Section 1: 10-Q (FORM 10-Q)

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2017

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

For the transition period from _______________ to ______________________

Commission File No. 001-37504

Provident Bancorp, Inc.

(Exact name of registrant as specified in its charter)

Massachusetts	**45-3231576**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)
5 Market Street, Amesbury, Massachusetts	**01913**
(Address of Principal Executive Offices)	Zip Code

(978) 834-8555
(Registrant's telephone number)

N/A
(Former name, former address, and former fiscal year if changed since last report)

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 requirements for the past 90 days.
YES ☒ 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 during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES ☒ NO ☐

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

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer (Do not check if a smaller reporting company)	☐		
		Smaller reporting company	☒
		Emerging growth company	☒

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

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

As of November 8, 2017, there were 9,627,988 shares of the Registrant’s common stock, no par value per share, outstanding.

Provident Bancorp, Inc.
Form 10-Q

Part I. Financial Information
Item 1. Financial Statements

PROVIDENT BANCORP, INC.
CONSOLIDATED BALANCE SHEETS

(Dollars in thousands)	At September 30, 2017 *(unaudited)*	At December 31, 2016
Assets		
Cash and due from banks	$ 8,720	$ 7,939
Interest-bearing demand deposits with other banks	8,827	2,637
Money market mutual funds	30	129
Cash and cash equivalents	17,577	10,705
Investments in available-for-sale securities (at fair value)	109,684	117,867
Federal Home Loan Bank stock, at cost	3,737	2,787
Loans, net	748,537	624,425
Bank owned life insurance	25,362	19,395
Premises and equipment, net	11,156	11,587
Assets held-for-sale	3,213	-
Accrued interest receivable	2,635	2,320
Deferred tax asset, net	4,808	4,913
Other assets	1,870	1,544
Total assets	$ 928,579	$ 795,543
Liabilities and Equity		
Deposits:		
Noninterest-bearing	$ 170,089	$ 158,075
Interest-bearing	555,184	469,907
Total deposits	725,273	627,982
Federal Home Loan Bank advances	78,365	49,858
Other liabilities	8,887	8,554
Total liabilities	812,525	686,394
Shareholders' equity:		
Preferred stock; authorized 50,000 shares: no shares issued and outstanding	-	-
Common stock, no par value: 30,000,000 shares authorized; 9,652,448 shares issued, 9,627,988 shares outstanding at September 30, 2017 and 9,652,448 issued and outstanding at December 31, 2016	-	-
Additional paid-in capital	44,274	43,393
Retained earnings	72,403	66,229
Accumulated other comprehensive income	2,786	2,622
Unearned compensation - ESOP	(2,917)	(3,095)
Treasury stock: 24,460 shares at September 30, 2017	(492)	-
Total shareholders' equity	116,054	109,149
Total liabilities and shareholders' equity	$ 928,579	$ 795,543

The accompanying notes are an integral part of the consolidated financial statements.

PROVIDENT BANCORP, INC.
CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)

(Dollars in thousands, except per share data)	Three Months Ended September 30, 2017	Three Months Ended September 30, 2016	Nine Months Ended September 30, 2017	Nine Months Ended September 30, 2016
		(unaudited)		
Interest and dividend income:				
Interest and fees on loans	$ 8,403	$ 6,611	$ 23,547	$ 18,861
Interest and dividends on securities	822	807	2,597	2,549
Interest on interest-bearing deposits	14	8	23	22
Total interest and dividend income	9,239	7,426	26,167	21,432
Interest expense:				
Interest on deposits	783	539	2,031	1,623
Interest on Federal Home Loan Bank advances	222	174	633	468
Total interest expense	1,005	713	2,664	2,091
Net interest and dividend income	8,234	6,713	23,503	19,341
Provision for loan losses	1,012	163	2,467	484
Net interest and dividend income after provision for loan losses	7,222	6,550	21,036	18,857
Noninterest income:				
Customer service fees on deposit accounts	380	339	1,064	936
Service charges and fees - other	488	427	1,471	1,293
Gain on sale of securities, net	1,851	438	2,391	475
Bank owned life insurance income	167	147	467	460
Other income	11	12	75	101
Total noninterest income	2,897	1,363	5,468	3,265
Noninterest expense:				
Salaries and employee benefits	3,943	3,219	11,346	9,500
Occupancy expense	411	412	1,332	1,194
Equipment expense	149	162	456	471
FDIC assessment	75	103	216	293
Data processing	177	163	543	491
Marketing expense	81	70	231	178
Professional fees	227	299	656	876
Directors' compensation	133	81	433	226
Other	718	703	2,197	1,987
Total noninterest expense	5,914	5,212	17,410	15,216
Income before income tax expense	4,205	2,701	9,094	6,906
Income tax expense	1,434	940	2,920	2,295
Net income	$ 2,771	$ 1,761	$ 6,174	$ 4,611
Income per share:				
Basic	$ 0.30	$ 0.19	$ 0.67	$ 0.50
Diluted	$ 0.30	$ 0.19	$ 0.67	$ 0.50
Weighted Average Shares:				
Basic	9,201,634	9,179,269	9,196,046	9,173,331
Diluted	9,213,056	9,179,269	9,196,046	9,173,331

The accompanying notes are an integral part of the consolidated financial statements.

