability to meet its financial obligations. These obligations include the payment of deposits on demand or at their contractual maturity; the repayment of borrowings as they mature; the payment of lease obligations as they become due; the ability to fund new and existing loans and other funding commitments; and the ability to take advantage of new business opportunities. Liquidity needs can be met by either reducing assets or increasing liabilities. Our most liquid assets consist of cash, amounts due from banks and federal funds sold.

Regulatory authorities require us to maintain certain liquidity ratios in order for funds to be available to satisfy commitments to borrowers and the demands of depositors. In response to these requirements, we have formed an asset/liability committee (ALCO), comprised of certain members of Republic's Board of Directors and senior management to monitor such ratios. The ALCO committee is responsible for managing the liquidity position and interest sensitivity. That committee's primary objective is to maximize net interest income while configuring Republic's interest-sensitive assets and liabilities to manage interest rate risk and provide adequate liquidity for projected needs. The ALCO committee meets on a quarterly basis or more frequently if deemed necessary.

Our target and actual liquidity levels are determined by comparisons of the estimated repayment and marketability of interest-earning assets with projected future outflows of deposits and other liabilities. Our most liquid assets, comprised of cash and cash equivalents on the balance sheet, totaled $34.6 million at December 31, 2016, compared to $27.1 million at December 31, 2015. Loan maturities and repayments are another source of asset liquidity. At December 31, 2016, Republic estimated that more than $55.0 million of loans would mature or repay in the six-month period ending June 30, 2017. Additionally, a significant portion of our investment securities are available to satisfy liquidity requirements through sales on the open market or by pledging as collateral to access credit facilities. At December 31, 2016, we had outstanding commitments (including unused lines of credit and letters of credit) of $221.6 million. Certificates of deposit scheduled to mature in one year totaled $65.2 million at December 31, 2016. We anticipate that we will have sufficient funds available to meet all current commitments.

Daily funding requirements have historically been satisfied by generating core deposits and certificates of deposit with competitive rates, buying federal funds or utilizing the credit facilities of the FHLB. We have established a line of credit with the FHLB of Pittsburgh. Our maximum borrowing capacity with the FHLB was $467.1 million at December 31, 2016. As of December 31, 2016, we had no outstanding borrowings with the FHLB. As of December 31, 2015, we had outstanding borrowings of $47.0 million. As of December 31, 2016, FHLB had issued letters of credit, on Republic's behalf, totaling $75.0 million against our available credit line. We also established a contingency line of credit of $10.0 million with Atlantic Community Bankers Bank ("ACBB") to assist in managing our liquidity position. We had no amounts outstanding against the ACBB line of credit at December 31, 2016 and 2015.

Variable Interest Entities

We follow the guidance under ASC 810, Consolidation, with regard to variable interest entities. ASC 810 clarifies the application of consolidation principles for certain legal entities in which voting rights are not effective in identifying the investor with the controlling financial interest. An entity is subject to consolidation under ASC 810 if the investors do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support, are unable to direct the entity's activities, or are not exposed to the entity's losses or entitled to its residual returns ("variable interest entities"). Variable interest entities within the scope of ASC 810 will be required to be consolidated by their primary beneficiary. The primary beneficiary of a variable interest entity is determined to be the party that absorbs a majority of the entity's expected losses, receives a majority of its expected returns, or both.

We do not consolidate our subsidiary trusts. ASC 810 precludes consideration of the call option embedded in the preferred securities when determining if we have the right to a majority of the trusts' expected residual returns. The non-consolidation results in the investment in the common securities of the trusts to be included in other assets with a corresponding increase in outstanding debt of $676,000. In addition, the income received on our investment in the common securities of the trusts is included in other income.

Effects of Inflation

The majority of assets and liabilities of a financial institution are monetary in nature. Therefore, a financial institution differs greatly from most commercial and industrial companies that have significant investments in fixed assets or inventories. Management believes that the most significant impact of inflation on financial results is our need and ability to react to changes in interest rates. As discussed previously, management attempts to maintain an essentially balanced position between rate sensitive assets and liabilities over a one-year time horizon in order to protect net interest income from being affected by wide interest rate fluctuations.

Item 7A: Quantitative and Qualitative Disclosure about Market Risk

See "Management Discussion and Analysis of Results of Operations and Financial Condition – Interest Rate Risk Management".

Item 8: Financial Statements and Supplementary Data

The Consolidated Financial Statements of the Company begin on page 71.

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Report of Independent Registered Public Accounting Firm

Board of Directors and Shareholders
Republic First Bancorp, Inc.
Philadelphia, Pennsylvania

We have audited the accompanying consolidated balance sheets of Republic First Bancorp, Inc. and Subsidiaries (the "Company") as of December 31, 2016 and 2015 and the related consolidated statements of income, comprehensive income (loss), cash flows, and shareholders' equity for each of the three years in the period ended December 31, 2016. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Republic First Bancorp, Inc. and Subsidiaries at December 31, 2016 and 2015, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2016, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2016, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and our report dated March 10, 2017 expressed an unqualified opinion thereon.

Harrisburg, Pennsylvania
March 10, 2017

70

Republic First Bancorp, Inc. and Subsidiaries
Consolidated Balance Sheets
December 31, 2016 and 2015
(Dollars in thousands, except per share data)

	December 31, 2016	December 31, 2015
ASSETS		
Cash and due from banks	$19,830	$13,777
Interest bearing deposits with banks	14,724	13,362
Cash and cash equivalents	34,554	27,139
Investment securities available for sale, at fair value	369,739	284,795
Investment securities held to maturity, at amortized cost (fair value of $425,183 and $171,845, respectively)	432,499	172,277
Restricted stock, at cost	1,366	3,059
Loans held for sale	28,065	3,653
Loans receivable (net of allowance for loan losses of $9,155 and $8,703, respectively)	955,817	866,066
Premises and equipment, net	57,040	46,164
Other real estate owned, net	10,174	11,313
Accrued interest receivable	5,497	4,216
Goodwill	5,011	-
Intangible asset	61	-
Other assets	24,108	20,142
Total Assets	$1,923,931	$1,438,824
LIABILITIES AND SHAREHOLDERS' EQUITY		
Liabilities		
Deposits		
Demand – non-interest bearing	$324,912	$243,695
Demand – interest bearing	605,950	381,499
Money market and savings	635,644	556,526
Time deposits	111,164	67,578
Total Deposits	1,677,670	1,249,298
Short-term borrowings	-	47,000
Accrued interest payable	444	245
Other liabilities	8,883	7,049
Subordinated debt	21,881	21,857
Total Liabilities	1,708,878	1,325,449
Shareholders' Equity		
Preferred stock, par value $0.01 per share: 10,000,000 shares authorized; no shares issued and outstanding	-	-
Common stock, par value $0.01 per share: 100,000,000 shares authorized; shares issued 57,283,712 as of December 31, 2016 and 38,365,848 as of December 31, 2015; shares outstanding 56,754,867 as of December 31, 2016 and 37,837,003 as of December 31, 2015	573	384
Additional paid in capital	253,570	152,897
Accumulated deficit	(27,888)	(32,833)
Treasury stock at cost (503,408 shares as of December 31, 2016 and December 31, 2015)	(3,725)	(3,725)

Stock held by deferred compensation plan (25,437 shares as of December 31, 2016 and December 31, 2015)	(183)	(183)
Accumulated other comprehensive loss	(7,294)	(3,165)
Total Shareholders' Equity	215,053	113,375
Total Liabilities and Shareholders' Equity	1,923,931	$1,438,824

(See notes to consolidated financial statements)

Republic First Bancorp, Inc. and Subsidiaries
Consolidated Statements of Income
For the Years Ended December 31, 2016, 2015, and 2014
(Dollars in thousands, except per share data)

	Years Ended December 31,		
	2016	2015	2014
Interest income			
Interest and fees on taxable loans	$40,827	$37,241	$34,530
Interest and fees on tax-exempt loans	960	540	339
Interest and dividends on taxable investment securities	11,264	6,792	5,053
Interest and dividends on tax-exempt investment securities	703	585	364
Interest on federal funds sold and other interest-earning assets	473	278	187
Total interest income	54,227	45,436	40,473
Interest expense			
Demand- interest bearing	2,088	1,401	888
Money market and savings	2,639	2,170	1,929
Time deposits	942	695	719
Other borrowings	1,194	1,115	1,108
Total interest expense	6,863	5,381	4,644
Net interest income	47,364	40,055	35,829
Provision for loan losses	1,557	500	900
Net interest income after provision for loan losses	45,807	39,555	34,929
Non-interest income			
Loan advisory and servicing fees	1,627	2,226	1,452
Mortgage banking income	5,062	-	-
Gain on sales of SBA loans	4,981	3,139	4,717
Service fees on deposit accounts	2,658	1,720	1,224
Legal settlements	-	2,550	-
Gain on sale of investment securities	656	108	458
Net securities impairment losses recognized in earnings	(7)	(3)	(7)
Other non-interest income	335	203	173
Total non-interest income	15,312	9,943	8,017
Non-interest expenses			
Salaries and employee benefits	28,602	22,488	20,089
Occupancy	6,109	4,929	4,247
Depreciation and amortization	3,518	3,080	2,382
Legal	459	915	1,290
Other real estate owned	2,182	4,239	1,794
Advertising	811	627	597
Data processing	2,408	1,593	1,345
Insurance	962	720	586
Professional fees	1,580	1,268	1,468
Regulatory assessments and costs	1,413	1,248	1,065
Taxes, other	366	689	616
Other operating expenses	7,883	5,295	5,071
Total non-interest expense	56,293	47,091	40,550
Income before benefit for income taxes	4,826	2,407	2,396
Benefit for income taxes	(119)	(26)	(46)
Net income	$4,945	$2,433	$2,442
Net income per share			

Basic	$0.13	$0.06	$0.07
Diluted	$0.12	$0.06	$0.07

(See notes to consolidated financial statements)

Republic First Bancorp, Inc. and Subsidiaries
Consolidated Statements of Comprehensive Income (Loss)
For the Years Ended December 31, 2016, 2015, and 2014
(Dollars in thousands)

	Years Ended December 31,		
	2016	2015	2014
Net income	$4,945	$2,433	$2,442
Other comprehensive income (loss), net of tax			
Unrealized gain (loss) on securities (pre-tax $(6,011), $(4,021) and $4,992, respectively)	(3,853)	(2,577)	3,199
Reclassification adjustment for securities gains (pre-tax $(656), $(108) and $(458), respectively)	(420)	(69)	(293)
Reclassification adjustment for impairment charge (pre-tax $7, $3 and $7, respectively)	4	2	4
Net unrealized gains (losses) on securities	(4,269)	(2,644)	2,910
Net unrealized holding losses on securities transferred from available-for-sale to held-to-maturity (pre-tax $-, $- and $(1,233), respectively)	-	-	(790)
Amortization of net unrealized holding losses during the period (pre-tax $219, $173 and $118, respectively)	140	111	76
Total other comprehensive income (loss)	(4,129)	(2,533)	2,196
Total comprehensive income (loss)	$816	$(100)	$4,638

(See notes to consolidated financial statements)

Republic First Bancorp, Inc. and Subsidiaries
Consolidated Statements of Cash Flows
For the Years Ended December 31, 2016, 2015, and 2014
(Dollars in thousands)

	2016	2015	2014
Cash flows from operating activities			
Net income	$4,945	$2,433	$2,442
Adjustments to reconcile net income to net cash provided by operating activities:			
Provision for loan losses	1,557	500	900
Loss on sale of other real estate owned	-	-	9
Write down of other real estate owned	355	3,069	1,138
Depreciation and amortization	3,518	3,080	2,382
Deferred income taxes	(380)	(84)	(142)
Stock based compensation	759	600	420
Gain on sale of investment securities	(656)	(108)	(458)
Impairment charges on investment securities	7	3	7
Amortization of premiums on investment securities	1,980	840	540
Accretion of discounts on retained SBA loans	(1,364)	(1,005)	(899)
Fair value adjustments on SBA servicing assets	1,075	14	655
Proceeds from sales of SBA loans originated for sale	58,107	32,922	51,388
SBA loans originated for sale	(53,627)	(31,760)	(43,416)
Gains on sales of SBA loans originated for sale	(4,981)	(3,139)	(4,717)
Proceeds from sales of mortgage loans originated for sale	163,414	-	-
Mortgage loans originated for sale	(161,717)	-	-
Gains on mortgage loans originated for sale	(4,737)	-	-
Amortization of intangible assets	43	-	-
Amortization of debt issuance costs	24	24	24
Increase in accrued interest receivable and other assets	(1,993)	(2,966)	(1,796)
Net (decrease) increase in accrued interest payable and other liabilities	(1,040)	213	325
Net cash provided by operating activities	5,289	4,636	8,802
Cash flows from investing activities			
Purchase of investment securities available for sale	(207,482)	(146,668)	(78,825)
Purchase of investment securities held to maturity	(294,187)	(121,402)	-
Proceeds from the sale of securities available for sale	78,585	11,707	5,700
Proceeds from the paydowns, maturity or call of securities available for sale	36,982	31,159	25,822
Proceeds from the paydowns, maturity or call of securities held to maturity	33,160	16,689	2,308
Net redemption (purchase) of restricted stock	1,693	(1,902)	413
Net increase in loans	(89,428)	(106,616)	(104,357)
Net proceeds from sale of other real estate owned	1,400	792	197
Net cash paid in acquisition	(5,913)	-	-
Premises and equipment expenditures	(14,291)	(14,214)	(14,664)
Net cash used in investing activities	(459,481)	(330,455)	(163,406)
Cash flows from financing activities			
Net proceeds from stock offering	99,175	-	44,853
Net proceeds from exercise of stock options	726	64	1
Net increase in demand, money market and savings deposits	384,786	184,859	206,163
Net increase (decrease) in time deposits	43,586	(7,791)	(3,467)
(Repayment) increase in short-term borrowings	(66,666)	47,000	-

Net cash provided by financing activities	461,607	224,132	247,550
Net increase (decrease) in cash and cash equivalents	7,415	(101,687)	92,946
Cash and cash equivalents, beginning of year	27,139	128,826	35,880
Cash and cash equivalents, end of year	$34,554	$27,139	$128,826
Supplemental disclosures			
Interest paid	$6,664	$5,401	$4,616
Income taxes paid	$190	$-	$70
Non-cash transfers from loans to other real estate owned	$616	$11,459	$1,000
Transfer of available-for-sale-securities to held-to-maturity securities	$-	$-	$70,118

(See notes to consolidated financial statements)

Republic First Bancorp, Inc. and Subsidiaries
Consolidated Statements of Changes in Shareholders' Equity
For the Years Ended December 31, 2016, 2015, and 2014
(Dollars in thousands)

	Common Stock	Additional Paid in Capital	Accumulated Deficit	Treasury Stock	Stock Held by Deferred Compensation Plan	Accumulated Other Comprehensive Loss	Total Shareholders' Equity
Balance January 1, 2014	$265	107,078	(37,708)	(3,099)	(809)	(2,828)	62,899
Net income			2,442				2,442
Other comprehensive income, net of tax						2,196	2,196
Proceeds from shares issued under common stock offering (11,842,106 shares) net of offering costs of $147	118	44,735					44,853
Stock based compensation		420					420
Options exercised (500 shares)		1					1
Transfer from deferred compensation plan to treasury stock (87,105 shares)				(626)	626		-
Balance December 31, 2014	383	152,234	(35,266)	(3,725)	(183)	(632)	112,811
Net income			2,433				2,433
Other comprehensive loss, net of tax						(2,533)	(2,533)
Stock based compensation		600					600
Options exercised (21,500 shares)	1	63					64
Balance December 31, 2015	384	152,897	(32,833)	(3,725)	(183)	(3,165)	113,375
Net income			4,945				4,945
Other comprehensive loss, net of tax						(4,129)	(4,129)
Proceeds from shares issued under common stock offering (18,691,589 shares) net of offering costs of $825	187	98,988					99,175
Stock based compensation		759					759
Stock options issued in acquisition		202					202
Options exercised (226,275 shares)	2	724					726

Balance December 31, 2016	$573	$253,570	$(27,888)	$(3,725)	$(183)	$(7,294)	$215,053

(See notes to consolidated financial statements)

1. Nature of Operations

Republic First Bancorp, Inc. (the "Company") is a one-bank holding company organized and incorporated under the laws of the Commonwealth of Pennsylvania. It is comprised of one wholly-owned subsidiary, Republic First Bank, which does business under the name of Republic Bank ("Republic"). Republic is a Pennsylvania state chartered bank that offers a variety of banking services to individuals and businesses throughout the Greater Philadelphia and South Jersey area through its offices and store locations in Philadelphia, Montgomery, Delaware, Camden, Burlington, and Gloucester Counties. On July 26, 2016, Republic entered into a purchase agreement with the owners of Oak Mortgage Company, LLC ("Oak Mortgage"), pursuant to which the owners agreed to sell to Republic all of the issued and outstanding limited liability company interests of Oak Mortgage. The transaction closed on July 28, 2016, and, as a result, Oak Mortgage became a wholly owned subsidiary of Republic on that date. Oak Mortgage is headquartered in Marlton, NJ and is licensed to do business in Pennsylvania, Delaware, New Jersey, and Florida. The Company also has three unconsolidated subsidiaries, which are statutory trusts established by the Company in connection with its sponsorship of three separate issuances of trust preferred securities.

The Company and Republic encounter vigorous competition for market share in the geographic areas they serve from bank holding companies, national, regional and other community banks, thrift institutions, credit unions and other non-bank financial organizations, such as mutual fund companies, insurance companies and brokerage companies.

The Company and Republic are subject to federal and state regulations governing virtually all aspects of their activities, including but not limited to, lines of business, liquidity, investments, the payment of dividends and others. Such regulations and the cost of adherence to such regulations can have a significant impact on earnings and financial condition.

