

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

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): November 13, 2024

Orange County Bancorp, Inc.
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-40711
(Commission File No.)

26-1135778
(I.R.S. Employer
Identification No.)

212 Dolson Avenue, Middletown, New York
(Address of Principal Executive Offices)

10940
(Zip Code)

Registrant's telephone number, including area code: (845) 341-5000

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

| <u>Title of each class</u> | <u>Trading Symbol(s)</u> | <u>Name of each exchange on which registered</u> |
|--------------------------------|------------------------------|--|
| Common Stock, par value \$0.50 | OBT | The Nasdaq Stock Market, LLC |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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

Item 7.01 **Regulation FD Disclosure**

On November 13, 2024, Orange County Bancorp, Inc. (the "Company"), parent company of Orange Bank & Trust Company and Hudson Valley Investment Advisors, made available and distributed to analysts and prospective investors a slide presentation. The slide presentation will be reviewed with certain analysts and certain institutional investors at the Piper Sandler East Coast Financial Services Conference on November 14, 2024. The presentation materials include information regarding the Company's operating and growth strategies and financial performance. The slide presentation is furnished in this Current Report on Form 8-K, pursuant to this Item 7.01, as Exhibit 99.1, and is incorporated herein by reference.

This Current Report and the information included below and furnished as exhibits hereto shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended ("Exchange Act"), nor shall it be incorporated by reference into a filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing. The furnishing of the information in this Current Report is not intended to, and does not, constitute a determination or admission by the Company that the information in this report is material or complete, or that investors should consider this information before making an investment decision with respect to any security of the Company or any of its affiliates.

Item 9.01 **Financial Statements and Exhibits**

- (a) Financial statements of businesses acquired. None.
 - (b) Pro forma financial information. None.
 - (c) Shell company transactions: None.
 - (d) Exhibits.
 - [99.1 Presentation Materials of Orange County Bancorp, Inc.](#)
 - 104 Cover Page Interactive Data File (embedded in the cover page formatted in Inline XBRL)
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SIGNATURES

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

ORANGE COUNTY BANCORP, INC.

DATE: November 13, 2024

By: /s/ Michael Lesler
Michael Lesler
Executive Vice President and Chief Financial Officer

orange county
BANCORP,
inc.

INVESTOR Presentation

November 2024

Safe Harbor Statement and Disclaimer

Forward-Looking Statements

This presentation contains, and future oral and written statements by us and our management may contain, forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements represent plans, estimates, objectives, goals, guidelines, expectations, intentions, projections, and statements of our beliefs concerning future events, business plans, objectives, expected operating results, and the assumptions upon which those statements are based. Forward-looking statements include without limitation, any statement that may predict, forecast, indicate or imply future results, performance or achievements, and are typically identified with words such as "may," "could," "should," "will," "would," "believe," "anticipate," "estimate," "expect," "aim," "intend," "plan," or words or phrases of similar meaning. We caution that the forward-looking statements are based largely on our expectations and are subject to a number of known and unknown risks and uncertainties that are subject to change based on factors which are, in many instances, beyond our control. Such forward-looking statements are based on various assumptions (some of which may be beyond our control) and are subject to risks and uncertainties, which change overtime, and other factors which could cause actual results to differ materially from those currently anticipated. New risks and uncertainties may emerge from time to time, and it is not possible for us to predict their occurrence or how they will affect us. If one or more of the factors affecting our forward-looking information and statements proves incorrect, then our actual results, performance or achievements could differ materially from those expressed in, or implied by, forward-looking information and statements contained in this presentation. Therefore, we caution you not to place undue reliance on our forward-looking information and statements. We disclaim any duty to revise or update the forward-looking statements, whether written or oral, to reflect actual results or changes in the factors affecting the forward-looking statements, except as specifically required by law.

Industry Information

This presentation includes statistical and other industry and market data that we obtained from government reports and other third-party sources. Our internal data, estimates, and forecasts are based on information obtained from government reports, trade and business organizations and other contacts in the markets in which we operate and our management's understanding of industry conditions. Although we believe that this information (including the industry publications and third party research, surveys, and studies) is accurate and reliable, we have not independently verified such information. In addition, estimates, forecasts and assumptions are necessarily subject to a high degree of uncertainty and risk due to a variety of factors. Finally, forward-looking information obtained from these sources is subject to the same qualifications and the additional uncertainties regarding the other forward-looking statements in this presentation.