PROVIDENT BANCORP, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
(In thousands)	2017	2016	2017	2016
Net income	$ 2,771	$ 1,761	$ 6,174	$ 4,611
Other comprehensive income:				
Change in net unrealized holding gains (losses)	315	(296)	2,660	1,575
Reclassification adjustment for realized gains in net income	(1,851)	(438)	(2,391)	(475)
Net change in unrealized (loss) gain	(1,536)	(734)	269	1,100
Income tax effect	569	290	(105)	(376)
Net of tax amount	(967)	(444)	164	724
Change in net unrealized holding gains on securities transferred from held-to-maturity to available-for-sale	-	-	-	2,239
Income tax effect	-	-	-	(894)
Net of tax amount	-	-	-	1,345
Other comprehensive (loss) income	(967)	(444)	164	2,069
Total comprehensive income	$ 1,804	$ 1,317	$ 6,338	$ 6,680

The accompanying notes are an integral part of the consolidated financial statements.

PROVIDENT BANCORP, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Unaudited)

(In thousands, except share data)	Shares of Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income	Unearned Compensation ESOP	Treasury Stock	Total
Balance, December 31, 2016	9,652,448	$ 43,393	$ 66,229	$ 2,622	$ (3,095)	$ -	$ 109,149
Net income	-	-	6,174	-	-	-	6,174
Net change in other comprehensive income	-	-	-	164	-	-	164
Stock-based compensation expense	-	691	-	-	-	-	691
Treasury stock acquired	(24,460)	-	-	-	-	(492)	(492)
ESOP shares earned	-	190	-	-	178	-	368
Balance, September 30, 2017	9,627,988	$ 44,274	$ 72,403	$ 2,786	$ (2,917)	$ (492)	$ 116,054
Balance, December 31, 2015	9,498,722	$ 43,159	$ 59,890	$ 1,690	$ (3,333)	$ -	$ 101,406
Net income	-	-	4,611	-	-	-	4,611
Net change in other comprehensive income	-	-	-	2,069	-	-	2,069
ESOP shares earned	-	78	-	-	179	-	257
Balance, September 30, 2016	9,498,722	$ 43,237	$ 64,501	$ 3,759	$ (3,154)	$ -	$ 108,343

The accompanying notes are an integral part of the consolidated financial statements.

PROVIDENT BANCORP, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

(In thousands)	Nine Months Ended September 30, 2017	2016
Cash flows from operating activities:		
Net income	$ 6,174	$ 4,611
Adjustments to reconcile net income to net cash provided by operating activities:		
Amortization of securities premiums, net of accretion	618	627
ESOP expense	368	257
Gain on sale of securities, net	(2,391)	(475)
Change in deferred loan fees, net	382	(76)
Provision for loan losses	2,467	484
Depreciation and amortization	626	628
Loss on disposals of premise and equipment	2	-
(Increase) decrease in accrued interest receivable	(315)	233
Increase in taxes receivable	(299)	(67)
Share-based compensation expense	691	-
Increase in cash surrender value of life insurance	(467)	(459)
(Increase) decrease in other assets	(27)	67
Increase in other liabilities	333	737
Net cash provided by operating activities	8,162	6,567
Cash flows from investing activities:		
Purchases of available-for-sale securities	(13,120)	(1,386)
Proceeds from sales of available-for-sale securities	11,915	2,912
Proceeds from pay downs, maturities and calls of available-for-sale securities	11,430	11,586
Proceeds from pay downs, maturities and calls of held-to-maturity securities	-	220
(Purchase) redemption of Federal Home Loan Bank stock	(950)	843
Loan originations and purchases, net of paydowns	(127,011)	(34,869)
Recoveries of loans previously charged off	50	26
Purchase of bank owned life insurance	(5,500)	-
Additions to premises and equipment	(3,410)	(704)
Net cash used in investing activities	(126,596)	(21,372)

The accompanying notes are an integral part of the consolidated financial statements.

PROVIDENT BANCORP, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS (continued)
(Unaudited)

(In thousands)	Nine Months Ended September 30, 2017	2016
Cash flows from financing activities:		
Net increase in demand deposits, NOW and savings accounts	55,621	60,202
Net increase (decrease) in time deposits	41,670	(27,106)
Proceeds from advances from Federal Home Loan Bank	7,000	11,500
Net change in Federal Home Loan Bank short-term advances	21,507	(27,465)
Purchase of treasury stock	(492)	-
Net cash provided by financing activities	125,306	17,131
Net increase in cash and cash equivalents	6,872	2,326
Cash and cash equivalents at beginning of period	10,705	20,464
Cash and cash equivalents at end of period	$ 17,577	$ 22,790
Supplemental disclosures:		
Interest paid	$ 2,653	$ 2,095
Income taxes paid	3,219	2,362
Fixed assets transferred to assets held-for-sale	3,213	-
Held-to-maturity securities transferred to available-for-sale	-	44,240

The accompanying notes are an integral part of the consolidated financial statements.

