

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 16, 2023

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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
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 16, 2023, 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 2023 East Coast Financial Services Conference on November 16, 2023. 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)

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 16, 2023

By: /s/ Michael Lesler
Michael Lesler
Senior Vice President, Chief Financial Officer

orange county
BANCORP,
inc.

INVESTOR Presentation

November 2023

Forward Looking Statements

Forward-Looking Statements

This presentation contains, and future oral and written statements by us and our management may contain, forward-looking statements within the Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements represent plans, objectives, goals, guidelines, expectations, intentions, projections, and statements of our beliefs concerning future events, business plans, objective operating results, and the assumptions upon which those statements are based. Forward-looking statements include without limitation, any statement that predicts, forecasts, indicates or implies future results, performance or achievements, and are typically identified with words such as "may," "could," "might," "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 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 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 our business. If more of the factors affecting our forward-looking information and statements proves incorrect, then our actual results, performance or achievements may differ materially from those expressed in, or implied by, forward-looking information and statements contained in this presentation. Therefore, we caution against undue reliance on our forward-looking information and statements. We disclaim any duty to revise or update the forward-looking statements, whether or not, 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 estimates, and forecasts are based on information obtained from government reports, trade and business organizations and other contacts in the industry in which we operate and our management's understanding of industry conditions. Although we believe that this information (including the industry public company research, surveys, and studies) is accurate and reliable, we have not independently verified such information. In addition, estimates, forecasts and other information are necessarily subject to a high degree of uncertainty and risk due to a variety of factors. Finally, forward-looking information obtained from third parties is subject to the same qualifications and the additional uncertainties regarding the other forward-looking statements in this presentation.

Non-GAAP Financial Measures

We present tangible shareholders' equity to tangible assets to help us describe our operating performance. Our presentation of these non-GAAP measures is intended as a supplemental measure of our performance that is not required by, or presented in accordance with U.S. generally accepted accounting principles ("GAAP"). These non-GAAP measures should not be considered as an alternative to performance measures derived in accordance with U.S. GAAP. Our presentation of these non-GAAP measures should not be construed to imply that our future results will be unaffected by these items. See the appendix for a reconciliation of these non-GAAP measures to the most directly comparable GAAP financial measures.

Franchise Overview

Strong Banking Institution with Established Presence in Stable Markets

Geographic Presence (Yonkers opening in 2024)



September 30, 2023 Snapshot

\$2.5B	\$1.7B	\$2.1B	\$1.4B
TOTAL ASSETS	TOTAL NET LOANS	TOTAL DEPOSITS	AUM

1) There are 3 branches located in Middletown.
2) See slide 14 for non-GAAP reconciliation information
3) Bank-level regulatory data