Franchise Overview

Strong Banking Institution with Established Presence in Stable Markets

Geographic Presence



Q3 2024 Snapshot

| | | | |
|---------------|-----------------|----------------|---------------|
| \$2.5B | \$1.8B | \$2.1B | \$1.8B |
| TOTAL ASSETS | TOTAL NET LOANS | TOTAL DEPOSITS | AUM |

1) There are 3 branches located in Middletown.

Company Background

Background

- Successfully completed IPO and NASDAQ listing in August 2021
- Bank was established in 1892 and has operated successfully for 132 years
- Headquartered in Middletown, NY
- Premier business bank in the Hudson Valley region, operating in diverse and stable markets
- Highly attractive core deposit franchise
- Full service commercial bank with focus on small to medium sized businesses
- Diverse, high-margin private banking and trust/wealth management service offerings

Expansion of Franchise Footprint

- + 2015: Opened White Plains branch (Westchester)
- + 2016: Opened Mamaroneck & Hawthorne branches (Westchester)
- + 2017: Opened New City branch (Rockland)
- + 2017: Opened Mount Vernon branch (Westchester)
- 2017: Closure of Vails Gate branch (Orange)
- 2018: Sale of Fishkill branch (Dutchess)
- + 2018: Opened Cortlandt Manor branch (Westchester)
- + 2019: Opened LPO in Bronx, NY market
- + 2021: Opened Bronx branch and Nanuet branch (Rockland)
- + 2024: Opened Yonkers branch (Westchester)
- + 2024: Received approval for a second Bronx location

Balanced, Client-Driven Business Model

Client-Driven Service Unifies Three Unique Product Areas



Note: Key financial metrics are as of September 30, 2024 (unaudited).

Franchise Scarcity Value in Highly Attractive Markets

Orange County

- Attractive and stable market
- 60 miles from New York City
- 132-year-operating history in the region
- Strong foundation for growth and low-cost deposit funding
- Continued remote workplace migration

Westchester & Rockland Counties

- Primary OBT growth markets
- Large, economically diverse and affluent markets
- Unbalanced Market: large regional/national banks, few small community banks
- Reputation as leading local bank for small business
- Significant long-term growth opportunity relative to current market share

Bronx County

- Densely populated area with approximately 1.5 million residents
- Diversified economy typical of urban population centers
- Persistent need for housing in the region generates growth through demand for construction lending and refinancing activity

Attractive Demographics in a Large, Growing Addressable Market

Median Household Income (\$000s)



Financial Snapshot as of and for nine months 9/30/24

| | | |
|--------------------|----------------------------------|--------|
| Profitability | NIM | 3.85% |
| | ROAA | 1.12% |
| | ROAE | 15.87% |
| Regulatory Capital | Tier 1 Leverage ¹ | 10.06% |
| | Tier 1 Capital Ratio | 13.61% |
| | Total Capital Ratio | 14.89% |
| Asset Quality | NPAs / Total Loans | 0.62% |
| | NPAs / Assets | 0.44% |
| | Loan Loss Reserves / Gross Loans | 1.73% |

1) Bank level Call Report data.