(1) Basis of Presentation

The accompanying unaudited financial statements of Provident Bancorp, Inc., a Massachusetts corporation (the "Company"), were prepared in accordance with the instructions for Form 10-Q and with Regulation S-X and do not include information or footnotes necessary for a complete presentation of the financial condition, results of operations, and cash flows in conformity with U.S. generally accepted accounting principles ("GAAP"). However, in the opinion of management, all adjustments (consisting only of normal and recurring adjustments) necessary for a fair presentation of the financial statements have been included. The results of operations for the three- and nine-month periods ended September 30, 2017 are not necessarily indicative of the results that may be expected for future periods, including the entire fiscal year. Certain amounts in 2016 have been reclassified to be consistent with the 2017 consolidated financial statement presentation, and had no effect on the net income reported in the consolidated statement of income. These financial statements should be read in conjunction with the annual financial statements and notes thereto included in the annual report on Form 10-K the Company filed with the Securities and Exchange Commission on March 16, 2017.

The consolidated financial statements include the accounts of Provident Bancorp, Inc., its wholly owned subsidiary, The Provident Bank (the "Bank"), and the Bank's wholly owned subsidiaries, Provident Security Corporation and 5 Market Street Security Corporation. Provident Security Corporation and 5 Market Street Security Corporation were established to buy, sell, and hold investments for their own account. All significant inter-company balances and transactions have been eliminated in consolidation.

(2) Corporate Structure

On July 15, 2015, the Company issued 4,274,425 shares of common stock to the public at $10.00 per share, including 357,152 shares purchased by The Provident Bank Employee Stock Ownership Plan. In addition, the Company issued 5,034,323 shares to Provident Bancorp, the Company's mutual holding company (the "MHC"), and 189,974 shares to The Provident Community Charitable Organization, Inc., a charitable foundation that was formed in connection with the stock offering and is dedicated to supporting charitable organizations operating in the Bank's local community.

Expenses incurred related to the offering were $1.5 million, and were recorded against offering proceeds.

Upon the completion of the stock offering, a special "liquidation account" was established for the benefit of certain depositors of the Bank in an amount equal to the percentage ownership interest in the equity of the Company to be held by persons other than the MHC as of the date of the latest balance sheet contained in the prospectus utilized in connection with the offering. The Company is not permitted to pay dividends on its capital stock if the Company's shareholders' equity would be reduced below the amount of the liquidation account. The liquidation account is reduced annually to the extent that eligible account holders have reduced their qualifying deposits. Subsequent increases will not restore an eligible account holder's interest in the liquidation account.

(3) Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board (FASB) issued *Accounting Standards Update (ASU) No. 2014-09 – Revenue from Contracts with Customers (Topic 606)*. The ASU establishes a single comprehensive model for an entity to recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled, and will supersede nearly all existing revenue recognition guidance, to clarify and converge revenue recognition principles under US GAAP and International Financial Reporting Standards (IFRS). The most significant potential impact to banking entities relates to less prescriptive derecognition requirements on the sale of other real estate owned (OREO) property. In August 2015, the FASB issued ASU No. 2015-14, Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date. The amendments in ASU 2015-14 defer the effective date of ASU 2014-09 for all entities by one year. Accordingly, the amendments are effective for annual and interim periods beginning after December 15, 2017. Early adoption was permitted for annual and interim reporting periods beginning after December 15, 2016. An entity may elect either a full retrospective or a modified retrospective application. The Company did not elect to early adopt this ASU. The Company does not expect the application of this guidance will have a material impact on the Company's financial statements.

In January 2016, the FASB issued *ASU No. 2016-01, Financial Instruments – Overall (Subtopic 825-10): "Recognition and Measurement of Financial Assets and Financial Liabilities."* The ASU has been issued to improve the recognition and measurement of financial instruments by requiring 1) equity investments (except those accounted for under the equity method of accounting, or those that result in consolidation of the investee) to be measured at fair value with changes in fair value recognized in net income; 2) 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; 3) the use of the exit price notion when measuring fair value of financial instruments for disclosure purposes; and 4) separate presentation by the reporting organization in other comprehensive income for the portion of the total change in the fair value of a liability resulting from the change in the instrument-specific credit risk (also referred to as "own credit") when the organization has elected to measure the liability at fair value in accordance with the fair value option for financial instruments. The standard is effective for the Company beginning on January 1, 2018. The Company holds a portfolio of marketable equity securities; depending on the size and composition of the portfolio at the adoption date, the impact of the ASU could be material to the Company's consolidated financial statements.

In February 2016, the FASB issued *ASU 2016-02, Leases (Topic 842)*. The amendments in this update require lessees to recognize, on the balance sheet, assets and liabilities for the rights and obligations created by leases. Accounting by lessors will remain largely unchanged. The guidance will be effective for the Company on January 1, 2019, with early adoption permitted. Adoption will require a modified retrospective transition where the lessees and lessors are required to recognize and measure leases at the beginning of the earliest period presented. The Company does not expect the application of this guidance will have a material impact on the Company's financial statements.

In March 2016, the FASB issued *ASU 2016-09, Compensation Stock – Compensation (Topic 718): "Improvements to Employee Share Based Payment Accounting."* This ASU changes how companies account for certain aspects of share based payments to employees. Specifically, some of the requirements under the amendments include: (1) excess tax benefits and/or tax deficiencies, determined as the difference between compensation cost recognized for financial reporting purposes and the deduction for tax, be recognized in the income statement as income tax expense or benefit in the period in which they occur, removing historical equity treatment; (2) excess tax benefits are no longer separately classified as a financing activity but rather should be classified with other income tax cash flows as an operating activity on the statement of cash flows; (3) cash paid by an employer when withholding shares for tax withholding purposes should be classified as a financing activity. Additionally, regarding forfeitures, this guidance permits a company to make an entity-wide accounting policy election to either estimate the number of awards that are expected to vest (current GAAP) or account for forfeitures when they occur. The amendments in this update were effective for the Company on January 1, 2017. The adoption of this ASU did not have a material impact on the Company's financial statements.