2. Summary of Significant Accounting Policies

Basis of Presentation

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, Republic. The Company follows accounting standards set by the Financial Accounting Standards Board ("FASB"). The FASB sets accounting principles generally accepted in the United States of America ("US GAAP") that are followed to ensure consistent reporting of financial condition, results of operations, and cash flows. All material inter-company transactions have been eliminated. Events occurring subsequent to the date of the balance sheet have been evaluated for potential recognition or disclosure in the consolidated financial statements.

Risks and Uncertainties and Certain Significant Estimates

The earnings of the Company depend primarily on the earnings of Republic. The earnings of Republic are dependent primarily upon the level of net interest income, which is the difference between interest earned on its interest-earning assets, such as loans and investments, and the interest paid on its interest-bearing liabilities, such as deposits and borrowings. Accordingly, our results of operations are subject to risks and uncertainties surrounding our exposure to changes in the interest rate environment.

Prepayments on residential real estate mortgage and other fixed rate loans and mortgage-backed securities vary significantly and may cause significant fluctuations in interest margins.

The preparation of financial statements in conformity with US GAAP requires management to make significant estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Significant estimates are made by management in determining the allowance for loan losses, carrying values of other real estate owned, assessment of other than temporary impairment ("OTTI") of investment securities, fair value of financial instruments and the realization of deferred income tax assets. Consideration is given to a variety of factors in establishing these estimates.

Significant Group Concentrations of Credit Risk

Most of the Company's activities are with customers located within the Greater Philadelphia region. Note 3 – Investment Securities discusses the types of investment securities that the Company invests in. Note 4 – Loans Receivable discusses the types of lending that the Company engages in as well as loan concentrations. The Company does not have a significant concentration of credit risk with any one customer.

Cash and Cash Equivalents

For purposes of the statements of cash flows, the Company considers all cash and due from banks, interest-bearing deposits with an original maturity of ninety days or less and federal funds sold, maturing in ninety days or less, to be cash and cash equivalents.

Restrictions on Cash and Due from Banks

Republic is required to maintain certain average reserve balances as established by the Federal Reserve Board. The amounts of those balances for the reserve computation periods that include December 31, 2016 and 2015 were approximately $23.3 million and $10.8 million, respectively. These requirements were satisfied through the restriction of vault cash and a balance at the Federal Reserve Bank of Philadelphia.

Investment Securities

Held to Maturity – Certain debt securities that management has the positive intent and ability to hold until maturity are classified as held to maturity and are carried at their remaining unpaid principal balances, net of unamortized premiums or unaccreted discounts. Premiums are amortized and discounts are accreted using the interest method over the estimated remaining term of the underlying security.

Available for Sale – Debt and equity securities that will be held for indefinite periods of time, including securities that may be sold in response to changes in market interest or prepayment rates, needs for liquidity, and changes in the availability of and in the yield of alternative investments, are classified as available for sale. These assets are carried at fair value. Unrealized gains and losses are excluded from operations and are reported net of tax as a separate component of other comprehensive income until realized. Realized gains and losses on the sale of investment securities are reported in the consolidated statements of operations and determined using the adjusted cost of the specific security sold on the trade date.

Investment securities are evaluated on at least a quarterly basis, and more frequently when market conditions warrant such an evaluation, to determine whether a decline in their value is other-than-temporary. To determine whether a loss in value is other-than-temporary, management utilizes criteria such as the reasons underlying the decline, the magnitude and duration of the decline, the intent to hold the security and the likelihood of the Company not being required to sell the security prior to an anticipated recovery in the fair value. The term "other-than-temporary" is not intended to indicate that the decline is permanent, but indicates that the prospects for a near-term recovery of value is not necessarily favorable, or that there is a lack of evidence to support a realizable value equal to or greater than the carrying value of the investment. Once a decline in value is determined to be other-than-temporary, the portion of the decline related to credit impairment is charged to earnings. Impairment charges on bank pooled trust preferred securities of $7,000, $3,000, and $7,000 were recognized during the years ended December 31, 2016, 2015, and 2014, respectively, as a result of estimated other-than-temporary impairment.

Restricted Stock

Restricted stock, which represents a required investment in the capital stock of correspondent banks related to available credit facilities, was carried at cost as of December 31, 2016 and 2015. As of those dates, restricted stock consisted of investments in the capital stock of the FHLB of Pittsburgh and Atlantic Community Bankers Bank ("ACBB"). The required investment in the capital stock of the FHLB is calculated based on outstanding loan balances and open credit facilities with the FHLB. Excess investments are returned to Republic on a quarterly basis.

At December 31, 2016 and December 31, 2015, the investment in FHLB stock totaled $1.2 million and $2.9 million, respectively. The decrease was due to a short-term borrowing from FHLB at December 31, 2015 which resulted in a higher required investment as of that date. At both December 31, 2016 and December 31, 2015, ACBB stock totaled $143,000.

Mortgage Banking Activities and Mortgage Loans Held for Sale

Loans held for sale are originated and held until sold to permanent investors. On July 28, 2016, management elected to adopt the fair value option in accordance with FASB Accounting Standards Codification ("ASC") 820, Fair Value Measurements and Disclosures, and record loans held for sale at fair value.

Loans held for sale originated on or subsequent to the election of the fair value option, are recorded on the balance sheet at fair value. The fair value is determined on a recurring basis by utilizing quoted prices from dealers in such securities. Gains and losses on loan sales are recorded in non-interest income and direct loan origination costs are recognized when incurred and are included in non-interest expense in the statements of income.

Interest Rate Lock Commitments

Mortgage loan commitments known as interest rate locks that relate to the origination of a mortgage that will be held for sale upon funding are considered derivative instruments under the derivatives and hedging accounting guidance FASB ASC 815, Derivatives and Hedging. Loan commitments that are derivatives are recognized at fair value on the balance sheet as other assets and as other liabilities with changes in their fair values recorded as mortgage banking income in non-interest income in the statements of income. Outstanding IRLCs are subject to interest rate risk and related price risk during the period from the date of issuance through the date of loan funding, cancellation or expiration. Loan commitments generally range between 30 and 90 days; however, the borrower is not obligated to obtain the loan. Republic is subject to fallout risk related to IRLCs, which is realized if approved borrowers choose not to close on the loans within the terms of the IRLCs. Republic uses best efforts commitments to substantially eliminate these risks. The valuation of the IRLCs issued by Republic includes the value of the servicing released premium. Republic sells loans servicing released, and the servicing released premium is included in the market price.

See Note 24 Derivatives and Risk Management Activities.

Forward Loan Sale Commitments

Forward loan sale commitments are commitments to sell individual mortgage loans at a fixed price to an investor at a future date. Forward loan sale commitments are accounted for as derivatives and carried at fair value, determined as the amount that would be necessary to settle the derivative financial instrument at the balance sheet date. Gross derivative assets and liabilities are recorded as other assets and other liabilities with changes in fair value during the period recorded as mortgage banking income in non-interest income in the statements of income.

Goodwill

Goodwill represents the excess of cost over the identifiable net assets of businesses acquired. Goodwill is recognized as an asset and is to be reviewed for impairment annually as of July 31 and between annual tests when events and circumstances indicate that impairment may have occurred. Impairment is a condition that exists when the carrying amount of goodwill exceeds its implied fair value. A qualitative factor test can be performed to determine whether it is necessary to perform the two-step quantitative goodwill impairment test. If the results of the qualitative review indicate that it is unlikely (less than 50% probability) that the carrying value of the reporting unit exceeds its fair value, no further evaluation needs to be performed. There was $5.0 million of goodwill at December 31, 2016 and $0 at December 31, 2015.

Loans Receivable

The loans receivable portfolio is segmented into commercial and industrial loans, commercial real estate loans, owner occupied real estate loans, construction and land development loans, consumer and other loans, and residential mortgages. Consumer loans consist of home equity loans and other consumer loans.

Commercial and industrial loans are underwritten after evaluating historical and projected profitability and cash flow to determine the borrower's ability to repay their obligation as agreed. Commercial and industrial loans are made primarily based on the identified cash flow of the borrower and secondarily on the underlying collateral supporting the loan facility. Accordingly, the repayment of a commercial and industrial loan depends primarily on the creditworthiness of the borrower (and any guarantors), while liquidation of collateral is a secondary and often insufficient source of repayment.

Commercial real estate and owner occupied real estate loans are subject to the underwriting standards and processes similar to commercial and industrial loans, in addition to those underwriting standards for real estate loans. These loans are viewed primarily as cash flow dependent and secondarily as loans secured by real estate. Repayment of these loans is generally dependent upon the successful operation of the property securing the loan or the principal business conducted on the property securing the loan. In addition, the underwriting considers the amount of the principal advanced relative to the property value. Commercial real estate and owner occupied real estate loans may be adversely affected by conditions in the real estate markets or the economy in general. Management monitors and evaluates commercial real estate and owner occupied real estate loans based on cash flow estimates, collateral and risk-rating criteria. The Company also utilizes third-party experts to provide environmental and market valuations. Substantial effort is required to underwrite, monitor and evaluate commercial real estate and owner occupied real estate loans.

Construction and land development loans are underwritten based upon a financial analysis of the developers and property owners and construction cost estimates, in addition to independent appraisal valuations. These loans will rely on the value associated with the project upon completion. These cost and valuation amounts used are estimates and may be inaccurate. Construction loans generally involve the disbursement of substantial funds over a short period of time with repayment substantially dependent upon the success of the completed project. Sources of repayment of these loans would be permanent financing upon completion or sales of developed property. These loans are closely monitored by onsite inspections and are considered to be of a higher risk than other real estate loans due to their ultimate repayment being sensitive to general economic conditions, availability of long-term financing, interest rate sensitivity, and governmental regulation of real property.

Consumer and other loans consist of home equity loans and lines of credit and other loans to individuals originated through the Company's retail network, which are typically secured by personal property or unsecured. Home equity loans and lines of credit often carry additional risk as a result of typically being in a second position or lower in the event collateral is liquidated. Consumer loans have may also have greater credit risk because of the difference in the underlying collateral, if any. The application of various federal and state bankruptcy and insolvency laws may limit the amount that can be recovered on such loans.

Residential mortgage loans are secured by one to four family dwelling units. This group consists of first mortgages and are originated at loan to value ratios of 80% or less.

Loans that management has the intent and ability to hold for the foreseeable future or until maturity or payoff are stated at the amount of unpaid principal, reduced by unearned income and an allowance for loan losses. Interest on loans is calculated based upon the principal amounts outstanding. The Company defers and amortizes certain origination and commitment fees, and certain direct loan origination costs over the contractual life of the related loan. This results in an adjustment of the related loans yield.

The Company accounts for amortization of premiums and accretion of discounts related to loans purchased based upon the effective interest method. If a loan prepays in full before the contractual maturity date, any unamortized premiums, discounts or fees are recognized immediately as an adjustment to interest income.

Loans are generally classified as non-accrual if they are past due as to maturity or payment of principal or interest for a period of more than 90 days, unless such loans are well-secured and in the process of collection. Loans that are on a current payment status or past due less than 90 days may also be classified as non-accrual if repayment in full of principal and/or interest is in doubt. Loans may be returned to accrual status when all principal and interest amounts contractually due are reasonably assured of repayment within an acceptable period of time, and there is a sustained period of repayment performance of interest and principal by the borrower, in accordance with the contractual terms. Generally, in the case of non-accrual loans, cash received is applied to reduce the principal outstanding.

Allowance for Credit Losses

The allowance for credit losses consists of the allowance for loan losses and the reserve for unfunded lending commitments. The allowance for loan losses represents management's estimate of losses inherent in the loan portfolio as of the balance sheet date and is recorded as a reduction to loans. The reserve for unfunded lending commitments would represent management's estimate of losses inherent in its unfunded loan commitments and would be recorded in other liabilities on the consolidated balance sheet, if necessary. The allowance for credit losses is established through a provision for loan losses charged to operations. Loans are charged against the allowance when management believes that the collectability of the loan principal is unlikely. Recoveries on loans previously charged off are credited to the allowance.

The allowance for credit losses is an amount that represents management's estimate of known and inherent losses related to the loan portfolio and unfunded loan commitments. Because the allowance for credit losses is dependent, to a great extent, on the general economy and other conditions that may be beyond Republic's control, the estimate of the allowance for credit losses could differ materially in the near term.

The allowance consists of specific, general and unallocated components. The specific component relates to loans that are categorized as impaired. For such 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-classified loans and is based on historical loss experience adjusted for several qualitative factors. An unallocated component is maintained to cover uncertainties that could affect management's estimate of probable losses. The unallocated component of the allowance reflects the margin of imprecision inherent in the underlying assumptions used in the methodologies for estimating specific and general losses in the portfolio. All identified losses are immediately charged off and therefore no portion of the allowance for loan losses is restricted to any individual loan or group of loans, and the entire allowance is available to absorb any and all loan losses.

In estimating the allowance for credit losses, management considers current economic conditions, past loss experience, diversification of the loan portfolio, delinquency statistics, results of internal loan reviews and regulatory examinations, borrowers' perceived financial and managerial strengths, the adequacy of underlying collateral, if collateral dependent, or present value of future cash flows, and other relevant and qualitative risk factors. These qualitative risk factors include:

1) Lending policies and procedures, including underwriting standards and collection, charge-off and recovery practices.
2) National, regional and local economic and business conditions as well as the condition of various segments.
3) Nature and volume of the portfolio and terms of loans.
4) Experience, ability and depth of lending management and staff.
5) Volume and severity of past due, classified and nonaccrual loans as well as other loan modifications.
6) Quality of the Company's loan review system, and the degree of oversight by the Company's Board of Directors.
7) Existence and effect of any concentration of credit and changes in the level of such concentrations.
8) Effect of external factors, such as competition and legal and regulatory requirements.

Each factor is assigned a value to reflect improving, stable or declining conditions based on management's best judgment using relevant information available at the time of the evaluation. Adjustments to the factors are supported through documentation of changes in conditions in a narrative accompanying the allowance for loan loss calculation.

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 and the probability of collecting scheduled principal and interest payments when due. 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 the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, and the borrower's prior payment record. Impairment is measured on a loan-by-loan basis for commercial and construction loans by 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.

An allowance for loan losses is established for an impaired loan if its carrying value exceeds its estimated fair value. The estimated fair values of substantially all of the Company's impaired loans are measured based on the estimated fair value of the loan's collateral.

For commercial loans secured by real estate, estimated fair values are determined primarily through third-party appraisals. When a real estate secured loan becomes impaired, a decision is made regarding whether an updated certified appraisal of the real estate is necessary. This decision is based on various considerations, including the age of the most recent appraisal, the loan-to-value ratio based on the original appraisal and the condition of the property. Appraised values are discounted to arrive at the estimated selling price of the collateral, which is considered to be the estimated fair value. The discounts also include estimated costs to sell the property.

For commercial and industrial loans secured by non-real estate collateral, such as accounts receivable, inventory and equipment, estimated fair values are determined based on the borrower's financial statements, inventory reports, accounts receivable agings or equipment appraisals or invoices. Indications of value from these sources are generally discounted based on the age of the financial information or the quality of the assets.

Large groups of smaller balance homogeneous loans are collectively evaluated for impairment. Accordingly, the Company does not separately identify individual residential mortgage loans, home equity loans and other consumer loans for impairment disclosures, unless such loans are the subject of a troubled debt restructuring agreement.

Loans whose terms are modified are classified as troubled debt restructurings if the Company grants such borrowers concessions and it is deemed that those borrowers are experiencing financial difficulty. Concessions granted under a troubled debt restructuring generally involve a temporary reduction in interest rate or an extension of a loan's stated maturity date. Non-accrual troubled debt restructurings are restored to accrual status if principal and interest payments, under the modified terms, are current for six consecutive months after modification. Loans classified as troubled debt restructurings are designated as impaired.

The allowance calculation methodology includes further segregation of loan classes into risk rating categories. The borrower's overall financial condition, repayment sources, guarantors and value of collateral, if appropriate, are evaluated annually for commercial loans or when credit deficiencies arise, such as delinquent loan payments, for commercial and consumer loans. Credit quality risk ratings include regulatory classifications of special mention, substandard, doubtful and loss. Loans classified special mention have potential weaknesses that deserve management's close attention. If uncorrected, the potential weaknesses may result in deterioration of the repayment prospects. Loans classified substandard have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They include loans that are inadequately protected by the current sound net worth and paying capacity of the obligor or of the collateral pledged, if any. Loans classified doubtful have all the weaknesses inherent in loans classified substandard with the added characteristic that collection or liquidation in full, on the basis of current conditions and facts, is highly improbable. Loans classified as a loss are considered uncollectible and are charged to the allowance for loan losses. Loans not classified are rated pass.

In addition, federal and state regulatory agencies, as an integral part of their examination process, periodically review the Company's allowance for loan losses and may require the Company to recognize additions to the allowance based on their judgments about information available to them at the time of their examination, which may not be currently available to management. Based on management's comprehensive analysis of the loan portfolio, management believes the current level of the allowance for loan losses is adequate.

Transfers of Financial Assets

The Company accounts for the transfers and servicing financial assets in accordance with ASC 860, Accounting for Transfers and Servicing of Financial Assets and Extinguishment of Liabilities. ASC 860, revises the standards for accounting for the securitizations and other transfers of financial assets and collateral.

Transfers of financial assets are accounted for as sales, when control over the assets has been surrendered. Control over transferred assets is deemed to be surrendered when (1) the assets have been isolated from the Company, (2) the transferee obtains the right (free of conditions that constrain it from taking advantage of that right) to pledge or exchange the transferred assets, and (3) the Company does not maintain effective control over the transferred assets through an agreement to repurchase them before their maturity.