Business Strategy

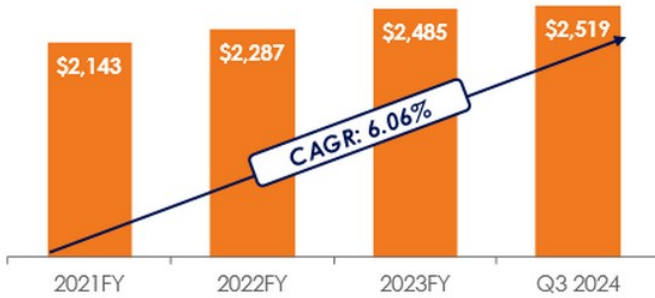
| | |
|--|---|
| Leverage Relationships to Drive Organic Growth | <ul style="list-style-type: none">• The Bank's historical success has been closely tied to that of its clients and the communities it serves• Seek trusted advisor role with clients as they build their businesses with the Bank's resources and support |
| Derive Loan Growth Through Relationship-Based Model | <ul style="list-style-type: none">• Majority of loan growth comes from existing clients and referrals• Direct access to senior management offers customers quicker response time on loan applications and other transactions• Differentiated level of service provides a pricing advantage, often resulting in higher loan rates |
| Continue to Grow Core Deposit Franchise | <ul style="list-style-type: none">• Core deposits (which includes all deposits except certificates of deposit) comprise 93.4% of total funding, attributed to the bank's long-standing relationships with clients• Cash management has helped the Bank expand depth and efficiency of deposit product offerings• By continuing to broaden its suite of business services, deposits and loans grew 5.0% and 2.8% respectively between year end 2023 and Q3 2024 |
| Continue to Build Fee-Based Business | <ul style="list-style-type: none">• Having recently reached \$1.8 billion in combined AUM at Q3 2024, the Company's trust and advisory services businesses provide a strong foundation of fee-based revenue• Company intends to expand HVIA's services into Westchester and Rockland counties• Private Banking service enables approximately 746 clients to leverage the resources of the platform |
| Strategic Expansion / Opportunistic M&A | <ul style="list-style-type: none">• Strategic Expansion: Ongoing investments in Rockland, Westchester and Bronx Counties continue to be significant drivers of growth & profitability• Capitalize on Market Disruption: Consolidation from the sales/mergers of Signature Bank, The Westchester Bank, Sterling National Bank, Hudson Valley Bank, Hometown Bank, Greater Hudson Bank and PCSB Bank presents opportunities to hire seasoned bankers and capture market share• Opportunistic M&A: Could include fee-based business, whole bank or branch acquisitions that would improve market position in geographies with attractive demographics |

Note: Financial data as of September 30, 2024 (unaudited) unless otherwise noted.

Consistent History of Growth

Current Success is Attributed to Disciplined Organic Growth

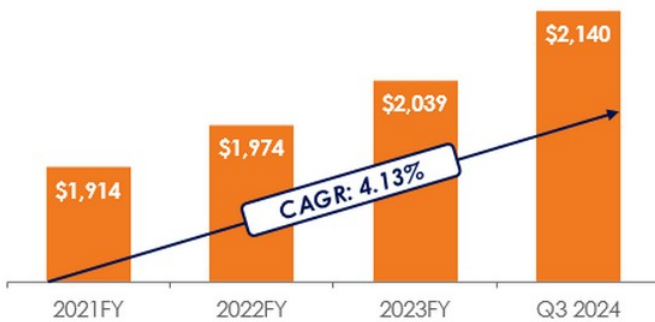
Total Assets (\$M)



Gross Loans (\$M)



Total Deposits (\$M)



Consolidated Equity Ex. AOCI (\$M)



Note: Financial data as of September 30, 2024 is unaudited.
Source: Company filings.

Strong and Consistent Historical Profitability

Success Maintaining Strong Profitability Metrics

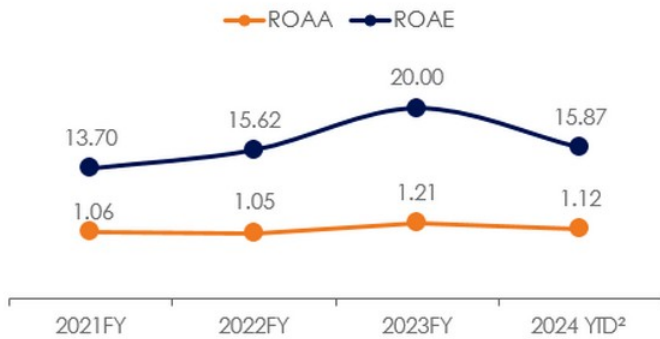
Net Income (\$M)



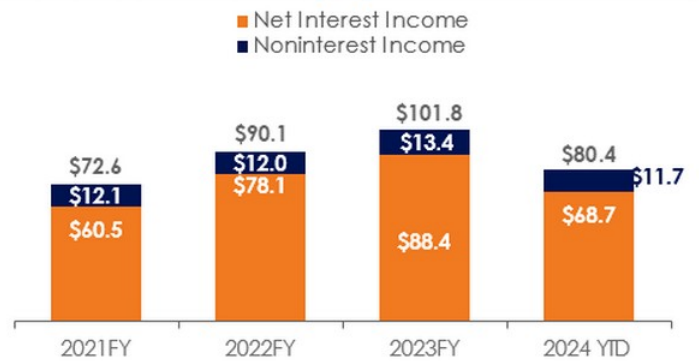
Net Interest Margin (%)