In June 2016, the FASB issued *ASU No. 2016-13, Financial Instruments—Credit Losses (Topic 326): "Measurement of Credit Losses on Financial Instruments."* The ASU changes the impairment model for most financial assets and certain other instruments. For trade and other receivables, held-to-maturity debt securities, loans and other instruments, entities will be required to use a new forward-looking "expected loss" model that will replace today's "incurred loss" model and can result in the earlier recognition of credit losses. For available-for-sale debt securities with unrealized losses, entities will measure credit losses in a manner similar to current practice, except that the losses will be recognized as an allowance. The amendments in this update will be effective for the Company on January 1, 2020. Early adoption is permitted as of the fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Management is currently evaluating the impact of its pending adoption of this guidance on the Company's financial statements.

In August 2016, the FASB issued *ASU No. 2016-15, Statement of Cash Flows (Topic 230): "Classification of Certain Cash Receipts and Cash Payments."* This ASU changes how certain cash receipts and cash payments are presented and classified in the statement of cash flows under Topic 230, Statement of Cash Flows, and other Topics. The amendments address the classification of the following eight items in the statement of cash flows: debt prepayment or debt extinguishment costs, settlement of zero-coupon debt instruments or other debt instruments with coupon interest rates that are insignificant in relation to the effective interest rate of the borrowing, contingent consideration payments made after a business combination, proceeds from the settlement of insurance claims, proceeds from the settlement of corporate-owned life insurance policies, including bank-owned life insurance policies, distributions received from equity method investees, beneficial interests in securitization transactions and separately identifiable cash flows and application of the Predominance Principle. The amendments in this update are effective for the Company on January 1, 2018. As the guidance only affects the classification within the statement of cash flows the Company does not expect the application of this guidance will have a material impact on the Company's financial statements.

In March 2017, the FASB issued *ASU No. 2017-08, Receivables – Nonrefundable Fees and Other Costs (subtopic 310-20): "Premium Amortization on Purchased Callable Debt Securities."* This ASU shortens the amortization period for certain callable debt securities held at a premium. Specifically, the amendments require the premium to be amortized to the earliest call date. The amendments do not require an accounting change for securities held at a discount; the discount continues to be amortized to maturity. The amendments will be effective for the Company on January 1, 2019. Early adoption is permitted, including adoption in an interim period. If an entity early adopts the amendments in an interim period, any adjustments should be reflected as of the beginning of the fiscal year that includes that interim period. The Company does not expect the application of this guidance will have a material impact on the Company's financial statements.

(4) Investment Securities
The following summarizes the amortized cost of investment securities classified as available-for-sale and their approximate fair values at September 30, 2017 and December 31, 2016:

(In thousands)	Amortized Cost Basis	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
September 30, 2017				
State and municipal	$ 51,871	$ 1,611	$ 15	$ 53,467
Asset-backed securities	7,682	38	15	7,705
Government mortgage-backed securities	34,459	440	159	34,740
Trust preferred securities	1,351	-	145	1,206
Marketable equity securities	9,878	2,918	200	12,596
	105,241	5,007	534	109,714
Money market mutual funds included in cash and cash equivalents	(30)	-	-	(30)
Total available-for-sale securities	$ 105,211	$ 5,007	$ 534	$ 109,684
December 31, 2016				
State and municipal	$ 49,367	$ 1,281	$ 68	$ 50,580
Corporate debt	1,000	31	-	1,031
Asset-backed securities	8,747	-	69	8,678
Government mortgage-backed securities	41,818	435	339	41,914
Trust preferred securities	1,368	-	400	968
Marketable equity securities	11,492	3,551	218	14,825
	113,792	5,298	1,094	117,996
Money market mutual funds included in cash and cash equivalents	(129)	-	-	(129)
Total available-for-sale securities	$ 113,663	$ 5,298	$ 1,094	$ 117,867

The scheduled maturities of debt securities were as follows at September 30, 2017:

(In thousands)	Available-for-Sale Amortized Cost	Available-for-Sale Fair Value
Due within one year	$ 1,347	$ 1,367
Due after one year through five years	1,387	1,419
Due after five years through ten years	8,635	8,934
Due after ten years	41,853	42,953
Government mortgage-backed securities	34,459	34,740
Asset-backed securities	7,682	7,705
	$ 95,363	$ 97,118

The aggregate fair value and unrealized losses of securities that have been in a continuous unrealized loss position for less than twelve months and for twelve months or longer are as follows at September 30, 2017 and December 31, 2016:

	Less than 12 Months		12 Months or Longer		Total	
(In thousands)	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
September 30, 2017						
Temporarily impaired securities:						
State and municipal	$ 1,552	$ 12	$ 160	$ 3	$ 1,712	$ 15
Asset-backed securities	2,775	11	329	4	3,104	15
Government mortgage-backed securities	12,998	92	3,046	67	16,044	159
Trust preferred securities	15	29	1,191	116	1,206	145
Marketable equity securities	913	72	947	128	1,860	200
Total temporarily impaired securities	$ 18,253	$ 216	$ 5,673	$ 318	$ 23,926	$ 534
December 31, 2016						
Temporarily impaired securities:						
State and municipal	$ 6,413	$ 63	$ 160	$ 5	$ 6,573	$ 68
Asset-backed securities	8,104	60	574	9	8,678	69
Government mortgage-backed securities	20,868	247	2,770	92	23,638	339
Trust preferred securities	26	18	942	382	968	400
Marketable equity securities	1,942	104	768	114	2,710	218
Total temporarily impaired securities	$ 37,353	$ 492	$ 5,214	$ 602	$ 42,567	$ 1,094

Government mortgage-backed securities, state and municipal securities and asset-backed securities: Management believes that no individual unrealized loss at September 30, 2017 represents an other-than-temporarily impairment (OTTI) because the decline in fair value of these securities is primarily attributable to changes in interest rates and not credit quality, and because the Company has the intent and ability to hold these investments until market price recovery or maturity.

Marketable equity securities: Management continuously monitors equity securities for impairment by reviewing the financial condition of the issuer, company-specific events, industry developments, and general economic conditions. Management reviews corporate financial reports, credit agency reports and other publicly available information. Based on these reviews, none of these securities are considered to be other-than-temporarily impaired.

Trust preferred securities: Management monitors its pooled trust preferred securities for possible other-than-temporary impairment on a quarterly basis. This review includes an analysis of collateral reports, cash flows, stress default levels and financial ratios of the underlying issuers. Management utilizes a third party to compile this data and perform other-than-temporary impairment cash flow testing. Critical assumptions that go into the other-than-temporary impairment cash flow testing are prepayment speeds, default rates of the underlying issuers and discount margins. The result of the third-party other-than-temporary impairment cash flow testing indicated no other-than-temporary impairment as of September 30, 2017.

(5) Loans

A summary of loans is as follows:

(Dollars in thousands)	**At September 30, 2017**		**At December 31, 2016**	
	Amount	**Percent**	**Amount**	**Percent**
Commercial real estate	$ 386,062	50.78%	$ 336,102	53.07%
Commercial	232,511	30.58%	166,157	26.23%
Residential real estate	70,960	9.33%	76,850	12.13%
Construction and land development	55,915	7.35%	48,161	7.60%
Consumer	14,830	1.95%	6,172	0.97%
	760,278	100.00%	633,442	100.00%
Allowance for loan losses	(10,932)		(8,590)	
Deferred loan fees, net	(809)		(427)	
Net loans	$ 748,537		$ 624,425	

The following tables set forth information regarding the activity in the allowance for loan losses by portfolio segment for the three and nine months ended September 30, 2017 and 2016:

	For the three months ended September 30,						
(In thousands)	Commercial Real Estate	Commercial	Residential Real Estate	Construction and Land Development	Consumer	Unallocated	Total
Allowance for loan losses:							
Balance at June 30, 2017	$ 4,640	$ 3,281	$ 318	$ 1,141	$ 472	$ 100	$ 9,952
Charge-offs	-	(2)	-	-	(80)	-	(82)
Recoveries	-	45	-	-	5	-	50
Provision (benefit)	1,029	60	(22)	(177)	172	(50)	1,012
Balance at September 30, 2017	$ 5,669	$ 3,384	$ 296	$ 964	$ 569	$ 50	$ 10,932
Balance at June 30, 2016	$ 4,001	$ 2,297	$ 364	$ 1,286	$ 102	$ 181	$ 8,231
Charge-offs	-	-	-	-	(11)	-	(11)
Recoveries	-	-	-	-	3	-	3
Provision (benefit)	168	101	(12)	(189)	6	89	163
Balance at September 30, 2016	$ 4,169	$ 2,398	$ 352	$ 1,097	$ 100	$ 270	$ 8,386

	For the nine months ended September 30,						
(In thousands)	Commercial Real Estate	Commercial	Residential Real Estate	Construction and Land Development	Consumer	Unallocated	Total
Allowance for loan losses:							
Balance at December 31, 2016	$ 4,503	$ 2,513	$ 328	$ 882	$ 279	$ 85	$ 8,590
Charge-offs	(6)	(63)	-	-	(106)	-	(175)
Recoveries	-	45	-	-	5	-	50
Provision (benefit)	1,172	889	(32)	82	391	(35)	2,467
Balance at September 30, 2017	$ 5,669	$ 3,384	$ 296	$ 964	$ 569	$ 50	$ 10,932
Balance at December 31, 2015	$ 3,827	$ 2,138	$ 412	$ 1,236	$ 119	$ 173	$ 7,905
Charge-offs	-	-	-	-	(29)	-	(29)
Recoveries	-	1	12	-	13	-	26
Provision (benefit)	342	259	(72)	(139)	(3)	97	484
Balance at September 30, 2016	$ 4,169	$ 2,398	$ 352	$ 1,097	$ 100	$ 270	$ 8,386

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The following table sets forth information regarding the allowance for loan losses and related loan balances by segment at September 30, 2017 and December 31, 2016:

(In thousands)	Commercial Real Estate	Commercial	Residential Real Estate	Construction and Land Development	Consumer	Unallocated	Total
September 30, 2017							
Allowance for loan losses:							
Ending balance:							
Individually evaluated for impairment	$ 809	$ -	$ -	$ -	$ -	$ -	$ 809
Ending balance:							
Collectively evaluated for impairment	4,860	3,384	296	964	569	50	10,123
Total allowance for loan losses ending balance	$ 5,669	$ 3,384	$ 296	$ 964	$ 569	$ 50	$ 10,932
Loans:							
Ending balance:							
Individually evaluated for impairment	$ 6,738	$ 1,761	$ 408	$ -	$ -	$ -	$ 8,907
Ending balance:							
Collectively evaluated for impairment	379,324	230,750	70,552	55,915	14,830	-	751,371
Total loans ending balance	$ 386,062	$ 232,511	$ 70,960	$ 55,915	$ 14,830	$ -	$ 760,278
December 31, 2016							
Allowance for loan losses:							
Ending balance:							
Individually evaluated for impairment	$ -	$ 46	$ -	$ -	$ -	$ -	$ 46
Ending balance:							
Collectively evaluated for impairment	4,503	2,467	328	882	279	85	8,544
Total allowance for loan losses ending balance	$ 4,503	$ 2,513	$ 328	$ 882	$ 279	$ 85	$ 8,590
Loans:							
Ending balance:							
Individually evaluated for impairment	$ 1,956	$ 1,660	$ 422	$ -	$ -	$ -	$ 4,038
Ending balance:							
Collectively evaluated for impairment	334,146	164,497	76,428	48,161	6,172	-	629,404
Total loans ending balance	$ 336,102	$ 166,157	$ 76,850	$ 48,161	$ 6,172	$ -	$ 633,442

The following tables set forth information regarding non-accrual loans and loan delinquencies by portfolio segment at September 30, 2017 and December 31, 2016:

(In thousands)	30 - 59 Days	60 - 89 Days	90 Days or More Past Due	Total Past Due	Total Current	Total Loans	90 Days or More Past Due and Accruing	Non-accrual Loans
September 30, 2017								
Commercial real estate	$ -	$ -	$ -	$ -	$ 386,062	$ 386,062	$ -	$ 5,185
Commercial	3	-	-	3	232,508	232,511	-	68
Residential real estate	-	117	156	273	70,687	70,960	-	361
Construction and land development	-	-	-	-	55,915	55,915	-	-
Consumer	57	10	33	100	14,730	14,830	-	33
Total	$ 60	$ 127	$ 189	$ 376	$ 759,902	$ 760,278	$ -	$ 5,647
December 31, 2016								
Commercial real estate	$ -	$ -	$ 346	$ 346	$ 335,756	$ 336,102	$ -	$ 346
Commercial	29	-	-	29	166,128	166,157	-	933
Residential real estate	-	-	-	-	76,850	76,850		303
Construction and land development	-	-	-	-	48,161	48,161	-	-
Consumer	-	-	-	-	6,172	6,172	-	-
Total	$ 29	$ -	$ 346	$ 375	$ 633,067	$ 633,442	$ -	$ 1,582

Information about the Company's impaired loans by portfolio segment was as follows at and for the period ended September 30, 2017 and at and for the year ended December 31, 2016:

(In thousands)	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized
September 30, 2017					
With no related allowance recorded:					
Commercial real estate	$ 1,553	$ 1,553	$ -	$ 1,584	$ 52
Commercial	1,761	1,761	-	1,767	57
Residential real estate	408	408	-	415	16
Construction and land development	-	-	-	-	-
Consumer	-	-	-	-	-
Total impaired with no related allowance	3,722	3,722	-	3,766	125
With an allowance recorded:					
Commercial real estate	5,185	5,185	809	1,963	-
Commercial	-	-	-	-	-
Residential real estate	-	-	-	-	-
Construction and land development	-	-	-	-	-
Consumer	-	-	-	-	-
Total impaired with an allowance recorded	5,185	5,185	809	1,963	-
Total					
Commercial real estate	6,738	6,738	809	3,547	52
Commercial	1,761	1,761	-	1,767	57
Residential real estate	408	408	-	415	16
Construction and land development	-	-	-	-	-
Consumer	-	-	-	-	-
Total impaired loans	$ 8,907	$ 8,907	$ 809	$ 5,729	$ 125
December 31, 2016					
With no related allowance recorded:					
Commercial real estate	$ 1,956	$ 1,956	$ -	$ 2,744	$ 188
Commercial	799	799	-	794	42
Residential real estate	422	422	-	429	20
Construction and land development	-	-	-	-	-
Consumer	-	-	-	-	-
Total impaired with no related allowance	3,177	3,177	-	3,967	250
With an allowance recorded:					
Commercial real estate	-	-	-	-	-
Commercial	861	861	46	886	-
Residential real estate	-	-	-	-	-
Construction and land development	-	-	-	-	-
Consumer	-	-	-	-	-
Total impaired with an allowance recorded	861	861	46	886	-
Total					
Commercial real estate	1,956	1,956	-	2,744	188
Commercial	1,660	1,660	46	1,680	42
Residential real estate	422	422	-	429	20
Construction and land development	-	-	-	-	-
Consumer	-	-	-	-	-
Total impaired loans	$ 4,038	$ 4,038	$ 46	$ 4,853	$ 250

The following summarizes troubled debt restructurings entered into during the nine months ended September 30, 2017:

(Dollars in thousands)	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
September 30, 2017			
Troubled debt restructurings:			
Commercial	1	$ 249	$ 249
	1	$ 249	$ 249
September 30, 2016			
Troubled debt restructurings:			
Commercial	1	$ 58	$ 58
	1	$ 58	$ 58

In 2017, the Company approved one troubled debt restructure totaling $249,000, with no specific reserve required based on an analysis of the borrower's collateral coverage. The term of this commercial loan was extended to a three-year term.