A servicing asset related to SBA loans is initially recorded when these loans are sold and the servicing rights are retained. The servicing asset is recorded on the balance sheet and included in other assets. An updated fair value of the servicing asset is obtained from an independent third party on a quarterly basis and any necessary adjustments are included in loan advisory and servicing fees on the statement of operations. The valuation begins with the projection of future cash flows for each asset based on their unique characteristics, our market-based assumptions for prepayment speeds and estimated losses and recoveries. The present value of the future cash flows are then calculated utilizing our market-based discount ratio assumptions. In all cases, we model expected payments for every loan for each quarterly period in order to create the most detailed cash flow stream possible.

The Company uses various assumptions and estimates in determining the impairment of the SBA servicing asset. These assumptions include prepayment speeds and discount rates commensurate with the risks involved and comparable to assumptions used by participants to value and bid serving rights available for sale in the market.

For more information on the SBA servicing asset including the sensitivity of the current fair value of the SBA loan servicing rights to adverse changes in key assumptions, see Note 15 – Fair Value Measurements and Fair Values of Financial Instruments.

SBA Loans Held for Sale

Loans held for sale consist of the guaranteed portion of SBA loans that the Company intends to sell after origination and are reflected at the lower of aggregate cost or fair value. When the sale of the loan occurs, the premium received is combined with the estimated present value of future cash flows on the related servicing asset and recorded as a Gain on the Sale of SBA loans which is categorized as non-interest income. Subsequent fees collected for servicing of the sold portion of a loan are combined with fair value adjustments to the SBA servicing asset and recorded as a net amount in Loan Advisory and Servicing Fees, which is also categorized as non-interest income.

Guarantees

The Company accounts for guarantees in accordance with ASC 815 Guarantor's Accounting and Disclosure Requirements for Guarantees, including Indirect Guarantees of Indebtedness of Others. ASC 815 requires a guarantor entity, at the inception of a guarantee covered by the measurement provisions of the interpretation, to record a liability for the fair value of the obligation undertaken in issuing the guarantee. The Company has financial and performance letters of credit. Financial letters of credit require the Company to make payment if the customer's financial condition deteriorates, as defined in the agreements. Performance letters of credit require the Company to make payments if the customer fails to perform certain non-financial contractual obligations. The maximum potential undiscounted amount of future payments of these letters of credit as of December 31, 2016 is $5.7 million and they expire as follows: $5.2 million in 2017, $124,000 in 2018, and $311,000 in 2019. Amounts due under these letters of credit would be reduced by any proceeds that the Company would be able to obtain in liquidating the collateral for the loans, which varies depending on the customer. There was no liability for guarantees under standby letters of credit as of December 31, 2016 and December 31, 2015.

Premises and Equipment

Premises and equipment (including land) are stated at cost less accumulated depreciation and amortization. Depreciation of furniture and equipment is calculated over the estimated useful life of the asset using the straight-line method for financial reporting purposes, and accelerated methods for income tax purposes. The estimated useful lives are 40 years for buildings and 3 to 13 years for furniture, fixtures and equipment. Leasehold improvements are amortized over the shorter of their estimated useful lives or terms of their respective leases, which range from 1 to 30 years. Repairs and maintenance are charged to current operations as incurred, and renewals and major improvements are capitalized.

Other Real Estate Owned

Other real estate owned consists of assets acquired through, or in lieu of, loan foreclosure. They are held for sale and are initially recorded at fair value less cost 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 the cost to sell. Revenue and expenses from operations and changes in the valuation allowance are included in net expenses from other real estate owned.

Advertising Costs

It is the Company's policy to expense advertising costs in the period in which they are incurred.

Income Taxes

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 the evidence available, it is more likely than not that some portion or all of a deferred tax asset will not be realized.

The Company accounts for uncertain tax positions 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.

The Company recognizes interest and penalties on income taxes, if any, as a component of the provision for income taxes.

Stock Based Compensation

The Company has a Stock Option and Restricted Stock Plan ("the 2005 Plan"), under which the Company granted options, restricted stock or stock appreciation rights to the Company's employees, directors, and certain consultants. The 2005 Plan initially became effective on November 14, 1995, and was amended and approved at the Company's 2005 annual meeting of shareholders. Under the terms of the 2005 Plan, 1.5 million shares of common stock, plus an annual increase equal to the number of shares needed to restore the maximum number of shares that could be available for grant under the 2005 Plan to 1.5 million shares, were available for such grants. As of December 31, 2016, the only grants under the 2005 Plan were option grants. The 2005 Plan provided that the exercise price of each option granted equaled the market price of the Company's stock on the date of the grant. Options granted pursuant to the 2005 Plan vest within one to four years and have a maximum term of 10 years. The 2005 Plan terminated on November 14, 2015 in accordance with the terms and conditions specified in the Plan agreement.

On April 29, 2014 the Company's shareholders approved the 2014 Republic First Bancorp, Inc. Equity Incentive Plan (the "2014 Plan"), under which the Company may grant options, restricted stock, stock units, or stock appreciation rights to the Company's employees, directors, independent contractors, and consultants. Under the terms of the 2014 Plan, 2.6 million shares of common stock, plus an annual adjustment to be no less than 10% of the outstanding shares or such lower number as the Board of Directors may determine, are available for such grants. At December 31, 2016, the maximum number of shares of common shares issuable under the 2014 Plan was 5.9 million.

Earnings Per Share

Earnings per share ("EPS") consists of two separate components, basic EPS and diluted EPS. Basic EPS is computed by dividing net income by the weighted average number of common shares outstanding for each period presented. Diluted EPS is calculated by dividing net income by the weighted average number of common shares outstanding plus dilutive common stock equivalents ("CSE"). CSEs consist of dilutive stock options granted through the Company's stock option plans and convertible securities related to trust preferred securities issued in 2008. In the diluted EPS computation, the after tax interest expense on the trust preferred securities issuance is added back to the net income. In 2016, 2015, and 2014, the effect of CSEs (convertible securities related to the trust preferred securities only) and the related add back of after tax interest expense was considered anti-dilutive and therefore was not included in the EPS calculations.

The calculation of EPS for the years ended December 31, 2016, 2015, and 2014 is as follows:

(dollars in thousands, except per share amounts)	2016	2015	2014
Net income - basic and diluted	$4,945	$2,433	$2,442
Weighted average shares outstanding	39,281	37,818	34,232
Net income per share – basic	$0.13	$0.06	$0.07
Weighted average shares outstanding (including dilutive CSEs)	39,865	38,094	34,591
Net income per share – diluted	$0.12	$0.06	$0.07

The following is a summary of securities that could potentially dilute basic earnings per common share in future periods that were not included in the computation of diluted earnings per common share because to do so would have been anti-dilutive for the periods presented.

(in thousands)	2016	2015	2014
Anti-dilutive securities			
Share based compensation awards	1,747	1,671	1,136
Convertible securities	1,662	1,662	1,662
Total anti-dilutive securities	3,409	3,333	2,798

Comprehensive Income / (Loss)

The Company presents as a component of comprehensive income (loss) the amounts from transactions and other events, which currently are excluded from the consolidated statements of operations and are recorded directly to shareholders' equity. These amounts consist of unrealized holding gains (losses) on available for sale securities and amortization of unrealized holding losses on available-for-sale securities transferred to held-to-maturity.

Trust Preferred Securities

The Company has sponsored three outstanding issues of corporation-obligated mandatorily redeemable capital securities of a subsidiary trust holding solely junior subordinated debentures of the corporation, more commonly known as trust preferred securities. The subsidiary trusts are not consolidated with the Company for financial reporting purposes. The purpose of the issuances of these securities was to increase capital. The trust preferred securities qualify as Tier 1 capital for regulatory purposes in amounts up to 25% of total Tier 1 capital. See Note 7 "Borrowings" for further information regarding the issuances.

Variable Interest Entities

The Company follows the guidance under ASC 810, Consolidation, with regard to variable interest entities. ASC 810 clarifies the application of consolidation principles for certain legal entities in which voting rights are not effective in identifying the investor with the controlling financial interest. An entity is subject to consolidation under ASC 810 if the investors do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support, are unable to direct the entity's activities, or are not exposed to the entity's losses or entitled to its residual returns ("variable interest entities"). Variable interest entities within the scope of ASC 810 will be required to be consolidated by their primary beneficiary. The primary beneficiary of a variable interest entity is determined to be the party that absorbs a majority of the entity's expected losses, receives a majority of its expected returns, or both.

The Company does not consolidate its subsidiary trusts. ASC 810 precludes consideration of the call option embedded in the preferred securities when determining if the Company has the right to a majority of the trusts' expected residual returns. The non-consolidation results in the investment in the common securities of the trusts to be included in other assets with a corresponding increase in outstanding debt of $676,000. In addition, the income received on the Company's investment in the common securities of the trusts is included in other income.

Treasury Stock

Common stock purchased for treasury is recorded at cost.

Recent Accounting Pronouncements

ASU 2014-09

In May 2014, the FASB issued ASU 2014-09, "Revenue from Contracts with Customers (Topic 660): Summary and Amendments that Create Revenue from Contracts with Customers (Topic 606) and Other Assets and Deferred Costs – Contracts with Customers (Subtopic 340-40)." The purpose of this guidance is to clarify the principles for recognizing revenue. The guidance in this update supersedes the revenue recognition requirements in ASC Topic 605, Revenue Recognition, and most industry-specific guidance throughout the industry topics of the codification. For public companies, early adoption of the update will be effective for interim and annual periods beginning after December 15, 2016. For public companies that elect to defer the update, adoption will be effective for interim and annual periods beginning after December 15, 2017. The Company expects that the most significant impact related to the standard's expected disclosure requirements will be the disaggregation of revenue. The Company is currently assessing the impact that this guidance will have on its consolidated financial statements, but does not expect a material impact. In August 2015, the FASB issued ASU 2015-14, Revenue from Contracts with The Company (Topic 606): Deferral of the Effective Date. The guidance in this ASU is now effective for annual reporting periods beginning after December 15, 2017, including interim reporting periods within that reporting period. The Company has evaluated this ASU and it does not have a significant impact on its financial condition or results of operations.

ASU 2015-14

In August 2015, the FASB issued ASU 2015-14, Revenue from Contracts with Customers: Deferral of the Effective Date. The guidance in this ASU is now effective for annual reporting periods beginning after December 15, 2017, including interim reporting periods within that reporting period. The Company has evaluated this ASU and it does not have a significant impact on its financial condition or results of operations.

ASU 2015-16

In September 2015, the FASB issued ASU 2015-16, Simplifying the Accounting for Measurement-Period Adjustments. To simplify the accounting for adjustments made to provisional amounts recognized in a business combination, the guidance in this ASU eliminates the requirement to retrospectively account for those adjustments and requires an entity to present separately on the face of the income statement or disclose in the notes the portion of the amount recorded in current-period earnings by line item that would have been recorded in previous reporting periods if the adjustment to the provisional amounts had been recognized as of the acquisition date. The guidance in this ASU was effective for fiscal years beginning after December 15, 2015, including interim periods within those fiscal years and should be applied prospectively to adjustment to provisional amounts that occur after the effective date of this ASU. The adoption of this ASU did not have an impact on the Company's financial condition or results of operations.

ASU 2016-01

In January 2016, the FASB issued Accounting Standards Update ("ASU") No. 2016-01, Financial Instruments - Overall. The guidance in this ASU among other things, (1) requires equity investments with certain exceptions, to be measured at fair value with changes in fair value recognized in net income, (2) simplifies the impairment assessment of equity investments without readily determinable fair values by requiring a qualitative assessment to identify impairment, (3) eliminates the requirement for public businesses entities to disclose the methods and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost on the balance sheet, (4) requires public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes, (5) requires an entity to present separately in other comprehensive income the portion of the change in fair value of a liability resulting from a change in the instrument-specific credit risk when the entity has elected to measure the liability at fair value in accordance with the fair value option for financial instruments, (6) requires separate presentation of financial assets and financial liabilities by measurement category and form of financial asset on the balance sheet or the accompanying notes to the financial statements and (7) clarifies that an entity should evaluate the need for a valuation allowance on a deferred tax asset related to available-for-sale securities. The guidance in this ASU is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. The Company has evaluated this ASU and it does not have a significant impact on its financial condition or results of operations.

ASU 2016-02

In February 2016, the FASB issued Accounting Standards Update ("ASU") No. 2016-02, Leases. From the Republic perspective, the new standard establishes a right-of-use (ROU) model that requires a lessee to record a ROU asset and a lease liability on the balance sheet for all leases with terms longer than 12 months. Leases will be classified as either finance or operating, with classification affecting the pattern of expense recognition in the income statement for lessees. From the landlord perspective, the new standard requires a lessor to classify leases as either sales-type, finance or operating. A lease will be treated as a sale if it transfers all of the risks and rewards, as well as control of the underlying asset, to the lessee. If risks and rewards are conveyed without the transfer of control, the lease is treated as a financing. If the lessor doesn't convey risks and rewards or control, an operating lease results. The new standard is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. A modified retrospective transition approach is required for lessees for capital and operating leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements, with certain practical expedients available. A modified retrospective transition approach is required for lessors for sales-type, direct financing, and operating leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements, with certain practical expedients available. After evaluating the impact of the pending adoption of the new standard on its consolidated financial statements, the Company expects an increase of assets and liabilities on the Company's books.

ASU 2016-09

In March 2016, the FASB issued Accounting Standards Update ("ASU") No. 2016-09, Compensation – Stock Compensation: Improvements to Employee Share-Based Payment Accounting. ASU 2016-09 will amend current guidance such that all excess tax benefits and tax deficiencies related to share-based payment awards will be recognized as income tax expense or benefit in the income statement during the period in which they occur. Additionally, excess tax benefits will be classified along with other income tax cash flows as an operating activity rather than a financing activity. ASU 2016-09 also provides that any entity can make an entity-wide accounting policy election to either estimate the number of awards that are expected to vest, which is the current requirement, or account for forfeitures when they occur. ASU 2016-09 will be effective January 1, 2017 and it does not have a significant impact on our financial statements.

ASU 2016-13

In June 2016, the FASB issued ASU 2016-13, Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments. The ASU requires an organization to measure all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions, and reasonable and supportable forecasts. Financial institutions and other organizations will now use forward-looking information to better inform their credit loss estimates. Many of the loss estimation techniques applied today will still be permitted, although the inputs to those techniques will change to reflect the full amount of expected credit losses. Additionally, the ASU amends the accounting for credit losses on available-for-sale debt securities and purchased financial assets with credit deterioration. For the Company, this update will be effective for interim and annual periods beginning after December 15, 2019. The Company has not yet determined the impact the adoption of ASU 2016-13 will have on the consolidated financial statements.

ASU 2016-15

In August 2016, the FASB issued ASU 2016-15, Statement of Cash Flows (Topic 230). The ASU addresses classification of certain cash receipts and cash payments in the statement of cash flows. The new guidance is effective on January 1, 2018, on a retrospective basis, with early adoption permitted. This new accounting guidance will result in some changes in classification in the Consolidated Statement of Cash Flows, which the Company does not expect will be significant, and will not have any impact on the consolidated financial statements.

ASU-2017-01

In January 2017, the FASB issued ASU 2017-01, Business Combinations (Topic 805). The ASU clarifies the definition of a business in ASC 805. The FASB issued the ASU in response to stakeholder feedback that the definition of a business in ASC 805 is being applied too broadly. In addition, stakeholders said that analyzing transactions under the current definition is difficult and costly. Concerns about the definition of a business were among the primary issues raised in connection with the Financial Accounting Foundation's post-implementation review report on FASB Statement No. 141(R), Business Combinations (codified in ASC 805). The amendments in the ASU are intended to make application of the guidance more consistent and cost-efficient. The ASU is effective for public business entities in annual periods beginning after December 15, 2017, including interim periods therein. For all other entities, the ASU is effective in annual periods beginning after December 15, 2018, and interim periods within annual periods beginning after December 15, 2019. The ASU must be applied prospectively on or after the effective date, and no disclosures for a change in accounting principle are required at transition. Early adoption is permitted for transactions (i.e., acquisitions or dispositions) that occurred before the issuance date or effective date of the standard if the transactions were not reported in financial statements that have been issued or made available for issuance. The Company has not yet determined the impact the adoption of ASU 2017-01 will have on the consolidated financial statements.

ASU 2017-04

In January 2017, the FASB issued ASU 2017-04, Simplifying the Test For Goodwill Impairment. The ASU simplifies the accounting for goodwill impairments by eliminating step 2 from the goodwill impairment test. Instead, if "the carrying amount of a reporting unit exceeds its fair value, an impairment loss shall be recognized in an amount equal to that excess, limited to the total amount of goodwill allocated to that reporting unit." For public business entities that are SEC filers, the ASU is effective for annual and any interim impairment tests for periods beginning after December 15, 2019. The Company has not yet determined the impact the adoption of ASU 2017-04 will have on the consolidated financial statements.

Reclassifications

Certain reclassifications have been made to 2015 and 2014 information to conform to the 2016 presentation. The reclassifications had no effect on results of operations or shareholders' equity. Included in the reclassifications are $595,000 and $619,000 of deferred debt issuance costs from "Other assets" to "Subordinated debt" at December 31, 2016 and December 31, 2015, respectively, as a result of the adoption of ASU 2015-03.