ROAA and ROAE (%)



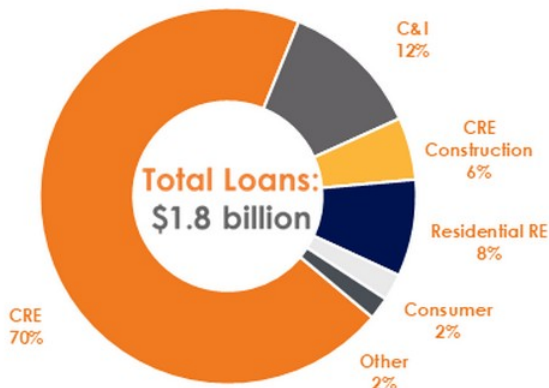
Pre-Provision Revenue (\$M)



1) Local peers include NASDAQ, NYSE and NYSEAM traded U.S. banks and thrifts in the NYC MSA with total assets under \$50 billion as of Q3 2024, excluding merger targets and mutuals; peer data sourced from S&P Capital IQ Pro.
 2) Reflects annualized metric.
 Note: Financial data as of September 30, 2024 is unaudited.
 Source: Company filings.

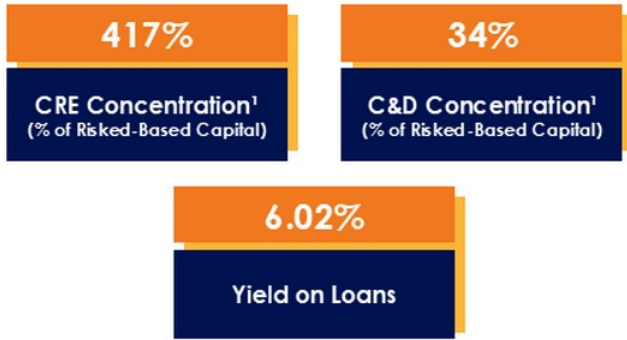
Loan Composition

Commercial-Focused Portfolio with Conservative Concentrations

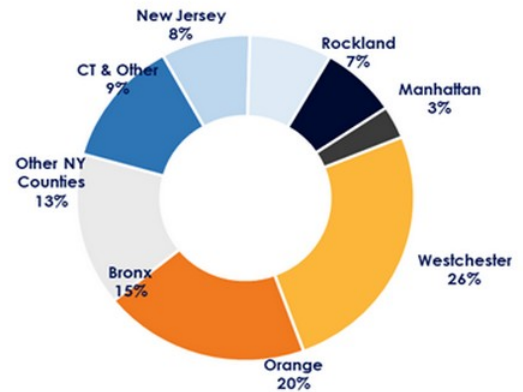


Loan Portfolio Commentary

- Advantageous, relationship-based lending model through existing clients and referrals
- Syndicated loans represent less than 1.7% of total loans
- Majority of lending occurs within market; ~87% of loans are in market as of September 30, 2024
- \$320.8 million (17.9% of loans) are repricing or maturing within one year or less



Geographic Composition of RE Secured Loans

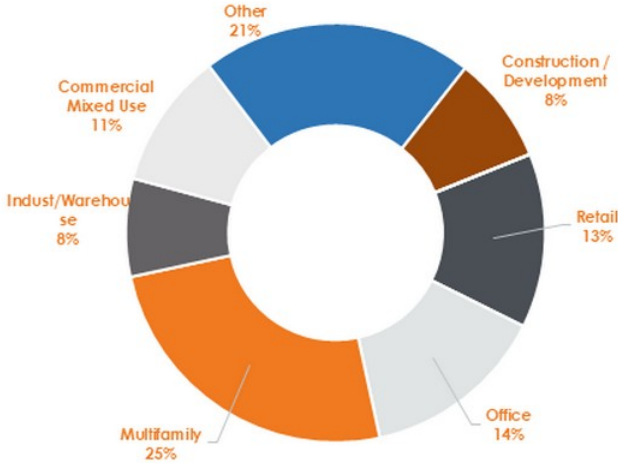


1) CRE and C&D loans as a % of Total Risk-Based Capital; Bank level Call Report data.
Note: Financial data as of September 30, 2024 (unaudited) unless otherwise noted.