The following tables present the Company's loans by risk rating and portfolio segment at September 30, 2017 and December 31, 2016:

(In thousands)	Commercial Real Estate	Commercial	Residential Real Estate	Construction and Land Development	Consumer	Total
September 30, 2017						
Grade:						
Pass	$ 368,586	$ 216,388	$ -	$ 55,915	$ -	$ 640,889
Special mention	7,218	9,105	-	-	-	16,323
Substandard	10,258	7,018	421	-	-	17,697
Not formally rated	-	-	70,539	-	14,830	85,369
Total	$ 386,062	$ 232,511	$ 70,960	$ 55,915	$ 14,830	$ 760,278
December 31, 2016						
Grade:						
Pass	$ 319,712	$ 157,306	$ -	$ 48,161	$ -	$ 525,179
Special mention	4,471	1,668	-	-	-	6,139
Substandard	11,919	7,183	729	-	-	19,831
Not formally rated	-	-	76,121	-	6,172	82,293
Total	$ 336,102	$ 166,157	$ 76,850	$ 48,161	$ 6,172	$ 633,442

Credit Quality Information
The Company utilizes a seven grade internal loan risk rating system for commercial real estate, construction and land development, and commercial loans as follows:

Loans rated 1-3: Loans in these categories are considered “pass” rated loans with low to average risk.

Loans rated 4: Loans in this category are considered “special mention.” These loans are starting to show signs of potential weakness and are being closely monitored by management.

Loans rated 5: Loans in this category are considered “substandard.” Generally, a loan is considered substandard if it is inadequately protected by the current net worth and paying capacity of the obligors and/or the collateral pledged. There is a distinct possibility that the Company will sustain some loss if the weakness is not corrected.

Loans rated 6: Loans in this category are considered “doubtful.” Loans classified as doubtful have all the weaknesses inherent in those classified substandard with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, highly questionable and improbable.

Loans rated 7: Loans in this category are considered uncollectible loss and of such little value that their continuance as loans is not warranted.

On an annual basis, or more often if needed, the Company formally reviews the ratings on all commercial real estate, construction and land development, and commercial loans.

For residential real estate and consumer loans, the Company initially assesses credit quality based upon the borrower’s ability to pay and rates such loans as pass. Subsequent risk rating downgrades are based upon the borrower’s payment activity.

(6) Federal Home Loan Bank Advances
Borrowings from the Federal Home Loan Bank (the “FHLB”) are secured by a blanket lien on qualified collateral, consisting primarily of loans with first mortgages secured by one to four family properties, certain commercial real estate loans and other qualified assets.

Maturities of advances from the FHLB as of September 30, 2017 are summarized as follows:

(In thousands)

Fiscal Year-End	Dollar Amount
2017	$ 51,545
2018	12,000
2019	4,927
2020	6,393
Thereafter	3,500
Total	$ 78,365

(7) Fair Value Measurements

The Company reports certain assets at fair value in accordance with GAAP, which defines fair value and establishes a framework for measuring fair value in accordance with generally accepted accounting principles. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The guidance establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair values:

Basis of Fair Value Measurements

- 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 by little or no market activity).

A financial instrument’s level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement.

Fair Values of Financial Instruments Measured on a Recurring Basis

The Company’s investments in U.S. Government and federal agency, state and municipal, corporate debt, asset-backed and government mortgage-backed securities available-for-sale are generally classified within Level 2 of the fair value hierarchy. For these investments, the Company obtains fair value measurements from independent pricing services. The fair value measurements consider observable data that may include dealer quotes, market spreads, cash flows, the U.S. Treasury yield curve, trading levels, market consensus prepayment speeds, credit information and the instrument’s terms and conditions.

The Company classifies its investments in trust preferred securities as Level 3 securities. Level 3 is for positions that 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. 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, recapitalization and other transactions across the capital structure, offerings in the equity or debt markets, and changes in financial ratios or cash flows.

The Company classified its investments in marketable equity securities as Level 1 securities. Such securities are classified as Level 1 securities because fair values are obtained through quoted market prices for identical securities in active exchange markets.

The following summarizes financial instruments measured at fair value on a recurring basis at September 30, 2017 and December 31, 2016:

	Fair Value Measurements at Reporting Date Using			
(In thousands)	Total	Quoted Prices in Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3
September 30, 2017				
State and municipal	$ 53,467	$ -	$ 53,467	$ -
Asset-backed securities	7,705	-	7,705	-
Mortgage-backed securities	34,740	-	34,740	-
Trust preferred securities	1,206	-	-	1,206
Marketable equity securities	12,566	12,566	-	-
Totals	$ 109,684	$ 12,566	$ 95,912	$ 1,206
December 31, 2016				
State and municipal	$ 50,580	$ -	$ 50,580	$ -
Corporate debt	1,031	-	1,031	-
Asset-backed securities	8,678	-	8,678	-
Mortgage-backed securities	41,914	-	41,914	-
Trust preferred securities	968	-	-	968
Marketable equity securities	14,696	14,696	-	-
Totals	$ 117,867	$ 14,696	$ 102,203	$ 968

The following is a summary of activity for Level 3 financial instruments measured at fair value on a recurring basis for the nine-month periods ended September 30, 2017 and 2016.