Company Background

Background

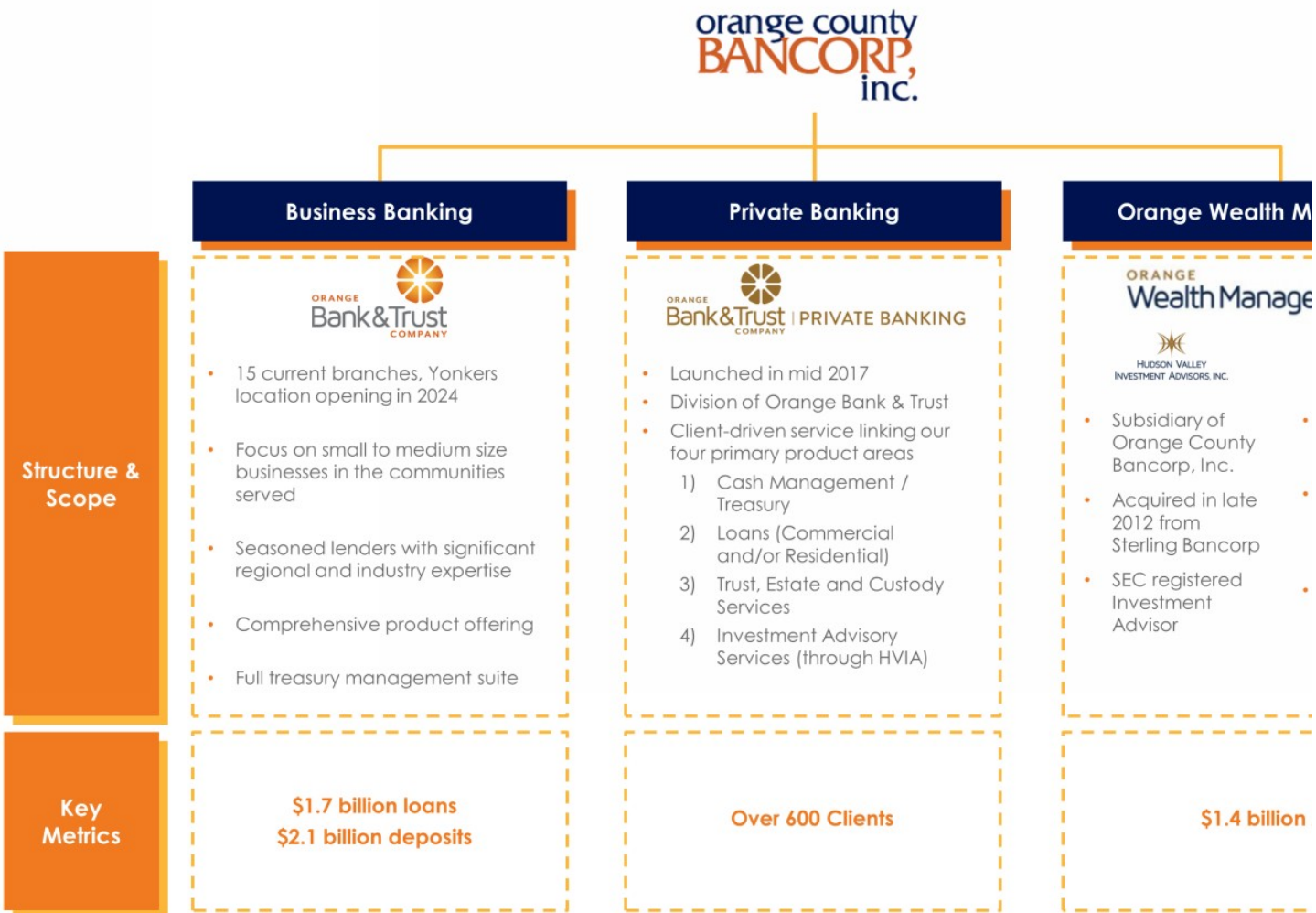
- Successfully completed IPO and NASDAQ listing
- Bank was established in 1892 and has operated over 130 years
- Headquartered in Middletown, NY
- Premier business bank in the Hudson Valley region serving diverse and stable markets
- Highly attractive core deposit franchise
- Full service commercial bank with focus on small and medium-sized businesses
- Diverse, high-margin private banking and trust/management service offerings

Financial Snapshot as of and for the Three Months Ended September 30, 2023

YTD Profitability Ratios	
Net Interest Margin	3.79%
ROAA	1.17%
ROAE	19.28%
Regulatory Capital Ratios	
TCE/TA (2)	5.63%
Tier 1 Leverage (3)	9.26%
Tier 1 Capital Ratio (3)	12.69%
Total Capital Ratio (3)	13.94%
Asset Quality Ratios	
ACL/Total Loans	1.51%
NPAs/TA (2)	0.39%

Balanced, Client-Driven Business Model

Client-Driven Service Unifies Three Unique Product Areas



Note: Key financials are as of September 30, 2023.