Overview of Commercial Real Estate Portfolio

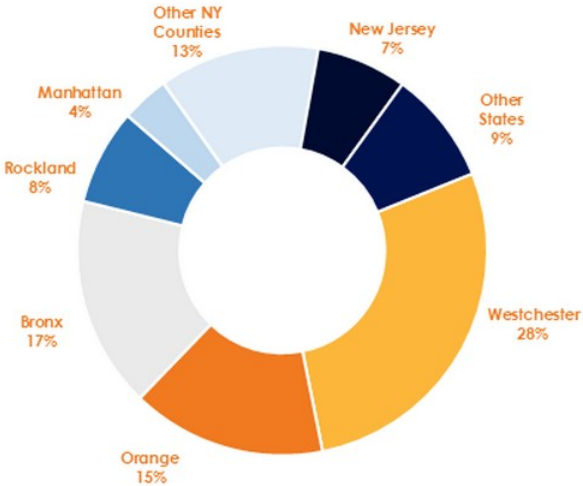
Total CRE:
\$1.2 Billion

CRE Portfolio by Property Type



Non-owner-occupied represents approximately 66% of the CRE loan portfolio

CRE Portfolio Geographic Composition

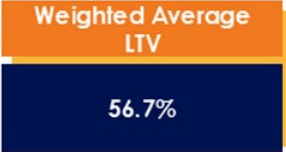
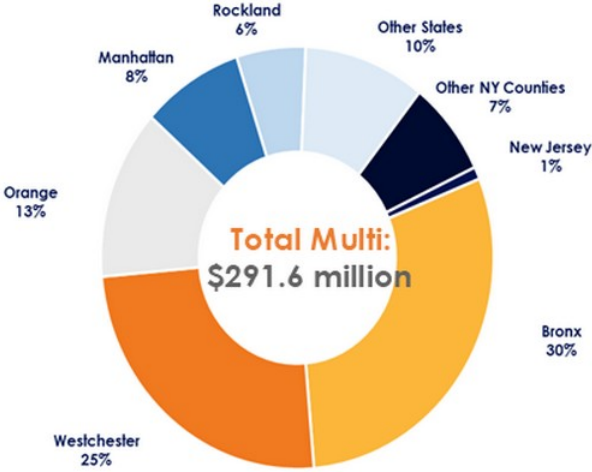


Limited exposure to core NYC metro area with only 4% of the CRE portfolio in Manhattan

Note: Financial data as of September 30, 2024 (unaudited) unless otherwise noted.

Overview of Multifamily Portfolio

Multifamily Portfolio Geographic Composition



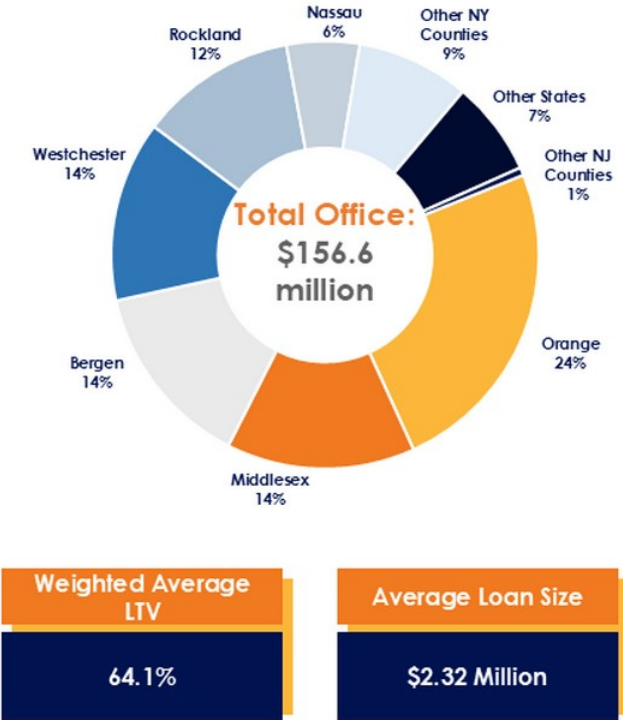
Note: Financial data as of September 30, 2024 (unaudited) unless otherwise noted.