3. Investment Securities

A summary of the amortized cost and market value of securities available for sale and securities held to maturity at December 31, 2016 and 2015 is as follows:

	At December 31, 2016			
(dollars in thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Collateralized mortgage obligations	$230,252	$ 145	$ (5,632)	$224,765
Agency mortgage-backed securities	37,973	32	(1,295)	36,710
Municipal securities	26,825	151	(429)	26,547
Corporate bonds	66,718	8	(1,978)	64,748
Asset-backed securities	15,565	-	(416)	15,149
Trust preferred securities	3,063	-	(1,243)	1,820
Total securities available for sale	$380,396	$ 336	$ (10,993)	$369,739
U.S. Government agencies	$98,538	$ 8	$ (2,238)	$96,308
Collateralized mortgage obligations	202,990	793	(2,553)	201,230
Agency mortgage-backed securities	129,951	1	(3,327)	126,625
Other securities	1,020	-	-	1,020
Total securities held to maturity	$432,499	$ 802	$ (8,118)	$425,183

	At December 31, 2015			
(dollars in thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Collateralized mortgage obligations	$180,795	$ 523	$ (3,173)	$178,145
Agency mortgage-backed securities	10,073	176	(78)	10,171
Municipal securities	22,814	562	(32)	23,344
Corporate bonds	54,294	135	(300)	54,129
Asset-backed securities	17,631	-	(626)	17,005
Trust preferred securities	3,070	-	(1,187)	1,883
Other securities	115	3	-	118
Total securities available for sale	$288,792	$ 1,399	$ (5,396)	$284,795
U.S. Government agencies	$17,067	$ 39	$ (72)	$17,034
Collateralized mortgage obligations	146,458	402	(780)	146,080
Agency mortgage-backed securities	7,732	-	(21)	7,711
Other securities	1,020	-	-	1,020
Total securities held to maturity	$172,277	$ 441	$ (873)	$171,845

The following table presents investment securities by stated maturity at December 31, 2016. Collateralized mortgage obligations and agency mortgage-backed securities have expected maturities that differ from contractual maturities because borrowers have the right to call or prepay and, therefore, these securities are classified separately with no specific maturity date.

	Available for Sale		Held to Maturity	
	Amortized	Fair	Amortized	Fair
(dollars in thousands)	Cost	Value	Cost	Value
Due in 1 year or less	$1,000	$1,002	$-	$-
After 1 year to 5 years	19,693	19,491	4,646	4,606
After 5 years to 10 years	66,007	63,587	94,912	92,722
After 10 years	25,471	24,184	-	-
Collateralized mortgage obligations	230,252	224,765	202,990	201,230
Agency mortgage-backed securities	37,973	36,710	129,951	126,625
Total	$380,396	$369,739	$432,499	$425,183

Expected maturities will differ from contractual maturities because borrowers have the right to call or prepay obligations with or without prepayment penalties.
The Company's investment securities portfolio consists primarily of debt securities issued by U.S. government agencies, U.S. government-sponsored agencies, state governments, local municipalities and certain corporate entities. There were no private label mortgage-backed securities ("MBS") or collateralized mortgage obligations ("CMO") held in the investment securities portfolio as of December 31, 2016 and December 31, 2015. There were also no MBS or CMO securities that were rated "Alt-A" or "sub-prime" as of those dates.

The fair value of investment securities is impacted by interest rates, credit spreads, market volatility and liquidity conditions. Net unrealized gains and losses in the available for sale portfolio are included in shareholders' equity as a component of accumulated other comprehensive income or loss, net of tax. Securities classified as held to maturity are carried at amortized cost. An unrealized loss exists when the current fair value of an individual security is less than the amortized cost basis.

The Company regularly evaluates investment securities that are in an unrealized loss position in order to determine if the decline in fair value is other than temporary. Factors considered in the evaluation include the current economic climate, the length of time and the extent to which the fair value has been below cost, the current interest rate environment and the rating of each security. An other-than-temporary impairment ("OTTI") loss must be recognized for a debt security in an unrealized loss position if the Company intends to sell the security or it is more likely than not that it will be required to sell the security prior to recovery of the amortized cost basis. The amount of OTTI loss recognized is equal to the difference between the fair value and the amortized cost basis of the security that is attributed to credit deterioration. Accounting standards require the evaluation of the expected cash flows to be received to determine if a credit loss has occurred. In the event of a credit loss, that amount must be recognized against income in the current period. The portion of the unrealized loss related to other factors, such as liquidity conditions in the market or the current interest rate environment, is recorded in accumulated other comprehensive income (loss) for investment securities classified available for sale.

Impairment charges (credit losses) on trust preferred securities for the years ended December 31, 2016, 2015, and 2014 amounted to $7,000, $3,000, and $7,000, respectively.

At December 31, 2016 and 2015, investment securities in the amount of approximately $380.1 million and $209.4 million, respectively, were pledged as collateral for public deposits and certain other deposits as required by law.

92

The following table presents a roll-forward of the balance of credit-related impairment losses on securities held at December 31, 2016, 2015, and 2014 for which a portion of OTTI was recognized in other comprehensive income:

(dollars in thousands)	2016	2015	2014
Beginning Balance, January 1st	$930	$3,966	$3,959
Additional credit-related impairment loss on securities for which an other-than-temporary impairment was previously recognized	7	3	7
Reductions for securities sold during the period	-	(3,039)	-
Ending Balance, December 31st	$937	$930	$3,966

93

The following tables show the fair value and gross unrealized losses associated with the investment portfolio, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position as of December 31, 2016 and 2015:

	At December 31, 2016					
	Less than 12 months		12 months or more		Total	
(dollars in thousands)	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Collateralized mortgage obligations	$192,308	$ 5,380	$7,579	$ 252	$199,887	$ 5,632
Agency mortgage-backed securities	29,916	1,260	3,199	35	33,115	1,295
Municipal securities	15,414	429	-	-	15,414	429
Corporate bonds	32,257	1,708	10,726	270	42,983	1,978
Asset backed securities	-	-	15,149	416	15,149	416
Trust preferred securities	-	-	1,820	1,243	1,820	1,243
Total Available for Sale	$269,895	$ 8,777	$38,473	$ 2,216	$308,368	$ 10,993

	At December 31, 2016					
	Less than 12 months		12 months or more		Total	
(dollars in thousands)	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. Government agencies	$67,725	$ 2,198	$3,586	$ 40	$71,311	$ 2,238
Collateralized mortgage obligations	108,974	2,469	8,572	84	117,546	2,553
Agency mortgage-backed securities	97,725	3,327	-	-	97,725	3,327
Total Held to Maturity	$274,424	$ 7,994	$12,158	$ 124	$286,582	$ 8,118

	At December 31, 2015					
	Less than 12 months		12 months or more		Total	
(dollars in thousands)	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Collateralized mortgage obligations	$116,161	$ 3,173	$-	$ -	$116,161	$ 3,173
Agency mortgage-backed securities	2,389	14	5,502	64	7,891	78
Municipal securities	886	15	1,814	17	2,700	32
Corporate bonds	9,583	258	2,952	42	12,535	300
Asset backed securities	17,005	626	-	-	17,005	626
Trust preferred securities	-	-	1,883	1,187	1,883	1,187
Total Available for Sale	$146,024	$ 4,086	$12,151	$ 1,310	$158,175	$ 5,396

	At December 31, 2015					
	Less than 12 months		12 months or more		Total	
(dollars in thousands)	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. Government agencies	$11,954	$ 72	$-	$ -	$11,954	$ 72
Collateralized mortgage obligations	68,888	732	15,956	48	84,844	780
Agency mortgage-backed securities	7,711	21	-	-	7,711	21
Total Held to Maturity	$88,553	$ 825	$15,956	$ 48	$104,509	$ 873

Unrealized losses on securities in the investment portfolio amounted to $19.1 million with a total fair value of $595.0 million as of December 31, 2016 compared to unrealized losses of $6.3 million with a total fair value of $262.7 million as of December 31, 2015. The Company believes the unrealized losses presented in the tables above are temporary in nature and primarily related to market interest rates or limited trading activity in particular type of security rather than the underlying credit quality of the issuers. The Company does not believe that these losses are other than temporary and does not currently intend to sell or believe it will be required to sell securities in an unrealized loss position prior to maturity or recovery of the amortized cost bases.

The Company held ten U.S. Government agency securities, fifty-two collateralized mortgage obligations and nineteen agency mortgage-backed securities that were in an unrealized loss position at December 31, 2016. Principal and interest payments of the underlying collateral for each of these securities are backed by U.S. Government sponsored agencies and carry minimal credit risk. Management found no evidence of OTTI on any of these securities and believes the unrealized losses are due to fluctuations in fair values resulting from changes in market interest rates and are considered temporary as of December 31, 2016.

All municipal securities held in the investment portfolio are reviewed on least a quarterly basis for impairment. Each bond carries an investment grade rating by either Moody's or Standard & Poor's. In addition the Company periodically conducts its own independent review on each issuer to ensure the financial stability of the municipal entity. The largest geographic concentration was in Pennsylvania and New Jersey and consisted of either general obligation or revenue bonds backed by the taxing power of the issuing municipality. At December 31, 2016, the investment portfolio included twenty-three municipal securities that were in an unrealized loss position. Management believes the unrealized losses were the result of movements in long-term interest rates and are not reflective of any credit deterioration.

At December 31, 2016, the investment portfolio included two asset-backed securities that were in an unrealized loss position. The asset-backed securities held in the investment securities portfolio consist solely of Sallie Mae bonds, collateralized by student loans which are guaranteed by the U.S. Department of Education. Management believes the unrealized losses on these securities were driven by changes in market interest rates and not a result of any credit deterioration.

At December 31, 2016, the investment portfolio included eight corporate bonds that were in an unrealized loss position. Management believes the unrealized losses on these securities were also driven by changes in market interest rates and not a result of any credit deterioration.

The unrealized losses on the trust preferred securities are primarily the result of the secondary market for such securities becoming inactive and are also considered temporary at this time. The following table provides additional detail on the trust preferred securities held in the portfolio as of December 31, 2016.

(dollars in thousands)	Class / Tranche	Amortized Cost	Fair Value	Unrealized Losses	Lowest Credit Rating Assigned	Number of Banks Currently Performing	Deferrals / Defaults as % of Current Balance	Conditional Default Rates for 2017 and beyond	Cumulative OTTI Life to Date
TPREF Funding II	Class B Notes	$ 725	$ 402	$ (323)	C	19	37%	0.41%	$ 274
TPREF Funding III	Class B2 Notes	1,518	889	(629)	C	15	32	0.44	483
ALESCO Preferred Funding V	Class C1 Notes	820	529	(291)	C	41	14	0.40	180
Total		$ 3,063	$ 1,820	$ (1,243)		75	28%		$ 937

The Company had proceeds from the sale of securities available for sale in 2016 of $78.6 million. Gross gains of $680,000 and gross losses of $24,000 were realized on theses sales. The tax provision applicable to these gross gains in 2016 amounted to approximately $236,000.

Proceeds of sales of securities available for sale in 2015 were $11.7 million. Gross gains of $396,000 and gross losses of $288,000 were realized on these sales. The tax provision applicable to the net gains for the year ended December 31, 2015 amounted to $39,000. Included in the 2015 sales activity were the sales of four CDO securities. Proceeds from the sale of the CDO securities totaled $2.0 million. Gross gains of $70,000 and gross losses of $288,000 were realized on these sales. The tax provision applicable to the net losses for the twelve months ended December 31, 2015 amounted to $78,000. Management had previously stated that it did not intend to sell the CDO securities prior to their maturity or the recovery of their cost bases, nor would it be forced to sell these securities prior to maturity or recovery of the cost bases. This statement was made over a period of several years where there was limited trading activity in the pooled trust preferred CDO market resulting in fair market value estimates well below the book values. During 2015, management received several inquiries regarding the availability of the CDO securities and noted an increased level of trading in this type of security. As a result of the increased activity and the level of bids received, management elected to sell the four CDOs resulting in a net loss of $218,000 during 2015 which was offset by gains on sales of agency mortgage- backed securities and corporate bonds. The Bank continues to demonstrate the ability and intent to hold the remaining CDOs until maturity or recovery of the cost bases, but will evaluate future opportunities to sell the remaining CDOs if they arise.

4. Loans Receivable

The following table sets forth the Company's gross loans by major categories as of December 31, 2016 and 2015:

(dollars in thousands)	December 31, 2016	December 31, 2015
Commercial real estate	$378,519	$349,726
Construction and land development	61,453	46,547
Commercial and industrial	174,744	181,850
Owner occupied real estate	276,986	246,398
Consumer and other	63,660	48,126
Residential mortgage	9,682	2,380
Total loans receivable	965,044	875,027
Deferred costs (fees)	(72)	(258)
Allowance for loan losses	(9,155)	(8,703)
Net loans receivable	$955,817	$866,066

The Company disaggregates its loan portfolio into groups of loans with similar risk characteristics for purposes of estimating the allowance for loan losses.

The Company's loan groups include commercial real estate, construction and land development, commercial and industrial, owner occupied real estate, consumer, and residential mortgages. The remaining loan groups are also considered classes for purposes of monitoring and assessing credit quality based on certain risk characteristics.

Included in loans are loans due from directors and other related parties of $7.9 million at December 31, 2016, $8.5 million at December 31, 2015, and $8.8 million at December 31, 2014. The Board of Directors approves loans to individual directors to confirm that collateral requirements, terms and rates are comparable to other borrowers and are in compliance with underwriting policies. The following presents the activity in amount due from directors and other related parties for the years ended December 31, 2016, 2015, and 2014.

(dollars in thousands)	December 31, 2016	December 31, 2015	December 31, 2014
Balance at beginning of year	$ 8,521	$ 8,753	$ 8,762
Additions	-	295	500
Repayments	(659)	(527)	(509)
Balance at end of year	$ 7,862	$ 8,521	$ 8,753

5. Allowances for Loan Losses

The following tables provide the activity in and ending balances of the allowance for loan losses by loan portfolio class at and for the years ended December 31, 2016, 2015, and 2014:

(dollars in thousands)	Commercial Real Estate	Construction and Land Development	Commercial and Industrial	Owner Occupied Real Estate	Consumer and Other	Residential Mortgage	Unallocated	Total
Year ended December, 2016								
Allowance for loan losses:								
Beginning balance:	$ 2,393	$ 338	$ 2,932	$ 2,030	$ 295	$ 14	$ 701	$ 8,703
Charge-offs	-	(60)	(143)	(1,052)	(11)	(10)	-	(1,276)
Recoveries	6	-	163	-	2	-	-	171
Provisions (credits)	855	279	(68)	404	302	54	(269)	1,557
Ending balance	$ 3,254	$ 557	$ 2,884	$ 1,382	$ 588	$ 58	$ 432	$ 9,155
Year ended December, 2015								
Allowance for loan losses:								
Beginning Balance:	$ 6,828	$ 917	$ 1,579	$ 1,638	$ 234	$ 2	$ 338	$ 11,536
Charge-offs	(2,624)	(260)	(408)	(133)	-	-	-	(3,425)
Recoveries	4	5	49	-	34	-	-	92
Provisions (credits)	(1,815)	(324)	1,712	525	27	12	363	500
Ending balance	$ 2,393	$ 338	$ 2,932	$ 2,030	$ 295	$ 14	$ 701	$ 8,703
Year ended December, 2014								

Allowance for loan losses:								
Beginning Balance:	$ 6,454	$ 1,948	$ 2,309	$ 985	$ 225	$ 14	$ 328	$ 12,263
Charge-offs	(364)	(303)	(1,185)	(150)	(10)	-	-	(2,012)
Recoveries	5	214	166	-	-	-	-	385
Provisions (credits)	733	(942)	289	803	19	(12)	10	900
Ending balance	$ 6,828	$ 917	$ 1,579	$ 1,638	$ 234	$ 2	$ 338	$ 11,536

97

The following tables provide a summary of the allowance for loan losses and balance of loans receivable by loan class and by impairment method as of December 31, 2016 and 2015:

(dollars in thousands)	Commercial Real Estate	Construction and Land Development	Commercial and Industrial	Owner Occupied Real Estate	Consumer and Other	Residential Mortgage	Unallocated	Total
December 31, 2016								
Allowance for loan losses:								
Individually evaluated for impairment	$ 1,277	$ -	$ 1,624	$ 274	$ 293	$ -	$ -	$ 3,468
Collectively evaluated for impairment	1,977	557	1,260	1,108	295	58	432	5,687
Total allowance for loan losses	$ 3,254	$ 557	$ 2,884	$ 1,382	$ 588	$ 58	$ 432	$ 9,155
Loans receivable:								
Loans evaluated individually	$ 19,245	$ -	$ 5,180	$ 2,325	$ 1,290	$ 130	$ -	$ 28,170
Loans evaluated collectively	359,274	61,453	169,564	274,661	62,370	9,552	-	936,874
Total loans receivable	$ 378,519	$ 61,453	$ 174,744	$ 276,986	$ 63,660	$ 9,682	$ -	$ 965,044

(dollars in thousands)	Commercial Real Estate	Construction and Land Development	Commercial and Industrial	Owner Occupied Real Estate	Consumer and Other	Residential Mortgage	Unallocated	Total
December 31, 2015								
Allowance for loan losses:								
Individually evaluated for impairment	$ 47	$ -	$ 1,111	$ 1059	$ 21	$ -	$ -	$ 2,238
Collectively evaluated for impairment	2,346	338	1,821	971	274	14	701	6,465
Total allowance for loan losses	$ 2,393	$ 338	$ 2,932	$ 2,030	$ 295	$ 14	$ 701	$ 8,703
Loans receivable:								
Loans evaluated individually	$ 12,203	$ 117	$ 5,493	$ 3,369	$ 947	$ -	$ -	$ 22,129
Loans evaluated collectively	337,523	46,430	176,357	243,029	47,179	2,380	-	852,898
Total loans receivable	$ 349,726	$ 46,547	$ 181,850	$ 246,398	$ 48,126	$ 2,380	$ -	$ 875,027

98

A loan is considered impaired, when based on current information and events, it is probable that 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 loans, but also include internally classified accruing loans. The following table summarizes information with regard to impaired loans by loan portfolio class as of December 31, 2016 and 2015:

	December 31, 2016			December 31, 2015		
(dollars in thousands)	Recorded Investmen	Unpaid Principal Balance	Related Allowance	Recorded Investmen	Unpaid Principal Balance	Related Allowance
With no related allowance recorded:						
Commercial real estate	$12,347	$12,348	$ -	$11,692	$11,730	$ -
Construction and land development	-	-	-	117	2,208	-
Commercial and industrial	1,955	3,111	-	2,381	3,683	-
Owner occupied real estate	621	733	-	507	507	-
Consumer and other	687	976	-	800	1,084	-
Residential mortgage	130	130	-	-	-	-
Total	$15,740	$17,298	$ -	$15,497	$19,212	$ -
With an allowance recorded:						
Commercial real estate	$6,898	$6,912	$1,277	$511	$511	$47
Construction and land development	-	-	-	-	-	-
Commercial and industrial	3,225	5,892	1,624	3,112	5,779	1,111
Owner occupied real estate	1,704	1,704	274	2,862	2,876	1,059
Consumer and other	603	627	293	147	147	21
Residential mortgage	-	-	-	-	-	-
Total	$12,430	$15,135	$3,468	$6,632	$9,313	$2,238
Total:						
Commercial real estate	$19,245	$19,260	$1,277	$12,203	$12,241	$47
Construction and land development	-	-	-	117	2,208	-
Commercial and industrial	5,180	9,003	1,624	5,493	9,462	1,111
Owner occupied real estate	2,325	2,437	274	3,369	3,383	1,059
Consumer and other	1,290	1,603	293	947	1,231	21
Residential mortgage	130	130	-	-	-	-
Total	$28,170	$32,433	$3,468	$22,129	$28,525	$2,238

The following table presents additional information regarding the Company's impaired loans for the years ended December 31, 2016, 2015, and 2014:

	Years Ended December 31,					
	2016		2015		2014	
(dollars in thousands)	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
With no related allowance recorded:						
Commercial real estate	$12,033	$ 264	$12,796	$ 282	$7,739	$ 450
Construction and land development	58	-	206	2	462	-
Commercial and industrial	1,828	42	3,225	78	3,070	22
Owner occupied real estate	642	10	700	6	714	8
Consumer and other	858	16	685	13	482	4
Residential mortgage	26	1	-	-	-	-
Total	$15,445	$ 333	$17,612	$ 381	$12,467	$ 484
With an allowance recorded:						
Commercial real estate	$4,455	$52	$5,544	$13	$13,197	$5
Construction and land development	12	-	90	-	557	-
Commercial and industrial	3,357	74	2,587	28	3,244	-
Owner occupied real estate	2,104	31	3,643	92	3,446	125
Consumer and other	322	12	59	2	40	-
Residential mortgage	-	-	-	-	-	-
Total	$10,250	$169	$11,923	$135	$20,484	$130
Total:						
Commercial real estate	$16,488	$316	$18,340	$295	$20,936	$455
Construction and land development	70	-	296	2	1,019	-
Commercial and industrial	5,185	116	5,812	106	6,314	22
Owner occupied real estate	2,746	41	4,343	98	4,160	133
Consumer and other	1,180	28	744	15	522	4
Residential mortgage	26	1	-	-	-	-
Total	$25,695	$502	$29,535	$516	$32,951	$614

The total average recorded investment on the Company's impaired loans for the years ended December 31, 2016, 2015, and 2014 were $25.7 million, $29.5 million, and $33.0 million, respectively, and the related interest income recognized for those dates was $502,000, $516,000, and $614,000, respectively. If these loans were performing under their original contractual rate, interest income on such loans would have increased approximately $1.0 million, $765,000, and $980,000 for the years ended December 31, 2016, 2015, and 2014, respectively.

The performance and credit quality of the loan portfolio is also monitored by analyzing the age of the loans receivable as determined by the length of time a recorded payment is past due. The following table presents the classes of the loan portfolio summarized by the past due status as of December 31, 2016 and 2015:

(dollars in thousands)	30-59 Days Past Due	60-89 Days Past Due	Greater than 90 Days	Total Past Due	Current	Total Loans Receivable	Loans Receivable > 90 Days and Accruing
At December 31, 2016							
Commercial real estate	$-	$ 9	$13,089	$13,098	$365,421	$ 378,519	$ -
Construction and land development	-	-	-	-	61,453	61,453	-
Commercial and industrial	568	-	3,151	3,719	171,025	174,744	-
Owner occupied real estate	468	-	1,718	2,186	274,800	276,986	172
Consumer and other	24	22	808	854	62,806	63,660	-
Residential mortgage	-	-	130	130	9,552	9,682	130
Total	$1,060	$ 31	$18,896	$19,987	$945,057	$ 965,044	$ 302

(dollars in thousands)	30-59 Days Past Due	60-89 Days Past Due	Greater than 90 Days	Total Past Due	Current	Total Loans Receivable	Loans Receivable > 90 Days and Accruing
At December 31, 2015							
Commercial real estate	$-	$7,657	$5,913	$13,570	$336,156	$ 349,726	$ -
Construction and land development	-	-	117	117	46,430	46,547	-
Commercial and industrial	1,661	997	3,156	5,814	176,036	181,850	-
Owner occupied real estate	800	469	2,894	4,163	242,235	246,398	-
Consumer and other	285	192	542	1,019	47,107	48,126	-
Residential mortgage	132	-	-	132	2,248	2,380	-
Total	$2,878	$9,315	$12,622	$24,815	$850,212	$ 875,027	$ -

The following table presents the classes of the loan portfolio summarized by the aggregate pass rating and the classified ratings of special mention, substandard and doubtful within our internal risk rating system as of December 31, 2016 and 2015:

(dollars in thousands)	Pass	Special Mention	Substandard	Doubtful	Total
At December 31, 2016:					
Commercial real estate	$364,066	$ 877	$ 13,576	$ -	$378,519
Construction and land development	61,453	-	-	-	61,453
Commercial and industrial	168,958	606	3,751	1,429	174,744
Owner occupied real estate	274,150	511	2,325	-	276,986
Consumer and other	62,370	-	1,290	-	63,660
Residential mortgage	9,552	-	130	-	9,682
Total	$940,549	$ 1,994	$ 21,072	$ 1,429	$965,044

(dollars in thousands)	Pass	Special Mention	Substandard	Doubtful	Total
At December 31, 2015:					
Commercial real estate	$329,567	$7,956	$ 12,203	$ -	$349,726
Construction and land development	46,430	-	117	-	46,547
Commercial and industrial	176,132	225	4,064	1,429	181,850
Owner occupied real estate	242,560	469	3,369	-	246,398
Consumer and other	47,104	75	947	-	48,126
Residential mortgage	2,380	-	-	-	2,380
Total	$844,173	$8,725	$ 20,700	$ 1,429	$875,027

The following table shows non-accrual loans by class as of December 31, 2016 and 2015:

(dollars in thousands)	December 31, 2016	December 31, 2015
Commercial real estate	$ 13,089	$ 5,913
Construction and land development	-	117
Commercial and industrial	3,151	3,156
Owner occupied real estate	1,546	2,894
Consumer and other	808	542
Residential mortgage	-	-
Total	$ 18,594	$ 12,622

If these loans were performing under their original contractual rate, interest income on such loans would have increased approximately $1.0 million, $765,000, and $980,000, for 2016, 2015, and 2014, respectively.

Troubled Debt Restructurings

A modification to the contractual terms of a loan which results in a concession to a borrower that is experiencing financial difficulty is classified as a troubled debt restructuring ("TDR"). The concessions made in a TDR are those that would not otherwise be considered for a borrower or collateral with similar risk characteristics. A TDR is typically the result of efforts to minimize potential losses that may be incurred during loan workouts, foreclosure, or repossession of collateral at a time when collateral values are declining. Concessions include a reduction in interest rate below current market rates, a material extension of time to the loan term or amortization period, partial forgiveness of the outstanding principal balance, acceptance of interest only payments for a period of time, or a combination of any of these conditions.

The following table summarizes information with regard to outstanding troubled debt restructurings at December 31, 2016 and 2015:

(dollars in thousands)	Number of Loans	Accrual Status	Non-Accrual Status	Total TDRs
December 31, 2016				
Commercial real estate	1	$ 5,669	$ -	$ 5,669
Construction and land development	-	-	-	-
Commercial and industrial	2	228	349	577
Owner occupied real estate	-	-	-	-
Consumer and other	-	-	-	-
Residential mortgage	-	-	-	-
Total	3	$ 5,897	$ 349	$ 6,246
December 31, 2015				
Commercial real estate	1	$ 5,778	$ -	$ 5,778
Construction and land development	-	-	-	-
Commercial and industrial	2	252	935	1,187
Owner occupied real estate	1	-	1,825	1,825
Consumer and other	-	-	-	-
Residential mortgage	-	-	-	-
Total	4	$ 6,030	$ 2,760	$ 8,790

All TDRs are considered impaired and are therefore individually evaluated for impairment in the calculation of the allowance for loan losses. Some TDRs may not ultimately result in the full collection of principal and interest as restructured and could lead to potential incremental losses. These potential incremental losses would be factored into our estimate of the allowance for loan losses. The level of any subsequent defaults will likely be affected by future economic conditions. There were no loan modifications made during the twelve months ended December 31, 2016 that met the criteria of a TDR. There was one loan modification made during the year ended December 31, 2015 that met the criteria of a TDR.

The Company modified one commercial and industrial loan during the year ended December 31, 2015. In accordance with the modified terms of the commercial and industrial loan, the Company increased the principal by $30,000. The Company also extended the maturity date of the loan. The commercial and industrial loan has been and continues to be an accruing loan. The borrower has remained current since the modification. The pre-modification balance was $230,000 and the post modification balance was $260,000.

There were no residential mortgages in the process of foreclosure as of December 31, 2016 and December 31, 2015. Other real estate owned relating to residential real estate was $126,000 and $193,000 at December 31, 2016 and 2015, respectively.

After a loan is determined to be a TDR, we continue to track its performance under the most recent restructured terms. There were no TDR that subsequently defaulted during the year ended December 31, 2016. There was one TDR that subsequently defaulted during the year ended December 31, 2015. One loan classified as a TDR also subsequently defaulted during the year ended December 31, 2013. Partial writedowns were recorded during the years ended December 31, 2014 and 2015, and a partial transfer to other real estate owned was recorded during the year ended December 31, 2015.

6. Other Real Estate Owned

Other real estate owned consists of properties acquired as a result of foreclosures or deeds in-lieu-of foreclosure. Costs relating to the development or improvement of assets are capitalized, and costs relating to holding the property are charged to expense. As of December 31, 2016 the balance of OREO is comprised of twelve commercial, construction, and residential properties.

The following table presents a reconciliation of other real estate owned for the years ended December 31, 2016, 2015, and 2014:

(dollars in thousands)	December 31, 2016	December 31, 2015	December 31, 2014
Beginning Balance, January 1st	$ 11,313	$ 3,715	4,059
Additions	616	11,459	1,000
Valuation adjustments	(355)	(3,069)	(1,147)
Dispositions	(1,400)	(792)	(197)
Ending Balance	$ 10,174	$ 11,313	3,715

7. Premises and Equipment

A summary of premises and equipment is as follows:

(dollars in thousands)	December 31, 2016	December 31, 2015
Land	$ 10,170	$ 8,029
Buildings	25,693	16,215
Leasehold improvements	20,236	19,621
Furniture, fixtures and equipment	15,006	11,680
Construction in progress	3,734	4,471
	74,839	60,016
Less accumulated depreciation	(17,799)	(13,852)
Net premises and equipment	$ 57,040	$ 46,164

Depreciation expense on premises and equipment amounted to approximately $3.5 million, $3.1 million, and $2.4 million in 2016, 2015, and 2014, respectively. The construction in progress balance of $3.7 million mainly represents costs incurred for the selection and development of future store locations. Of this balance, $1.1 million represents land purchased and land deposits for five store locations. Costs to complete the projects in process are estimated to be $19.4 million as of December 31, 2016.

8. Borrowings

Republic has a line of credit with the Federal Home Loan Bank ("FHLB") of Pittsburgh with a maximum borrowing capacity of $467.1 million as of December 31, 2016. As of December 31, 2016, there were no fixed term or overnight advances against this line of credit. As of December 31, 2015, there were no fixed term advances against this line of credit. As of December 31, 2015, there was an overnight advance of $47.0 million against this line of credit. The interest rate on the overnight advance as of December 31, 2015 was 0.43%. As of December 31, 2016, FHLB had issued letters of credit, on Republic's behalf, totaling $75.0 million against its available credit line, primarily to be used as collateral for public deposits. There were no fixed term advances outstanding at any month-end during 2016 and 2015. At December 31, 2016, $675.8 million of loans collateralized the overnight advance and the letters of credit. The maximum amount of overnight borrowings outstanding at any month-end was $48.8 million in 2016 and $47.0 million in 2015.

Republic also has a line of credit in the amount of $10.0 million available for the purchase of federal funds through another correspondent bank. At December 31, 2016 and 2015, Republic had no amount outstanding against this line. There were no overnight advances on this line at any month end in 2016 and 2015.

Subordinated debt and corporation-obligated-mandatorily redeemable capital securities of subsidiary trust holding solely junior obligations of the corporation:

The Company has sponsored three outstanding issues of corporation-obligated mandatorily redeemable capital securities of a subsidiary trust holding solely junior subordinated debentures of the corporation, more commonly known as trust preferred securities. The subsidiary trusts are not consolidated with the Company for financial reporting purposes. The purpose of the issuances of these securities was to increase capital. The trust preferred securities qualify as Tier 1 capital for regulatory purposes in an amount up to 25% of total Tier 1 capital.

In December 2006, Republic Capital Trust II ("Trust II") issued $6.0 million of trust preferred securities to investors and $0.2 million of common securities to the Company. Trust II purchased $6.2 million of junior subordinated debentures of the Company due 2037, and the Company used the proceeds to call the securities of Republic Capital Trust I ("Trust I"). The debentures supporting Trust II have a variable interest rate, adjustable quarterly, at 1.73% over the 3-month Libor. The Company may call the securities on any interest payment date after five years without a prepayment penalty.

On June 28, 2007, the Company caused Republic Capital Trust III ("Trust III"), through a pooled offering, to issue $5.0 million of trust preferred securities to investors and $0.2 million common securities to the Company. Trust III purchased $5.2 million of junior subordinated debentures of the Company due 2037, which have a variable interest rate, adjustable quarterly, at 1.55% over the 3 month Libor. The Company has the ability to call the securities on any interest payment date without a prepayment penalty.

On June 10, 2008, the Company caused Republic First Bancorp Capital Trust IV ("Trust IV") to issue $10.8 million of convertible trust preferred securities as part of the Company's strategic capital plan. The securities were purchased by various investors, including Vernon W. Hill, II, founder and chairman (retired) of Commerce Bancorp and, since December 5, 2016, chairman of the Company. This investor group also included a family trust of Harry D. Madonna, chairman and chief executive officer of Republic Bank, and Theodore J. Flocco, Jr., who, since the investment, has been elected to the Company's Board of Directors and serves as the Chairman of the Audit Committee. Trust IV also issued $0.3 million of common securities to the Company. Trust IV purchased $11.1 million of junior subordinated debentures due 2038, which pay interest at an annual rate of 8.0% and are callable after the fifth year under certain terms and conditions. The trust preferred securities of Trust IV are convertible into approximately 1.7 million shares of common stock of the Company, based on a conversion price of $6.50 per share of Company common stock, and at December 31, 2016 were fully convertible.

Deferred issuance costs included in subordinated debt were $595,000 and $619,000 at December 31, 2016 and December 31, 2015, respectively. Amortization of deferred issuance costs were $24,000, $24,000, and $24,000 for the years ended December 31, 2016, 2015, and 2014, respectively.

9. Deposits

The following is a breakdown, by contractual maturities of the Company's certificates of deposit for the years 2017 through 2021.

(dollars in thousands)	2017	2018	2019	2020	2021	Thereafter	Total
Certificates of Deposit	$65,247	$21,554	$1,605	$21,793	$965	$ -	$111,164

Certificates of deposit of $250,000 or more totaled $42.5 million and $8.0 million at December 31, 2016 and 2015, respectively.

Deposits of related parties totaled $120.2 million and $93.5 million at December 31, 2016 and 2015, respectively.

10. Income Taxes

The benefit for income taxes for the years ended December 31, 2016, 2015, and 2014 consists of the following:

(dollars in thousands)	2016	2015	2014
Current			
Federal	$261	$58	$96
State	-	-	-
Deferred	(380)	(84)	(142)
Total benefit for income taxes	$(119)	$(26)	$(46)

The following table reconciles the difference between the actual tax provision and the amount per the statutory federal income tax rate of 35.0% for the years ended December 31, 2016, 2015, and 2014.

(dollars in thousands)	2016	2015	2014
Tax provision computed at statutory rate	$1,689	$843	$839
Tax exempt interest	(582)	(394)	(246)
Deferred tax asset valuation allowance adjustment	(1,508)	(937)	(679)
Other	282	462	40
Total benefit for income taxes	$(119)	$(26)	$(46)

The significant components of the Company's net deferred tax asset as of December 31, 2016 and 2015 are as follows:

(dollars in thousands)	2016	2015
Deferred tax assets		
Allowance for loan losses	$3,288	$3,125
Deferred compensation	824	786
Unrealized losses on securities available for sale	4,087	1,774
Realized losses in other than temporary impairment charge	336	334
Foreclosed real estate write-downs	2,377	2,350
Interest income on non-accrual loans	1,425	1,185
Net operating loss carryforward	8,896	10,775
Other	2,001	1,580
Total deferred tax assets	23,234	21,909
Deferred tax liabilities		
Deferred loan costs	1,313	1,029
Other	528	672
Total deferred tax liabilities	1,841	1,701
Net deferred tax asset before valuation allowance	21,393	20,208
Less: valuation allowance	(12,214)	(13,722)
Net deferred tax asset	$9,179	$6,486

The Company's net deferred tax asset before the consideration of a valuation allowance increased to $21.4 million at December 31, 2016 compared to $20.2 million at December 31, 2015. This increase was primarily driven by increases in the unrealized losses on securities available for sale during the twelve month period ended December 31, 2016. The $21.4 million net deferred tax asset as of December 31, 2016 is comprised of $8.9 million currently recognizable through NOL carryforwards and $12.5 million attributable to several items associated with temporary timing differences which will reverse at some point in the future to provide a net reduction in tax liabilities. The Company's largest future reversal relates to its unrealized losses on securities available for sale, which totaled $4.1 million as of December 31, 2016.