Business Strategy

Leverage Relationships to Drive Organic Growth

- 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 expertise

Derive Loan Growth Through Relationship-Based Model

- Majority of loan growth comes from existing clients and referrals
- Direct access to senior management offers customers quicker response time on loan application transactions
- Differentiated level of service provides a pricing advantage, often resulting in higher loan rates

Continue to Grow Core Deposit Franchise

- Core deposits (includes all deposits except for certificates of deposit) comprise 91.4% of total funds to the Bank's long-standing relationships with clients
- Cash management has helped the Bank expand depth and efficiency of deposit product offerings

Continue to Build Fee-Based Business

- Reaching approximately \$1.4 billion in combined AUM in 2023, the Company's trust and advisor 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 over 600 clients to leverage the resources of the platform

Strategic Expansion / Opportunistic M&A

- **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 The Westchester Bank, Bank, Hudson Valley Bank, Hometown Bank, and Greater Hudson Bank presents opportunities to acquire new bankers and capture market share
- **Opportunistic M&A:** Could include fee-based business, whole bank or branch acquisitions that value market position in geographies with attractive demographics

Note: Financial data as of September 30, 2023.

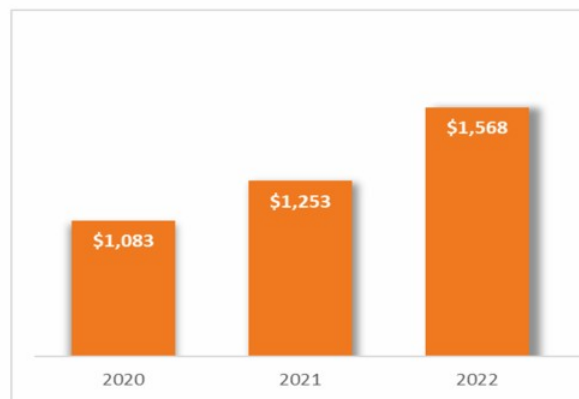
Consistent History of Growth

Current Success is Attributed to Disciplined Organic Growth

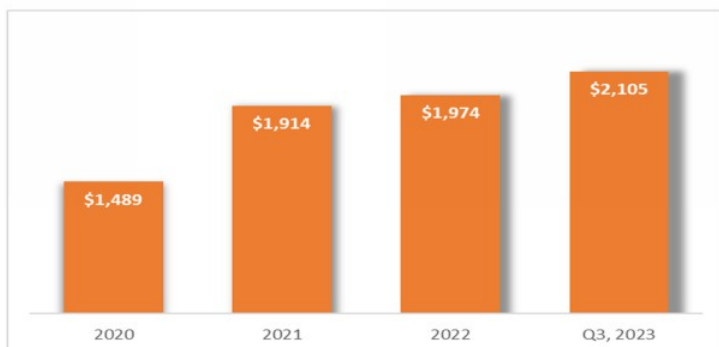
Total Assets (\$M)



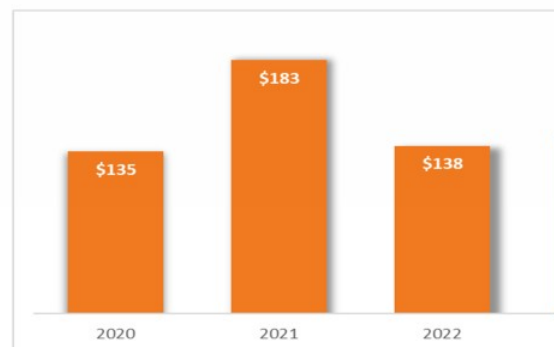
Gross Loans Ex. PPP (\$M)



Total Deposits (\$M)



Consolidated Equity (\$M)



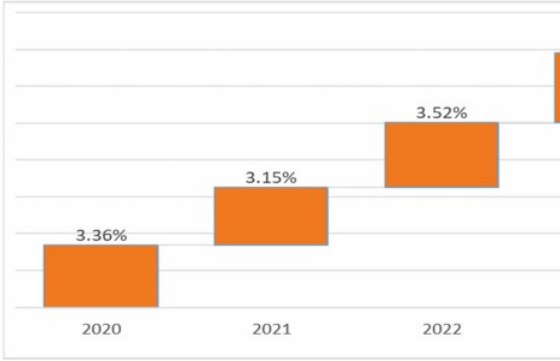
Strong and Consistent Historical Profitability