Multifamily Portfolio Detail

| Portfolio Characteristic | % of Total Multifamily Portfolio |
|--------------------------------|----------------------------------|
| % of Portfolio Rent Stabilized | 25.1% |
| % of Portfolio Rent Controlled | 2.8% |
| % Maturing in 2024 | 0.6% |
| % Maturing in 2025 | 4.9% |
| % Maturing in 2026 | 6.0% |
| % Maturing in 2027+ | 88.5% |

CRE Office Portfolio Overview

Office Portfolio Geographic Composition



Note: Financial data as of September 30, 2024 (unaudited) unless otherwise noted.

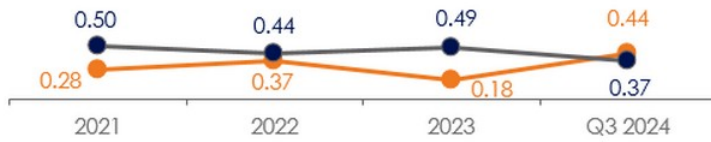
Office Portfolio Overview

| Portfolio Characteristic | % of Total Office Portfolio |
|------------------------------------|-----------------------------|
| % of Portfolio in Bronx and Queens | None |
| % of Portfolio in Manhattan | None |
| % Maturing in 2024 | 2.6% |
| % Maturing in 2025 | 8.8% |
| % Maturing in 2026 | 8.1% |
| % Maturing in 2027+ | 80.5% |

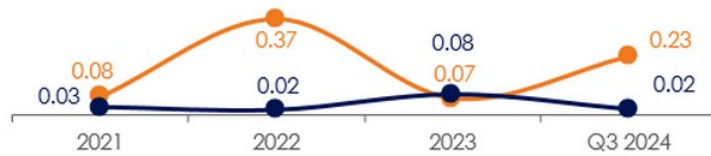
Credit Quality

Asset Quality Has Been Historically Sound, Managed Well Through Cycles

NPAs / Assets (%) — OBT — Local Peers¹



Net Charge-off (NCOs) / Average Loans (%)



Loan Loss Reserve / Gross Loans (%)



Credit Quality Commentary

- Strong and proven credit culture throughout cycles
- OBT recorded a \$7.8 million provision for loan losses for the nine months ended September 30, 2024 and charge-offs of \$4.1 million
- At 1.73% of gross loans, the Company's reserve level is above local peers¹ and well-positioned for any potential downturn in credit cycles

\$31.0 million

Loan Loss Reserve
(277.8% of NPLs)

\$11.2 million

Non-Performing Assets
(0.44% of Total Assets)

1) Local peers include NASDAQ, NYSE and NYSEAM traded U.S. banks and thrifts in the NYC MSA with total assets under \$50 billion as of Q3 2024, excluding merger targets and mutuals; peer data sourced from S&P Capital IQ Pro.
Note: Financial data as of September 30, 2024 (unaudited) unless otherwise noted.

Liquidity Overview

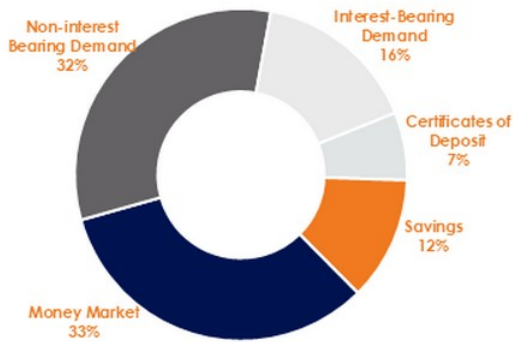
Strong Recent Deposit Growth and Significant Borrowing Capacity

- Borrowings consist of both short-term and long-term borrowings and provide the Company with one of its sources of funding
 - Maintaining available borrowing capacity provides the Company with a contingent source of liquidity
- FHLBNY short-term borrowings were paid down and \$82 million was outstanding as of September 30, 2024 as compared to \$224.5 million at December 31, 2023
 - The decrease in borrowings reflects a strategic decision to manage liquidity sources and take advantage of opportunities to reduce funding costs
 - The Company has the capacity to borrow \$491.6 million from the FHLBNY as of September 30, 2024
- At September 30, 2024, the Bank was utilizing \$50 million of funding through the Bank Term Funding Program from the Federal Reserve under a one-year facility
- Uninsured deposits, net of fully collateralized municipal relationships, remain stable and represent approximately 39% of total deposits at September 30, 2024 as compared to 37% of total deposits at December 31, 2023

Note: Financial data as of September 30, 2024 (unaudited) unless otherwise noted.