The Company evaluates the carrying amount of its deferred tax assets on a quarterly basis or more frequently, if necessary, in accordance with the guidance provided in Financial Accounting Standards Board (FASB) Accounting Standards Codification Topic 740 (ASC 740), in particular, applying the criteria set forth therein to determine whether it is more likely than not (i.e. a likelihood of more than 50%) that some portion, or all, of the deferred tax asset will not be realized within its life cycle, based on the weight of available evidence. If management makes a determination based on the available evidence that it is more likely than not that some portion or all of the deferred tax assets will not be realized in future periods a valuation allowance is calculated and recorded. These determinations are inherently subjective and dependent upon estimates and judgments concerning management's evaluation of both positive and negative evidence.

In conducting the deferred tax asset analysis, the Company believes it is important to consider the unique characteristics of an industry or business. In particular, characteristics such as business model, level of capital and reserves held by financial institutions and their ability to absorb potential losses are important distinctions to be considered for bank holding companies like the Company. In addition, it is also important to consider that NOLs for federal income tax purposes can generally be carried back two years and carried forward for a period of twenty years. The Company has an NOL in the amount of $24.0 million which will begin to expire after December 31, 2030 through December 31, 2031 if not utilized prior to that date. In order to realize our deferred tax assets, we must generate sufficient taxable income in such future years.

107

In assessing the need for a valuation allowance, the Company carefully weighed both positive and negative evidence currently available. Judgment is required when considering the relative impact of such evidence. The weight given to the potential effect of positive and negative evidence must be commensurate with the extent to which it can be objectively verified. Based on the analysis of available positive and negative evidence, the Company determined that a valuation allowance should be recorded as of December 31, 2016 and 2015.

The Company did assess tax planning strategies as defined under ASC 740-10-30 to determine the amount of a valuation allowance. Strategies reviewed included the sale of investment securities and loans with fair values greater than book values, redeployment of cash and cash equivalents into higher yielding investment options, a switch from tax-exempt to taxable investments and loans, and the election of a decelerated depreciation method for tax purposes for future fixed asset purchases. The Company believes that these tax planning strategies are (i.) prudent and feasible, (ii.) steps that the Company would not ordinarily take, but would take to prevent an operating loss or tax credit carryforward from expiring unused, and (iii.) would result in the realization of existing deferred tax assets. These tax planning strategies, if implemented, would result in taxable income in the first full reporting period after deployment and accelerate the recovery of deferred tax asset balances if faced with the inability to recover those assets or the risk of potential expiration. The Company believes that these are viable tax planning strategies and appropriately considered in the analysis at this time, but may not align with the strategic direction of the organization today and therefore, has no present intention to implement such strategies.

The net deferred tax asset balance before consideration of a valuation allowance was $21.4 million as of December 31, 2016 and $20.2 million as of December 31, 2015. The tax planning strategies assessed resulted in the projected realization of approximately $9.2 million in net deferred tax assets as of December 31, 2016 and $6.5 million as of December 31, 2015 which can be considered more likely than not to be realized. Accordingly, the Company recorded a partial valuation allowance related to the deferred tax asset balance in the amount of $12.2 million as of December 31, 2016 and $13.7 million as of December 31, 2015.

The deferred tax asset will continue to be analyzed on a quarterly basis for changes affecting realizability. As the Company continues to record consecutive quarters of profitable results, projections of future taxable income become more reliable and can again be used as a factor in assessing the ability to fully realize the deferred tax asset. When the determination is made to include projections of future taxable income as a factor, the valuation allowance will be reduced accordingly resulting in a corresponding increase in net income.

The Company accounts for uncertain tax positions if it is more likely than not, based on the technical merits, that the tax position will be realized or sustained upon examination. The Company has not identified any uncertain tax position as of December 31, 2016. No interest or penalties have been recorded for the years ended December 31, 2016, 2015, and 2014. The Internal Revenue Service has completed its audits of the Company's federal tax returns for all tax years through December 31, 2009. The Internal Revenue Service is currently conducting an income tax audit for the year ended December 31, 2013. The Pennsylvania Department of Revenue is not currently conducting any income tax audits. The Company's federal income tax returns filed subsequent to 2009 remain subject to examination by the Internal Revenue Service.

11. Financial Instruments with Off-Balance Sheet Risk

The Company is a party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit and standby letters of credit. These instruments involve to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the financial statements.

Credit risk is defined as the possibility of sustaining a loss due to the failure of the other parties to a financial instrument to perform in accordance with the terms of the contract. The maximum exposure to credit loss under commitments to extend credit and standby letters of credit is represented by the contractual amount of these instruments. The Company uses the same underwriting standards and policies in making credit commitments as it does for on-balance-sheet instruments.

Financial instruments whose contract amounts represent potential credit risk are commitments to extend credit of approximately $215.9 million and $165.1 million and standby letters of credit of approximately $5.7 million and $5.2 million at December 31, 2016 and 2015, respectively. Commitments often expire without being drawn upon. Of the $215.9 million of commitments to extend credit at December 31, 2016, substantially all were variable rate commitments.

Commitments to extend credit 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 many require the payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Company evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained upon extension of credit is based on management's credit evaluation of the customer. Collateral held varies but may include real estate, marketable securities, pledged deposits, equipment and accounts receivable.

Standby letters of credit are conditional commitments issued that guarantee the performance of a customer to a third party. The credit risk and collateral policy involved in issuing letters of credit is essentially the same as that involved in extending loan commitments. The amount of collateral obtained is based on management's credit evaluation of the customer. Collateral held varies but may include real estate, marketable securities, pledged deposits, equipment and accounts receivable. Management believes that the proceeds obtained through a liquidation of such collateral would be sufficient to cover the maximum potential amount of future payments required under the corresponding guarantees. The current amount of liability as of December 31, 2016 and 2015 for guarantees under standby letters of credit issued is not material.

12. Commitments and Contingencies

Lease Arrangements

As of December 31, 2016, the Company had entered into non-cancelable leases expiring on various dates through November 30, 2036. Certain leases include escalation clauses that will require increasing cash payments over the term of the lease. The leases are accounted for as operating leases. The minimum annual rental payments required under these leases are as follows (dollars in thousands):

Year Ended	Amount
2017	$3,581
2018	3,449
2019	3,306
2020	3,253
2021	2,028
Thereafter	14,883
Total	$30,500

The Company incurred rent expense of $3.4 million, $2.9 million, and $2.7 million for the years ended December 31, 2016, 2015, and 2014, respectively.

Other

The Company and Republic are from time to time a party (plaintiff or defendant) to lawsuits that are in the normal course of business. While any litigation involves an element of uncertainty, management is of the opinion that the liability of the Company and Republic, if any, resulting from such actions will not have a material effect on the financial condition or results of operations of the Company and Republic.

13. Regulatory Capital

Dividend payments by Republic to the Company are subject to the Pennsylvania Banking Code of 1965 (the "Banking Code") and the Federal Deposit Insurance Act (the "FDIA"). Under the Banking Code, no dividends may be paid except from "accumulated net earnings" (generally, undivided profits). Under the FDIA, an insured bank may pay no dividends if the bank is in arrears in the payment of any insurance assessment due to the FDIC. Under current banking laws, Republic would be limited to $23.9 million of dividends plus an additional amount equal to its net profit for 2017, up to the date of any such dividend declaration. However, dividends would be further limited in order to maintain capital ratios.

State and Federal regulatory authorities have adopted standards for the maintenance of adequate levels of capital by Republic. Federal banking agencies impose four minimum capital requirements on the Company's risk-based capital ratios based on total capital, Tier 1 capital, CET 1 capital, and a leverage capital ratio. The risk-based capital ratios measure the adequacy of a bank's capital against the riskiness of its assets and off-balance sheet activities. Failure to maintain adequate capital is a basis for "prompt corrective action" or other regulatory enforcement action. In assessing a bank's capital adequacy, regulators also consider other factors such as interest rate risk exposure; liquidity, funding and market risks; quality and level or earnings; concentrations of credit; quality of loans and investments; risks of any nontraditional activities; effectiveness of bank policies; and management's overall ability to monitor and control risks.

The following table presents the Company's and Republic's capital regulatory ratios at December 31, 2016 and 2015:

(dollars in thousands)	Actual		Minimum Capital Adequacy		Minimum Capital Adequacy with Capital Buffer		To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio
At December 31, 2016:								
Total risk based capital								
Republic	$179,057	13.93%	$102,811	8.00%	$110,843	8.625%	$128,514	10.00%
Company	245,043	18.99%	103,226	8.00%	111,290	8.625%	-	- %
Tier one risk based capital								
Republic	169,902	13.22%	77,108	6.00%	85,140	6.625%	102,811	8.00 %
Company	235,888	18.28%	77,419	6.00%	85,484	6.625%	-	- %
CET 1 risk based capital								
Republic	169,902	13.22%	57,831	4.50%	65,863	5.125%	83,534	6.50 %
Company	214,088	16.59%	58,064	4.50%	66,129	5.125%	-	- %
Tier one leveraged capital								
Republic	169,902	9.20 %	73,843	4.00%	73,843	4.00 %	92,304	5.00 %
Company	235,888	12.74%	74,073	4.00%	74,073	4.00 %	-	- %
At December 31, 2015:								
Total risk based capital								
Republic	$138,566	12.65%	$87,617	8.00%	$-	- %	$109,521	10.00%
Company	145,089	13.19%	87,976	8.00%	-	- %	-	- %
Tier one risk based capital								
Republic	129,863	11.86%	65,712	6.00%	-	- %	87,617	8.00 %
Company	136,386	12.40%	65,982	6.00%	-	- %	-	- %
CET 1 risk based capital								
Republic	129,863	11.86%	49,284	4.50%	-	- %	71,189	6.50 %
Company	114,586	10.42%	49,487	4.50%	-	- %	-	- %
Tier one leveraged capital								
Republic	129,863	9.22 %	56,328	4.00%	-	- %	70,410	5.00 %
Company	136,386	9.65 %	56,531	4.00%	-	- %	-	- %

Management believes that Republic met, as of December 31, 2016, all capital adequacy requirements to which it is subject. As of December 31, 2016 and 2015, the FDIC categorized Republic as well capitalized under the regulatory framework for prompt corrective action provisions of the Federal Deposit Insurance Act. There are no calculations or events since that notification that management believes have changed Republic's category.

In July 2013, the federal bank regulatory agencies adopted revisions to the agencies' capital adequacy guidelines and prompt corrective action rules, which were designed to enhance such requirements and implement the revised standards of the Basel Committee on Banking Supervision, commonly referred to as Basel III. The final rules generally implemented higher minimum capital requirements, added a new common equity tier 1 capital requirement, and established criteria that instruments must meet to be considered common equity tier 1 capital, additional tier 1 capital or tier 2 capital. The new minimum capital to risk-adjusted assets requirements were a common equity tier 1 capital ratio of 4.5% (6.5% to be considered "well capitalized") and a tier 1 capital ratio of 6.0%, increased from 4.0% (and increased from 6.0% to 8.0% to be considered "well capitalized"); the total capital ratio remained at 8.0% under the new rules (10.0% to be considered "well capitalized"). Under the final capital rules that became effective on January 1, 2015, there was a requirement for a common equity Tier 1 capital conservation buffer of 2.5% of risk-weighted assets which is in addition to the other minimum risk-based capital standards in the rule. Institutions that do not maintain this required capital buffer will become subject to progressively more stringent limitations on the percentage of earnings that can be paid out in dividends or used for stock repurchases and on the payment of discretionary bonuses to senior executive management. The capital buffer requirement is being phased in over three years beginning in 2016. We have included the 0.625% increase for 2016 in our minimum capital adequacy ratios in the table below. The capital buffer requirement effectively raises the minimum required common equity Tier 1 capital ratio to 7.0%, the Tier 1 capital ratio to 8.5%, and the total capital ratio to 10.5% on a fully phased-in basis on January 1, 2019. The Company believes that, as of December 31, 2016, all capital adequacy requirements are met under the Basel III Capital Rules on a fully phased-in basis as if all such requirements were currently in effect.

14. Benefit Plans

Defined Contribution Plan

The Company has a defined contribution plan pursuant to the provision of 401(k) of the Internal Revenue Code. The Plan covers all full-time employees who meet age and service requirements. The plan provides for elective employee contributions with a matching contribution from the Company limited to 4% of total salary. The total expense charged to Republic, and included in salaries and employee benefits relating to the plan, was $627,000 in 2016, $546,000 in 2015, and $480,000 in 2014.

Directors' and Officers' Plans

The Company has agreements that provide for an annuity payment upon the retirement or death of certain directors and officers, ranging from $15,000 to $25,000 per year for ten years. The agreements were modified for most participants in 2001, to establish a minimum age of 65 to qualify for the payments. All participants are fully vested. The accrued benefits under the plan amounted to $1.3 million at December 31, 2016 and 2015, which is included in other liabilities. The expense for the years ended December 31, 2016, 2015, and 2014, totaled $31,000, $34,000, and $36,000, respectively, which is included in salaries and employee benefits. The Company funded the plan through the purchase of certain life insurance contracts. The aggregate cash surrender value of these contracts (owned by the Company) was $2.4 million and $2.3 million at December 31, 2016 and 2015, respectively, and is included in other assets.

The Company maintains a deferred compensation plan for the benefit of certain officers and directors. As of December 31, 2016, no additional individuals may participate in the plan. The plan permits certain participants to make elective contributions to their accounts, subject to applicable provisions of the Internal Revenue Code. In addition, the Company may make discretionary contributions to participant accounts. Company contributions are subject to vesting, and generally vest three years after the end of the plan year to which the contribution applies, subject to acceleration of vesting upon certain changes in control (as defined in the plan) and to forfeiture upon termination for cause (as defined in the plan). Participant accounts are adjusted to reflect contributions and distributions, and income, gains, losses, and expenses as if the accounts had been invested in permitted investments selected by the participants, including Company common stock. The plan provides for distributions upon retirement and, subject to applicable limitations under the Internal Revenue Code, limited hardship withdrawals. As of December 31, 2016 and 2015, $974,000 and $851,000, respectively, in benefits had vested and the accrued benefits are included in other liabilities.

Expense recognized for the deferred compensation plan for 2016, 2015, and 2014 was $88,000, $15,000 and $147,000, respectively, and is included in salaries and employee benefits. Although the plan is an unfunded plan, and does not require the Company to segregate any assets, the Company has purchased shares of Company common stock in anticipation of its obligation to pay benefits under the plan. Such shares are classified in the financial statements as stock held by deferred compensation plan. No purchases were made in 2016, 2015, and 2014. As of December 31, 2016, approximately 25,437 shares of Company common stock were classified as stock held by deferred compensation plan.

15. Fair Value Measurements and Fair Values of Financial Instruments

Management uses its best judgment in estimating the fair value of the Company's financial instruments; however, there are inherent weaknesses in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates herein are not necessarily indicative of the amounts the Company could have realized in a sales transaction on the dates indicated. The estimated fair value amounts have been measured as of their respective year-ends and have not been re-evaluated or updated for purposes of these financial statements subsequent to those respective dates. As such, the estimated fair values of these financial instruments subsequent to the respective reporting dates may be different than the amounts reported at each year-end.

The Company follows the guidance issued under ASC 820, Fair Value Measurement, which defines fair value, establishes a framework for measuring fair value under GAAP, and identifies required disclosures on fair value measurements.

ASC 820 establishes a fair value hierarchy that prioritizes the inputs to valuation methods used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are as follows:

Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2: Quoted prices in markets that are not active, or inputs that are observable either directly or indirectly, for substantially the full term of the asset or liability.

Level 3: Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e. supported with little or no market activity).

An asset or liability's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement.

For financial assets measured at fair value on a recurring basis, the fair value measurements by level within the fair value hierarchy used at December 31, 2016 and 2015 were as follows:

(dollars in thousands)	Total	(Level 1) Quoted Prices in Active Markets for Identical Assets	(Level 2) Significant Other Observable Inputs	(Level 3) Significant Unobservable Inputs
December 31, 2016				
Assets:				
Collateralized mortgage obligations	$224,765	$ -	$ 224,765	$ -
Agency mortgage-backed securities	36,710	-	36,710	-
Municipal securities	26,547	-	26,547	-
Corporate bonds	64,748	-	61,777	2,971
Asset-backed securities	15,149	-	15,149	-
Trust Preferred Securities	1,820	-	-	1,820
Securities Available for Sale	$369,739	$ -	$ 364,948	$ 4,791
Mortgage Loans Held for Sale	$23,911	$ -	$ 23,911	$ -
SBA Servicing Assets	5,352	-	-	5,352
Interest Rate Lock Commitments	439	-	439	-
Best Efforts Forward Loan Sales Commitments	103	-	103	-
Mandatory Forward Loan Sales Commitments	229	-	229	-
Liabilities:				
Interest Rate Lock Commitments	55	-	55	-
Best Efforts Forward Loan Sales Commitments	125	-	125	-
Mandatory Forward Loan Sales Commitments	38	-	38	-
December 31, 2015				
Assets:				
Collateralized mortgage obligations	$178,145	$ -	$ 178,145	$ -
Agency mortgage-backed securities	10,171	-	10,171	-
Municipal securities	23,344	-	23,344	-
Corporate bonds	54,129	-	51,295	2,834
Asset-backed securities	17,005	-	17,005	-

Trust Preferred Securities	1,883	-	-	1,883
Other securities	118	-	118	-
Securities Available for Sale	$284,795	$ -	$ 280,078	$ 4,717
SBA Servicing Assets	$4,886	$ -	$ -	$ 4,886

114

The following table presents an analysis of the activity in the SBA servicing assets for the years ended December 31, 2016, 2015, and 2014:

(dollars in thousands)	2016	2015	2014
Beginning balance, January 1st	$4,886	$4,099	3,477
Additions	1,541	801	1,277
Fair value adjustments	(1,075)	(14)	(655)
Ending balance, December 31st	$5,352	$4,886	4,099

Fair value adjustments are recorded as loan advisory and servicing fees on the statement of operations. Servicing fee income, not including fair value adjustments, totaled $1.8 million, $1.7 million, and $1.5 million for the years ended December 31, 2016, 2015, and 2014, respectively.