Success Maintaining Strong Profitability Metrics

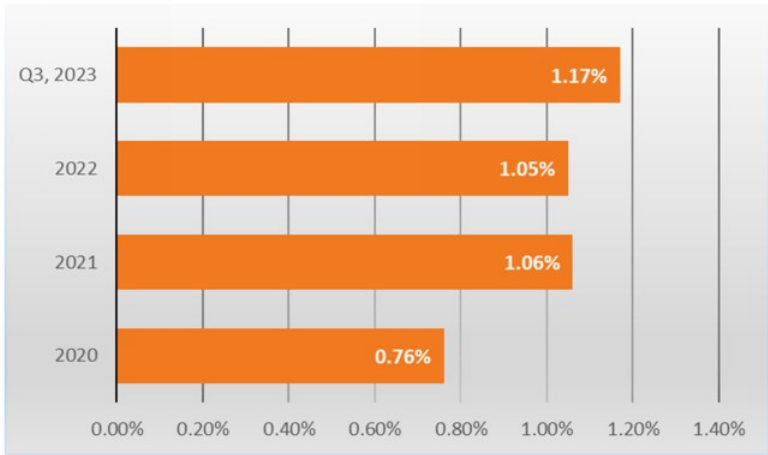
Net Income (\$M) *



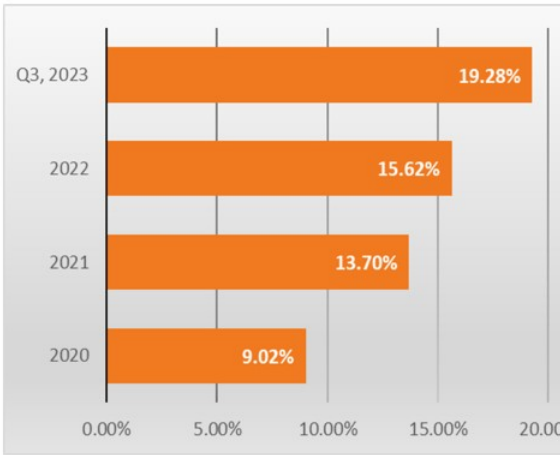
Net Interest Margin (%)



ROAA (%) *



ROAE (%) *



* Q3, 2023 information represents the nine months ended September 30, 2023

Loan Composition

Highly Diversified Portfolio with Conservative Concentrations

(Dollars in thousands)

	Amount	Percent
Commercial and industrial	\$ 266,997	15.63%
Commercial real estate	1,225,936	71.79%
Commercial real estate construction	91,822	5.38%
Residential real estate	83,165	4.87%
Home equity	12,084	0.71%
Consumer	27,725	1.62%
Total loans	1,707,729	100.00%

Loan Portfolio Commentary

- Advantageous, relationship-based lending m existing clients and referrals
- Syndicated loans represent less than 3.0% of 1
- ~72% of loans are in market as of September

Total Loans:
\$1.7 Billion

419%

CRE Concentration¹
(% of Risked-Based Capital)

5.77%

Yield on Loans²
(Excluding PPP Loans)

Composition by Geography

Westchester	23%
Orange	27%
Bronx	14%
Other NY counties	14%
CT and other	4%
New Jersey	7%
Rockland	8%
Manhattan	3%

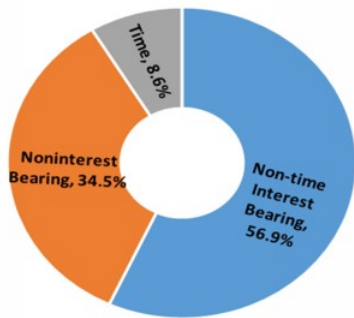
1) CRE loans as a % of Total Risk-Based Capital; Bank-level regulatory data.

2) Excluding PPP loans for quarter ended September 30, 2023.

Note: Financial data as of September 30, 2023.