Leading Core Deposit Franchise

Stable and Low-Cost Core Funding Base



Total Deposits:
\$2.1 Billion

Areas of Focus

Keys to Success

- ✓ Dedicated deposit relationship managers
- ✓ Investment into customer experience/cash management product suite
- ✓ Obtain deposit relationships at loan origination

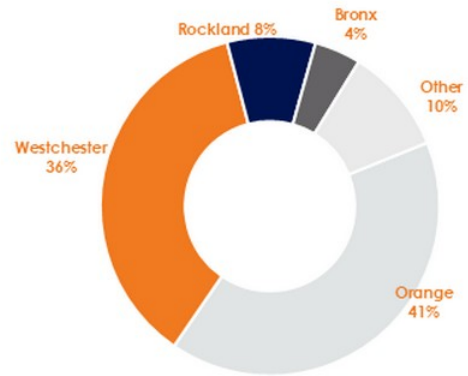
Escrow

- ✓ Attractive DDA capture

Municipal Deposits

- ✓ Comprise 16.0% of total deposits
- ✓ Competitive products and niche focus
- ✓ Focused on local opportunities and long-term relationships

Composition by Geography

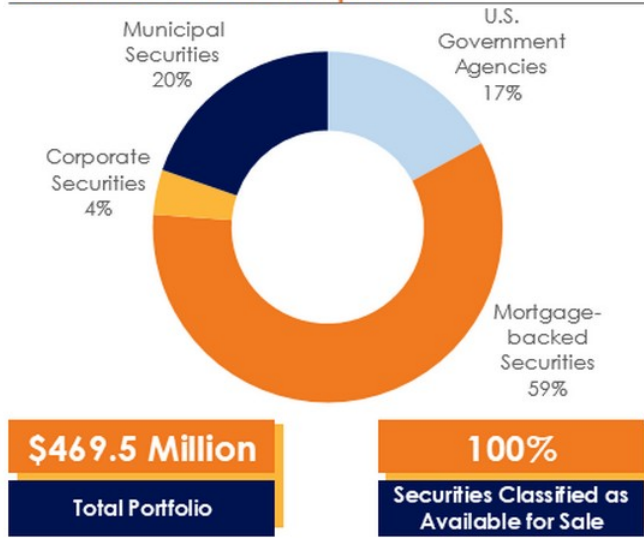


Note: Financial data as of September 30, 2024 (unaudited) unless otherwise noted.

- 1) Core deposits defined as total deposits minus certificates of deposit.
- 2) Cost of total deposits calculated using total annualized deposit interest expense and average total deposits in the given period.

Conservatively Managed Securities Portfolio

Securities Portfolio Composition



| Available for Sale Securities | Amortized Cost | Estimated Fair Value | Ptx. Unrealized Gain / (Loss) |
|-------------------------------|------------------|----------------------|-------------------------------|
| U.S. Government Agencies | \$87,725 | \$80,768 | \$(6,957) |
| Mortgage-backed Securities | 314,900 | 276,955 | (37,945) |
| Corporate Securities | 23,514 | 19,370 | (4,144) |
| Municipal Securities | 103,022 | 92,439 | (10,583) |
| Total | \$529,161 | \$469,532 | \$(59,629) |

Note: Financial data as of September 30, 2024 (unaudited) unless otherwise noted.

Securities Portfolio Commentary

- \$469.5 million in securities, primarily concentrated in mortgage-backed securities, municipal securities and agency
- Approximately 65% pledged as collateral to secure public deposits
- Historically served as use for excess liquidity – this is no longer the case
- 6.2 year weighted average life

Fair Value of Investment Securities

- Recent decline in fair value was primarily attributable to changes in interest rates, and not credit quality
- No intent to sell securities before their anticipated recovery

Investment Highlights



Strong and Experienced Management Team



Successful and Ongoing Expansion of Market Footprint



Highly Attractive Market Geography and Scarcity Value of Franchise



Ability to Take Advantage of M&A Driven Market Disintermediation



Stable, Low-Cost Deposit Base: 48% Transaction Accounts, 131 bps Total Cost¹



Demonstrated Loan Growth Driven by Relationship-Based Model



Complementary Offerings in Private Banking and Trust & Wealth Businesses



Consistent and Very Strong Financial Metrics

¹⁾ Annualized for the quarter ended September 30, 2024 (unaudited)