The following table presents a reconciliation of the securities available for sale measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the years ended December 31, 2016, 2015, and 2014:

Level 3 Investments Only (dollars in thousands)	Year Ended December 31, 2016 Trust Preferred Securities	Year Ended December 31, 2016 Corporate Bonds	Year Ended December 31, 2015 Trust Preferred Securities	Year Ended December 31, 2015 Corporate Bonds	Year Ended December 31, 2014 Trust Preferred Securities	Year Ended December 31, 2014 Corporate Bonds
Balance, January 1,	$1,883	$ 2,834	$3,193	$ 3,005	$2,850	$ 3,006
Security transferred to Level 3 measurement	-	-	-	-	-	-
Unrealized (losses) gains	(56)	137	882	(171)	360	(1)
Paydowns	-	-	(19)	-	(10)	-
Proceeds from sales	-	-	(1,952)	-	-	-
Realized losses	-	-	(218)	-	-	-
Impairment charges on Level 3	(7)	-	(3)	-	(7)	-
Balance, December 31,	$1,820	$ 2,971	$1,883	$ 2,834	$3,193	$ 3,005

For assets measured at fair value on a nonrecurring basis, the fair value measurements by level within the fair value hierarchy used at December 31, 2016 and 2015, respectively, were as follows:

(dollars in thousands)	Total	(Level 1) Quoted Prices in Active Markets for Identical Assets	(Level 2) Significant Other Observable Inputs	(Level 3) Significant Unobservable Inputs
December 31, 2016:				
Impaired loans	$9,110	$ -	$ -	$ 9,110
Other real estate owned	8,563	-	-	8,563

December 31, 2015:				
Impaired loans	$5,734	$ -	$ -	$ 5,734
Other real estate owned	10,034	-	-	10,034

115

The table below presents additional quantitative information about Level 3 assets measured at fair value (dollars in thousands):

	Quantitative Information about Level 3 Fair Value Measurements			
Asset Description	Fair Value	Valuation Technique	Unobservable Input	Range Weighted Average
December 31, 2016				
Corporate bonds	$2,971	Discounted Cash Flows	Discount Rate	(4.68%)
Trust preferred securities	$1,820	Discounted Cash Flows	Discount Rate	8.85% - 9.35% (9.08%)
SBA servicing assets	$5,352	Discounted Cash Flows	Conditional Prepayment Rate	(6.12%)
			Discount Rate	(10.00%)
Impaired loans	$9,110	Appraised Value of Collateral (1)	Liquidation expenses (2)	7% - 20% (11%) (3)
		Sales Price	Liquidation expenses (2)	(7%) (3)
Other real estate owned	$8,563	Appraised Value of Collateral (1)	Liquidation expenses (2)	5% - 76% (17%) (3)
		Sales Price	Liquidation expenses (2)	7% - 8% (7%) (3)
December 31, 2015				
Corporate bonds	$2,834	Discounted Cash Flows	Discount Rate	(4.11%)
Trust preferred securities	$1,883	Discounted Cash Flows	Discount Rate	7.31% - 7.81% (7.77%)
SBA servicing assets	$4,886	Discounted Cash Flows	Conditional Prepayment Rate	(6.27%)
			Discount Rate	(10.00%)
Impaired loans	$5,734	Appraised Value of Collateral (1)	Liquidation expenses (2)	12% - 78% (20%) (3)
Other real estate owned	$10,034	Appraised Value of Collateral (1)	Liquidation expenses (2)	6% - 30% (10%) (3)
			Appraisal adjustment (2)	(50%) (3)
		Sales Price	Liquidation expenses (2)	7% - 9% (9%) (3)

(1) Fair value is generally determined through independent appraisals of the underlying collateral, which include Level 3 inputs that are not identifiable.
(2) Appraisals may be adjusted by management for qualitative factors such as economic conditions and estimated liquidation expenses.
(3) The range and weighted average of qualitative factors such as economic conditions and estimated liquidation expenses are presented as a percent of the appraised value.

The significant unobservable inputs for impaired loans and other real estate owned are the appraised value or an agreed upon sales price. These values are adjusted for estimated costs to sell which are incremental direct costs to transact a sale such as broker commissions, legal fees, closing costs and title transfer fees. The costs must be considered essential to the sale and would not have been incurred if the decision to sell had not been made. The costs to sell are based on costs associated with the Company's actual sales of other real estate owned which are assessed annually.

Fair Value Assumptions

The following information should not be interpreted as an estimate of the fair value of the entire Company since a fair value calculation is only provided for a limited portion of the Company's assets and liabilities. Due to a wide range of valuation techniques and the degree of subjectivity used in making the estimates, comparisons between the Company's disclosures and those of other companies may not be meaningful. The following methods and assumptions were used to estimate the fair values of the Company's financial instruments at December 31, 2016 and December 31, 2015:

Cash and Cash Equivalents (Carried at Cost)

The carrying amounts reported in the balance sheet for cash and cash equivalents approximate those assets' fair values.

Investment Securities

The fair value of securities available for sale (carried at fair value) and held to maturity (carried at amortized cost) are determined by obtaining quoted market prices on nationally recognized securities exchanges (Level 1), or matrix pricing (Level 2), which is a mathematical technique used widely in the industry to value debt securities without relying exclusively on quoted market prices for the specific securities but rather by relying on the securities' relationship to other benchmark quoted prices. For certain securities, which are not traded in active markets or are subject to transfer restrictions, valuations are adjusted to reflect illiquidity and/or non-transferability, and such adjustments, are generally based on available market evidence (Level 3). In the absence of such evidence, management's best estimate is used. Management's best estimate consists of both internal and external support on certain Level 3 investments. Internal cash flow models using a present value formula that includes assumptions market participants would use along with indicative exit pricing obtained from broker/dealers (where available) were used to support fair values of certain Level 3 investments.

The types of instruments valued based on matrix pricing in active markets include all of the Company's U.S. government and agency securities, corporate bonds, asset backed securities, and municipal obligations. Such instruments are generally classified within Level 2 of the fair value hierarchy. As required by ASC 820-10, the Company does not adjust the matrix pricing for such instruments.

Level 3 is for positions that are not traded in active markets or are subject to transfer restrictions, and may be adjusted to reflect illiquidity and/or non-transferability, with such adjustment generally based on available market evidence. In the absence of such evidence, management's best estimate is used. Subsequent to inception, management only changes Level 3 inputs and assumptions when corroborated by evidence such as transactions in similar instruments, completed or pending third-party transactions in the underlying investment or comparable entities, subsequent rounds of financing, recapitalizations and other transactions across the capital structure, offerings in the equity or debt markets, and changes in financial ratios or cash flows. The Level 3 investment securities classified as available for sale are comprised of various issues of trust preferred securities and a single corporate bond.

The trust preferred securities are pools of similar securities that are grouped into an asset structure commonly referred to as collateralized debt obligations ("CDOs") which consist of the debt instruments of various banks, diversified by the number of participants in the security as well as geographically. The secondary market for these securities has become inactive, and therefore these securities are classified as Level 3 securities. The fair value analysis does not reflect or represent the actual terms or prices at which any party could purchase the securities. There is currently a limited secondary market for the securities and there can be no assurance that any secondary market for the securities will expand.

An independent, third party pricing service is used to estimate the current fair market value of each CDO held in the investment securities portfolio. The calculations used to determine fair value are based on the attributes of the trust preferred securities, the financial condition of the issuers of the trust preferred securities, and market based assumptions. The INTEX CDO Deal Model Library was utilized to obtain information regarding the attributes of each security and its specific collateral as of December 31, 2016 and December 31, 2015. Financial information on the issuers was also obtained from Bloomberg, the FDIC, and SNL Financial. Both published and unpublished industry sources were utilized in estimating fair value. Such information includes loan prepayment speed assumptions, discount rates, default rates, and loss severity percentages.

The fair market valuation for each CDO was determined based on discounted cash flow analyses. The cash flows are primarily dependent on the estimated speeds at which the trust preferred securities are expected to prepay, the estimated rates at which the trust preferred securities are expected to defer payments, the estimated rates at which the trust preferred securities are expected to default, and the severity of the losses on securities that do default.

Increases (decreases) in actual or expected issuer defaults tend to decrease (increase) the fair value of the Company's senior and mezzanine tranches of CDOs. The values of the Company's mezzanine tranches of CDOs are also affected by expected future interest rates. However, due to the structure of each security, timing of cash flows, and secondary effects on the financial performance of the underlying issuers, the effects of changes in future interest rates on the fair value of the Company's holdings are not quantifiably estimable.

Also included in Level 3 investment securities classified as available for sale is a corporate bond transferred from Level 2 in 2010 that is not actively traded. Impairment would depend on the repayment ability of the underlying issuer, which is assessed through a detailed quarterly review of the issuer's financial statements. The issuer is a "well capitalized" financial institution as defined by federal banking regulations and has demonstrated the ability to raise additional capital, when necessary, through the public capital markets. The fair value of this corporate bond is estimated by obtaining a price of a comparable floating rate debt instrument through Bloomberg.

SBA Loans Held For Sale (Carried at Lower of Cost or Fair Value)

The fair values of SBA loans held for sale is determined, when possible, using quoted secondary-market prices and are classified within Level 3 of the fair value hierarchy. If no such quoted prices exist, the fair value of a loan is determined using quoted prices for a similar loan or loans, adjusted for the specific attributes of that loan. The Company did not write down any loans held for sale during the year ended December 31, 2016 and the year ended December 31, 2015.

Mortgage Loans Held for Sale (Carried at Fair Value)

The fair value of mortgage loans held for sale is determined by obtaining prices at which they could be sold in the principal market at the measurement date and are classified within Level 2 of the fair value hierarchy. In 2016, Republic elected to adopt the fair value option for its mortgage loans held for sale portfolio in order to more accurately reflect the economic value of the mortgages held for sale on the balance sheet. All mortgage loans held for sale originated subsequent to the election date are carried at fair value. All loans held for sale originated prior to the election date were sold prior to September 30, 2016. Interest income on loans held for sale, which totaled $283,000 for the twelve months ended December 31, 2016, are included in interest and fees in the statements of income.

The following table reflects the difference between the carrying amount of mortgage loans held for sale, measured at fair value and the aggregate unpaid principal amount that Republic is contractually entitled to receive at maturity as of December 31, 2016 (dollars in thousands):

Mortgage loans held for sale	Carrying Amount	Aggregate Unpaid Principal Balance	Excess Carrying Amount Over Aggregate Unpaid Principal Balance
December 31, 2016	$23,911	$23,428	$ 483

Republic did not have any mortgage loans held for sale recorded at fair value that were 90 or more days past due and on non-accrual at December 31, 2016.

Interest Rate Lock Commitments ("IRLC")

The fair value of Republic's IRLC instruments are based upon the underlying loans measured at fair value on a recurring basis and the probability of such commitments being exercised. Due to observable market data inputs used by Republic, IRLCs are classified within Level 2 of the valuation hierarchy.

Best Efforts Forward Loan Sales Commitments

Best efforts forward loan sales commitments are classified within Level 2 of the valuation hierarchy. Best efforts forward loan sales commitments fix the forward sales price that will be realized upon the sale of mortgage loans into the secondary market. Best efforts forward loan sales commitments are entered into for loans at the time the borrower commitment is made. These best efforts forward loan sales commitments are valued using the committed price to the counterparty against the current market price of the interest rate lock commitment or mortgage loan held for sale.

Mandatory Forward Loan Sales Commitments

Fair values for mandatory forward loan sales commitments are based on fair values of the underlying mortgage loans and the probability of such commitments being exercised. Due to the observable inputs used by Republic, best efforts mandatory loan sales commitments are classified within Level 2 of the valuation hierarchy.

Loans Receivable (Carried at Cost)

The fair values of loans receivable, excluding all nonaccrual loans and accruing loans deemed impaired with specific loan allowances, are estimated using discounted cash flow analyses, using market rates at the balance sheet date that reflect the credit and interest rate-risk inherent in the loans. Projected future cash flows are calculated based upon contractual maturity or call dates, projected repayments and prepayments of principal. Generally, for variable rate loans that reprice frequently and with no significant change in credit risk, fair values are based on carrying values. Due to the significant judgment involved in evaluating credit quality, loans are classified within Level 3 of the fair value hierarchy.

Impaired Loans (Carried at Lower of Cost or Fair Value)

Impaired loans are those that the Company has measured impairment based on the fair value of the loan's collateral. Fair value is generally determined based upon independent third party appraisals of the properties, or discounted cash flows based upon the expected proceeds. These assets are included as Level 3 fair values, based upon the lowest level of input that is significant to the fair value measurements. The fair value consists of the loan balances less any valuation allowance. The valuation allowance amount is calculated as the difference between the recorded investment in a loan and the present value of expected future cash flows or it is calculated based on discounted collateral values if the loans are collateral dependent.

Other Real Estate Owned (Carried at Lower of Cost or Fair Value)

These assets are carried at the lower of cost or fair value. At December 31, 2016 and December 31, 2015, these assets are carried at current fair value and classified within Level 3 of the fair value hierarchy.

SBA Servicing Asset (Carried at Fair Value)

The SBA servicing asset is initially recorded when loans are sold and the servicing rights are retained and recorded on the balance sheet. An updated fair value is obtained from an independent third party on a quarterly basis and adjustments are presented as loan advisory and servicing fees on the statement of operations. The valuation begins with the projection of future cash flows for each asset based on their unique characteristics, the Company's market-based assumptions for prepayment speeds and estimated losses and recoveries. The present value of the future cash flows are then calculated utilizing the Company's market-based discount ratio assumptions. In all cases, the Company's models expected payments for every loan for each quarterly period in order to create the most detailed cash flow stream possible.

The Company uses assumptions and estimates in determining the impairment of the SBA servicing asset. These assumptions include prepayment speeds and discount rates commensurate with the risks involved and comparable to assumptions used by participants to value and bid serving rights available for sale in the market. At December 31, 2016 and December 31, 2015, the sensitivity of the current fair value of the SBA loan servicing rights to immediate 10% and 20% adverse changes in key assumptions are included in the accompanying table.

(dollars in thousands)	December 31, 2016	December 31, 2015
SBA Servicing Asset		
Fair Value of SBA Servicing Asset	$5,352	$4,886
Composition of SBA Loans Serviced for Others		
Fixed-rate SBA loans	0 %	0 %
Adjustable-rate SBA loans	100 %	100 %
Total	100 %	100 %
Weighted Average Remaining Term	21.1 years	20.9 years
Prepayment Speed	6.12 %	6.27 %
Effect on fair value of a 10% increase	$(161)	$(151)
Effect on fair value of a 20% increase	(316)	(296)
Weighted Average Discount Rate	10.00 %	10.00 %
Effect on fair value of a 10% increase	$(226)	$(206)
Effect on fair value of a 20% increase	(435)	(397)

The sensitivity calculations above are hypothetical and should not be considered to be predictive of future performance. As indicated, changes in value based on adverse changes in assumptions generally cannot be extrapolated because the relationship of the change in assumption to the change in value may not be linear. Also in this table, the effect of an adverse variation in a particular assumption on the value of the SBA servicing rights is calculated without changing any other assumption. While in reality, changes in one factor may magnify or counteract the effect of the change.

Restricted Stock (Carried at Cost)

The carrying amount of restricted stock approximates fair value, and considers the limited marketability of such securities. Restricted stock is classified within Level 2 of the fair value hierarchy.

Accrued Interest Receivable and Payable (Carried at Cost)

The carrying amounts of accrued interest receivable and accrued interest payable approximates fair value and are classified within Level 2 of the fair value hierarchy.

Deposit Liabilities (Carried at Cost)

The fair values disclosed for demand deposits (e.g., interest and noninterest checking, passbook savings and money market accounts) are, by definition, equal to the amount payable on demand at the reporting date (i.e., their carrying amounts). Fair values for fixed-rate certificates of deposit are estimated using a discounted cash flow calculation that applies interest rates currently being offered in the market on certificates to a schedule of aggregated expected monthly maturities on time deposits. Deposit liabilities are classified within Level 2 of the fair value hierarchy.

Short-term Borrowings (Carried at Cost)

Due to their short-term nature, the carrying amounts of short-term borrowings, which include overnight borrowings approximate their fair value. Short-term borrowings are classified within Level 2 of the fair value hierarchy.

Subordinated Debt (Carried at Cost)

Fair values of subordinated debt are estimated using discounted cash flow analysis, based on market rates currently offered on such debt with similar credit risk characteristics, terms and remaining maturity. Due to the significant judgment involved in developing the spreads used to value the subordinated debt, it is classified within Level 3 of the fair value hierarchy.

Off-Balance Sheet Financial Instruments (Disclosed at notional amounts)

Fair values for the Company's off-balance sheet financial instruments (lending commitments and letters of credit) are based on fees currently charged in the market to enter into similar agreements, taking into account, the remaining terms of the agreements and the counterparties' credit standing.