Leading Core Deposit Franchise

Stable and Low-Cost Core Funding Base



Total Deposits:
\$2.1 Billion

34.5%

Noninterest-Bearing

91.4%

Core Deposits

103 bps

Cost of Deposits *

50.7%

Transaction Accounts

Areas of Focus

Keys to Success

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

Escrow

- ✓ Attractable DDA capture

Municipal Deposits

- ✓ Competitive products and niche focus
- ✓ Focused on local opportunities
- ✓ Long-term relationships

Uninsured Deposits

- ✓ Represented approximately 54% of total deposits
- ✓ Adjusted for fully collateralized municipal deposit approximately 38% of total deposits at 9/30/23

Deposit Composition by Geography

Orange	44%
Westchester	36%
Rockland	7%
Bronx	4%
Other	9%

* Cost of total deposits calculated using total annualized deposit interest expense and average total deposits in the given period.
Note: Financial data as of September, 2023

Conservatively Managed Securities Portfolio

Securities Portfolio Composition

(Dollars in thousands)

Available for Sale Securities	Amortized Cost	Fair Value	Unrealized Gain/(Loss)
U.S. Government Agencies	\$ 98,539	\$ 85,723	\$ (12,816)
Mortgage-backed Securities	344,598	287,419	(57,179)
Corporate Securities *	23,534	19,536	(3,998)
Municipal Securities	103,307	86,030	(17,277)
TOTAL	\$ 569,978	\$ 478,708	\$ (91,270)

\$478.7 Million

Total Portfolio

Note: As of September 30, 2023.

* Includes \$5 million ACL charge for Signature Bank subordinated debt

Securities Portfolio Commentary

- \$478.7 million in securities, primarily in mortgage-backed securities, municipal securities and U.S. government agencies
 - Historically served as use for excess liquidity
 - 100% of securities are classified as available for sale
- Approximately 72% pledged as collateral for public deposits
- Approximately 22% pledged as collateral for additional lines of credit

Fair Value of Investment Securities

- Decline in fair value was attributable to rising interest rates
- No intent to sell securities before the recovery

Company Highlights



Strong and Experienced Management Team



Successful and Ongoing Expansion of Market Footprint



Highly Attractive Market Geography



Stable, Low-Cost Deposit Base: 51% Transaction Accounts, 103bp Total Cost of Funds



Demonstrated Loan Growth Driven by Relationship-Based Model



Complementary Offerings in Private Banking and Trust & Wealth Business



Consistent and Attractive Performance

1) For the quarter ended September 30, 2023.

Appendix

Management Team



Experienced Leadership Team with Strong Ties to the Community



MICHAEL J. GILFEATHER
President
Chief Executive Officer



MICHAEL COULTER
Executive Vice President
Chief Lending Officer



JOSEPH A. RUHL
Executive Vice President
Regional President – Westchester



GREG SOUSA
Executive Vice President
Chief Commercial Banking Officer



DAVID DINEEN
Senior Vice President
Director of Wealth Services



ELIZABETH JONES
Senior Vice President
Chief Operating Officer



PAM JONES
Senior Vice President
Human Resources Director



MICHAEL LESLER
Senior Vice President
Chief Financial Officer



MIKE LISTNER
Senior Vice President
Chief Risk Officer



ANTHONY PILI
Senior Vice President
Director of Cash Management



STEVEN ROONEY
Senior Vice President
Chief Credit Officer

Non-GAAP Reconciliation

The following table reconciles, as of the dates set forth below, stockholders' equity (on a GAAP basis) to tangible equity and total assets (on a GAAP basis) to tangible assets and calculates our tangible book value per share.

					September 30, 2023		December
					(Dollars in thousands except for share da		
Tangible Common Equity:							
Total stockholders' equity					\$	143,918	\$
<i>Adjustments:</i>							
Goodwill						(5,359)	
Other intangible assets						(1,178)	
Tangible common equity					\$	137,381	\$
Common shares outstanding						5,645,138	5
Book value per common share					\$	25.49	\$
Tangible book value per common share					\$	24.34	\$
Tangible Assets							
Total assets					\$	2,447,271	\$ 2
<i>Adjustments:</i>							
Goodwill						(5,359)	
Other intangible assets						(1,178)	
Tangible assets					\$	2,440,734	\$ 2
Tangible common equity to tangible assets						5.63%	