The estimated fair values of the Company's financial instruments were as follows at December 31, 2016 and 2015:

	Fair Value Measurements at December 31, 2016				
(dollars in thousands)	Carrying Amount	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Balance Sheet Data					
Financial assets:					
Cash and cash equivalents	$34,554	$34,554	$34,554	$-	$ -
Investment securities available for sale	369,739	369,739	-	364,948	4,791
Investment securities held to maturity	432,499	425,183	-	425,183	-
Restricted stock	1,366	1,366	-	1,366	-
Loans held for sale	28,065	28,267	-	23,911	4,356
Loans receivable, net	955,817	937,944	-	-	937,944
SBA servicing assets	5,352	5,352	-	-	5,352
Accrued interest receivable	5,497	5,497	-	5,497	-
Interest rate lock commitments	439	439	-	439	-
Best efforts forward loan sales commitments	103	103	-	103	-
Mandatory forward loan sales commitments	229	229	-	229	-
Financial liabilities:					
Deposits					
Demand, savings and money market	$1,566,506	$1,566,506	$-	$1,566,506	$ -
Time	111,164	110,988	-	110,988	-
Subordinated debt	21,881	16,286	-	-	16,286
Accrued interest payable	444	444	-	444	-
Interest rate lock commitments	55	55	-	55	-
Best efforts forward loan sales commitments	125	125	-	125	-
Mandatory forward loan sales commitments	38	38	-	38	-
Off-Balance Sheet Data					
Commitments to extend credit	-	-	-	-	-
Standby letters-of-credit	-	-	-	-	-

	Fair Value Measurements at December 31, 2015				
(dollars in thousands)	Carrying Amount	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Balance Sheet Data					

Financial assets:					
Cash and cash equivalents	$27,139	$27,139	$27,139	$-	$ -
Investment securities available for sale	284,795	284,795	-	280,078	4,717
Investment securities held to maturity	172,277	171,845	-	171,845	-
Restricted stock	3,059	3,059	-	3,059	-
Loans held for sale	3,653	3,831	-	-	3,831
Loans receivable, net	866,066	849,578	-	-	849,578
SBA servicing assets	4,886	4,886	-	-	4,886
Accrued interest receivable	4,216	4,216	-	4,216	-
Financial liabilities:					
Deposits					
Demand, savings and money market	$1,181,720	$1,181,720	$-	$1,181,720	$ -
Time	67,578	67,422	-	67,422	-
Short-term borrowings	47,000	47,000	-	47,000	-
Subordinated debt	21,857	18,353	-	-	18,353
Accrued interest payable	245	245	-	245	-
Off-Balance Sheet Data					
Commitments to extend credit	-	-	-	-	-
Standby letters-of-credit	-	-	-	-	-

16. Stock Based Compensation

The Company has a Stock Option and Restricted Stock Plan ("the 2005 Plan"), under which the Company granted options, restricted stock or stock appreciation rights to the Company's employees, directors, and certain consultants. The 2005 Plan became effective on November 14, 1995, and was amended and approved at the Company's 2005 annual meeting of shareholders. Under the terms of the 2005 Plan, 1.5 million shares of common stock, plus an annual increase equal to the number of shares needed to restore the maximum number of shares that could be available for grant under the 2005 Plan to 1.5 million shares, were available for such grants. As of December 31, 2016, the only grants under the 2005 Plan were option grants. The 2005 Plan provided that the exercise price of each option granted equaled the market price of the Company's stock on the date of the grant. Options granted pursuant to the 2005 Plan vest within one to four years and have a maximum term of 10 years. The 2005 Plan terminated on November 14, 2015 in accordance with the terms and conditions specified in the Plan agreement.

On April 29, 2014 the Company's shareholders approved the 2014 Republic First Bancorp, Inc. Equity Incentive Plan (the "2014 Plan"), under which the Company may grant options, restricted stock, stock units, or stock appreciation rights to the Company's employees, directors, independent contractors, and consultants. Under the terms of the 2014 Plan, 2.6 million shares of common stock, plus an annual adjustment to be no less than 10% of the outstanding shares or such lower number as the Board of Directors may determine, are available for such grants. At December 31, 2016, the maximum number of shares of common shares issuable under the 2014 Plan was 5.9 million. During the twelve months ended December 31, 2016, 661,750 options were granted under the 2014 Plan with a weighted average grant date fair value of $1,191,224.

The Company utilized the Black-Scholes option pricing model to calculate the estimated fair value of each stock option granted on the date of the grant. A summary of the assumptions used in the Black-Scholes option pricing model for 2016, 2015, and 2014 is as follows:

	2016	2015	2014
Dividend yield[1]	0.0 %	0.0 %	0.0 %
Expected volatility[2]	46.38% to 52.54%	53.78% to 56.00%	55.79% to 57.99%
Risk-free interest rate[3]	1.23% to 1.82 %	1.49% to 2.00 %	1.51% to 2.26 %
Expected life[4]	5.5 to 7.0 years	5.5 to 7.0 years	5.5 to 7.0 years
Assumed forfeiture rate[5]	10.0%	19.0%	23.0%

(1) A dividend yield of 0.0% is utilized because cash dividends have never been paid.
(2) Expected volatility is based on Bloomberg's five and one-half to seven year volatility calculation for "FRBK" stock.
(3) The risk-free interest rate is based on the five to seven year Treasury bond.
(4) The expected life reflects a 1 to 4 year vesting period, the maximum ten year term and review of historical behavior.
(5) Forfeiture rate is determined through forfeited and expired options as a percentage of options granted over the current three year period.

During 2016, 517,550 options vested as compared to 349,062 options in 2015 and 209,825 options in 2014. Expense is recognized ratably over the period required to vest. At December 31, 2016, the intrinsic value of the 2,331,400 options outstanding was $10,871,297, while the intrinsic value of the 1,048,174 exercisable (vested) options was $4,911,116. During 2016, 50,300 options were forfeited with a weighted average grant date fair value of $89,383.

Information regarding stock based compensation for the years ended December 31, 2016, 2015, and 2014 is set forth below:

	2016	2015	2014
Stock based compensation expense recognized	$759,000	$600,000	$420,000
Number of unvested stock options	1,283,226	1,173,276	1,039,638
Fair value of unvested stock options	$2,184,773	$1,906,691	$1,548,840
Amount remaining to be recognized as expense	$1,104,424	$873,714	$702,220

The remaining amount of $1,104,424 will be recognized ratably as expense through November 2020.

A summary of stock option activity under the Plan as of December 31, 2016, 2015, and 2014 is as follows:

	For the Years Ended December 31,					
	2016		2015		2014	
	Shares	Weighted Average Exercise Price	Shares	Weighted Average Exercise Price	Shares	Weighted Average Exercise Price
Outstanding, beginning of year	1,946,225	$ 3.56	1,494,399	$ 3.59	1,215,530	$ 3.66
Granted	661,750	4.06	505,200	3.55	360,900	3.69
Exercised	(226,275)	3.21	(21,500)	3.01	(500)	1.95
Forfeited	(50,300)	5.21	(31,874)	5.13	(81,531)	5.15
Outstanding, end of year	2,331,400	$ 3.70	1,946,225	$ 3.56	1,494,399	$ 3.59
Options exercisable at year-end	1,048,174	$ 3.70	772,949	$ 4.18	454,761	$ 5.06
Weighted average fair value of options granted during the year		$ 1.80		$ 1.89		$ 2.07

A summary of stock option exercises and related proceeds during the years end December 31, 2016, 2015, and 2014 is as follows:

	For the Years Ended December 31,		
	2016	2015	2014
Number of options exercised	226,275	21,500	500
Cash received	$726,157	$64,624	$975
Intrinsic value	$739,699	$26,532	$1,010
Tax benefit	$-	$-	$-

The following table summarizes information about options outstanding at December 31, 2016:

	Options Outstanding			Options Exercisable	
Range of Exercise Prices	Number Outstanding	Weighted-Average	Weighted-Average	Shares	Weighted-Average

		Remaining Contractual Life	Exercise Price		Exercise Price
$1.55 to $2.95	538,675	5.7	$ 2.36	361,837	$ 2.20
$3.14 to $3.68	897,275	7.3	3.55	428,137	3.51
$3.95 to $8.00	886,100	7.3	4.58	248,850	5.89
$11.77 to $12.13	9,350	-	11.77	9,350	11.77
	2,331,400		$ 3.70	1,048,174	$ 3.70

A roll-forward of non-vested options during the year ended December 31, 2016 is as follows:

	Number of Shares	Weighted-Average Grant Date Fair Value
Nonvested, beginning of year	1,173,276	$ 1.63
Granted	661,750	1.80
Vested	(517,550)	1.53
Forfeited	(34,250)	2.01
Nonvested, end of year	1,283,226	$ 1.70

17. Segment Reporting

The Company has one reportable segment: community banking. The community banking segment primarily encompasses the commercial loan and deposit activities of Republic, as well as residential mortgage and consumer loan products in the area surrounding its stores. Mortgage loans in Delaware and Florida are primarily made to local customers that have second homes (vacation) in Delaware and Florida. We do not have loan production offices in those states.

18. Transactions with Affiliates and Related Parties

The Company made payments to related parties in the amount of $1.0 million during 2016 and 2015 and $754,000 during 2014. The disbursements made during 2016, 2015, and 2014 include $450,000, $415,000, and $343,000, respectively, in fees for marketing, graphic design, architectural and project management services paid to InterArch, a company owned by the spouse of Vernon W. Hill, II. Mr. Hill is the Chairman of the Company, and beneficially owns 8.1% of the common shares currently outstanding. The Company paid $194,000 during 2016 and $144,000 during 2015 to Glassboro Properties, LLC related to a land lease agreement for its Glassboro store. Mr. Hill has an ownership interest in Glassboro Properties LLC, a commercial real estate firm. The Company paid $7,000 during 2015 to SDI Commercial Real Estate LLC for reimbursement of development costs related to site development as part of the Company's growth and expansion strategy. Mr. Hill has an ownership interest in SDI Commercial Real Estate LLC, a commercial real estate firm. Prior to his appointment as Chairman in December 2016, Mr. Hill acted as a consultant for the Company and was paid $250,000 annually for his services.

The Company paid $120,000 during 2016 and 2015 to Brian Communications for public relations services in addition to reimbursements for out-of-pocket expenses and other reimbursable costs. Brian Tierney, a member of the Board of Directors, is the CEO of Brian Communications, a strategic communications agency.

19. Parent Company Financial Information

The following financial statements for Republic First Bancorp, Inc. (Parent Company) should be read in conjunction with the consolidated financial statements and the other notes related to the consolidated financial statements.

Balance Sheet
December 31, 2016 and 2015
(Dollars in thousands)

	December 31, 2016	December 31, 2015
ASSETS		
Cash	$61,011	$2,051
Corporation-obligated mandatorily redeemable capital securities of subsidiary trust holding junior obligations of the corporation	676	676
Investment in subsidiaries	170,868	128,652
Other assets	4,589	3,873
Total Assets	$237,144	$135,252
LIABILITIES AND SHAREHOLDERS' EQUITY		
Liabilities		
Accrued expenses	$210	$20
Corporation-obligated mandatorily redeemable securities of subsidiary trust holding solely junior subordinated debentures of the corporation	21,881	21,857
Total Liabilities	22,091	21,877
Shareholders' Equity		
Total Shareholders' Equity	215,053	113,375
Total Liabilities and Shareholders' Equity	$237,144	$135,252

Statements of Income, Comprehensive Income (Loss), and Changes in Shareholders' Equity
For the years ended December 31, 2016, 2015, and 2014
(Dollars in thousands)

	2016	2015	2014
Interest income	$35	$34	$33
Total income	35	34	33
Trust preferred interest expense	1,160	1,114	1,107
Expenses	717	572	424
Total expenses	1,877	1,686	1,531
Net loss before taxes	(1,842)	(1,652)	(1,498)
Benefit for income taxes	(645)	(578)	(524)
Loss before undistributed income of subsidiaries	(1,197)	(1,074)	(974)
Equity in undistributed income of subsidiaries	6,142	3,507	3,416
Net income	$4,945	$2,433	$2,442
Net income	$4,945	$2,433	$2,442
Total other comprehensive income (loss)	(4,129)	(2,533)	2,196
Total comprehensive income (loss)	$816	$(100)	$4,638
Shareholders' equity, beginning of year	$113,375	$112,811	$62,899
Shares issued under common stock offering	99,175	-	44,853
Stock based compensation	759	600	420
Stock options issued in acquisition	202	-	-
Exercise of stock options	726	64	1
Net income	4,945	2,433	2,442
Total other comprehensive income (loss)	(4,129)	(2,533)	2,196
Shareholders' equity, end of year	$215,053	$113,375	$112,811

Statements of Cash Flows
For the years ended December 31, 2016, 2015, and 2014
(Dollars in thousands)

	2016	2015	2014
Cash flows from operating activities:			
Net income	$4,945	$2,433	$2,442
Adjustments to reconcile net income to net cash used in operating activities:			
Share based compensation	961	600	420
Amortization of debt issuance costs	24	24	24
Increase in other assets	(716)	(636)	(550)
Net increase in other liabilities	190	2	-
Equity in undistributed income of subsidiaries	(6,142)	(3,507)	(3,416)
Net cash used in operating activities	(738)	(1,084)	(1,080)
Cash flows from investing activities:			
Investment in subsidiary	(40,203)	(6,400)	(35,000)
Net cash used in investing activities	(40,203)	(6,400)	(35,000)
Cash flows from financing activities:			
Net proceeds from stock offering	99,175	-	44,853
Exercise of stock options	726	64	1
Net cash provided by financing activities	99,901	64	44,854
Increase (decrease) in cash	58,960	(7,420)	8,774
Cash, beginning of period	2,051	9,471	697
Cash, end of period	$61,011	$2,051	$9,471

20. Quarterly Financial Data (unaudited)

The following represents summarized unaudited quarterly financial data of the Company for each of the quarters ended during 2016 and 2015.

Summary of Selected Quarterly Consolidated Financial Data
(dollars in thousands, except per share data)

	For the Quarter Ended			
	December 31st	September 30th	June 30th	March 31st
2016				
Interest income	$14,636	$ 13,620	$13,209	$12,762
Interest expense	1,946	1,834	1,612	1,471
Net interest income	12,690	11,786	11,597	11,291
Provision for loan losses	-	607	650	300
Non-interest income	4,727	5,142	3,031	2,412
Non-interest expense	15,970	15,013	12,967	12,343
Benefit for income taxes	(50)	(32)	(12)	(25)
Net income	$1,497	$ 1,340	$1,023	$1,085
Net income per share:				
Basic	$0.03	$ 0.04	$0.03	$0.03
Diluted	$0.03	$ 0.03	$0.03	$0.03
2015				
Interest income	$12,406	$ 11,370	$10,899	$10,761
Interest expense	1,419	1,378	1,290	1,294
Net interest income	10,987	9,992	9,609	9,467
Provision for loan losses	500	-	-	-
Non-interest income	4,740	1,604	2,022	1,577
Non-interest expense	14,446	11,024	11,103	10,518
Benefit for income taxes	(9)	(10)	(5)	(2)
Net income	$790	$ 582	$533	$528
Net income per share (1):				
Basic	$0.02	$ 0.02	$0.01	$0.01
Diluted	$0.02	$ 0.02	$0.01	$0.01

(1) Quarterly net income per share does not add to full year net income per share due to rounding.

21. Changes in Accumulated Other Comprehensive Income (Loss) By Component (1)

The following table presents the changes in accumulated other comprehensive loss by component for the years ended December 31, 2016, 2015, and 2014.

(dollars in thousands)	Unrealized Gains (Losses) on Available-For-Sale Securities	Unrealized Holding Losses on Securities Transferred From Available-For-Sale To Held-To-Maturity	Total
Balance January 1, 2016	$ (2,562)	$ (603)	$ (3,165)
Unrealized loss on securities	(3,853)	-	(3,853)
Amounts reclassified from accumulated other comprehensive income to net income (2)	(416)	140	(276)
Net current-period other comprehensive income (loss)	(4,269)	140	(4,129)
Balance December 31, 2016	$ (6,831)	$ (463)	$ (7,294)
Balance January 1, 2015	$ 82	$ (714)	$ (632)
Unrealized loss on securities	(2,577)	-	(2,577)
Amounts reclassified from accumulated other comprehensive income to net income (2)	(67)	111	44
Net current-period other comprehensive income (loss)	(2,644)	111	(2,533)
Balance December 31, 2015	$ (2,562)	$ (603)	$ (3,165)
Balance January 1, 2014	$ (2,828)	$ -	$ (2,828)
Unrealized gain on securities	3,199	-	3,199
Net unrealized holding losses on securities transferred from available-for-sale to held-to-maturity	-	(790)	(790)
Amounts reclassified from accumulated other comprehensive income to net income (2)	(289)	76	(213)
Net current-period other comprehensive income	2,910	(714)	2,196
Balance December 31, 2014	$ 82	$ (714)	$ (632)

(1) All amounts are net of tax. Amounts in parentheses indicate reductions to other comprehensive income.

(2) Reclassification amounts are reported as gains on sales of investment securities, impairment losses, and amortization of net unrealized losses on the Consolidated Statement of Operations.

22. Business Combination

Oak Mortgage Company, LLC

On July 26, 2016, Republic entered into an agreement with the owners of Oak Mortgage Company, LLC pursuant to which the owners agreed to sell to Republic all of the issued and outstanding limited liability interests of Oak Mortgage. The transaction closed on July 28, 2016, and as a result, Oak Mortgage became a wholly owned subsidiary of Republic on that date. The aggregate cash purchase price paid to the Sellers for their limited liability company interests at closing was $7.1 million, $1.0 million of which was deposited in an escrow account to be disbursed one year from closing subject to adjustment for any covered indemnity claims under the Purchase Agreement. The purchase price is subject to certain post-closing adjustments.

In connection with the Oak Mortgage acquisition, the following table details the consideration paid, the initial estimated fair value of identifiable assets acquired and liabilities assumed as of the date of the acquisition, the subsequent adjustments to estimates, the final valuation of the fair value of identifiable assets acquired and liabilities assumed as of the date of the acquisition, and the resulting goodwill recorded (in thousands):

Consideration paid:	Original Estimates	Adjustments to Estimates	Final Valuation
Cash	$ 7,136	$ -	$ 7,136
Equity instruments	202		