(In thousands)	Available-for-Sale Securities
Balance beginning January 1, 2017	$ 968
Total gains or (losses) (realized/unrealized)	
Included in earnings	-
Included in other comprehensive income	255
Paydowns	(17)
Ending balance, September 30, 2017	$ 1,206
Balance beginning January 1, 2016	$ 1,116
Total gains or (losses) (realized/unrealized)	
Included in earnings	-
Included in other comprehensive income	(105)
Paydowns	-
Ending balance, September 30, 2016	$ 1,011

Fair Values of Financial Instruments Measured on a Non-Recurring Basis

The Company's impaired loans are reported at the fair value of the underlying collateral if repayment is expected solely from the collateral. Collateral values are estimated using Level 2 inputs based upon appraisals of similar properties obtained from a third party. However, the Company generally discounts appraisals to arrive at fair value, therefore classifies such loans as Level 3 because the discounts are a significant input that is not observable.

The following summarizes financial instruments measured at fair value on a nonrecurring basis at September 30, 2017 and December 31, 2016:

	Fair Value Measurements at Reporting Date Using:			
(In thousands)	Total	Quoted Prices in Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3
September 30, 2017				
Impaired loan	$ 4,376	$ -	$ -	$ 4,376
December 31, 2016				
Impaired loan	$ 815	$ -	$ -	$ 815

The following is a summary of the valuation methodology and unobservable inputs for Level 3 assets measured at fair value on a nonrecurring basis at September 30, 2017 and December 31, 2016:

(In thousands)	Fair Value	Valuation Technique	Unobservable Input
September 30, 2017			
Impaired loan	$ 4,376	Business valuation	Comparable company valuations
December 31, 2016			
Impaired loan	$ 815	Business valuation	Comparable company valuations

(8) Fair Value of Financial Instruments

GAAP requires disclosure of fair value information about financial instruments, whether or not recognized in the balance sheet, for which it is practicable to estimate that value. Certain financial instruments and all nonfinancial instruments are excluded from the disclosure requirements. Accordingly, the aggregate fair value amounts presented do not represent the underlying value of the Company.

The carrying amounts and estimated fair values of the Company's financial instruments, all of which are held or issued for purposes other than trading, are as follows at September 30, 2017 and December 31, 2016:

(In thousands)	Carrying Amount	Fair Value			
		Level 1	Level 2	Level 3	Total
September 30, 2017					
Financial assets:					
Cash and cash equivalents	$ 17,577	$ 17,577	$ -	$ -	$ 17,577
Available-for-sale securities	109,684	12,566	95,912	1,206	109,684
Federal Home Loan Bank of Boston stock	3,737	3,737	-	-	3,737
Loans, net	748,537	-	-	758,964	758,964
Assets held-for-sale	3,213	-	3,213	-	3,213
Accrued interest receivable	2,635	-	2,635	-	2,635
Financial liabilities:					
Deposits	725,273	-	-	725,170	725,170
Federal Home Loan Bank advances	78,365	-	78,343	-	78,343
December 31, 2016					
Financial assets:					
Cash and cash equivalents	$ 10,705	$ 10,705	$ -	$ -	$ 10,705
Available-for-sale securities	117,867	14,696	102,203	968	117,867
Federal Home Loan Bank of Boston stock	2,787	2,787	-	-	2,787
Loans, net	624,425	-	-	632,278	632,278
Accrued interest receivable	2,320	-	2,320	-	2,320
Financial liabilities:					
Deposits	627,982	-	-	628,060	628,060
Federal Home Loan Bank advances	49,858	-	49,901	-	49,901

(9) Regulatory Capital

The Bank is subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Bank's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital guidelines that involve quantitative measures of the Bank's assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices. The Bank's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings and other factors.

Effective January 1, 2015 (with a phase-in period of two to four years for certain components), the Bank became subject to capital regulations adopted by the FDIC, which implement the Basel III regulatory capital reforms and the changes required by the Dodd-Frank Act. The new regulations require a new Common Equity Tier 1 ("CET1") capital ratio of 4.5%, a minimum Tier 1 capital to risk-weighted assets ratio of 6.0%, a minimum total capital to risk-weighted assets ratio of 8.0% and a minimum Tier 1 leverage ratio of 4.0%. CET1 generally consists of common stock and retained earnings, subject to applicable adjustments and deductions. Under new prompt corrective action regulations, in order to be considered "well capitalized," the Bank must maintain a CET1 capital ratio of 6.5% and a Tier 1 ratio of 8.0%, a total risk based capital ratio of 10% and a Tier 1 leverage ratio of 5.0%. In addition, the regulations establish a capital conservation buffer above the required capital ratios that started phasing in on January 1, 2016 at 0.625% of risk-weighted assets and increases each year by 0.625% until it is fully phased in at 2.5% effective January 1, 2019. Beginning January 1, 2016, failure to maintain the capital conservation buffer limits the ability of the Bank and the Company to pay dividends, repurchases shares or pay discretionary bonuses.

As of September 30, 2017 and December 31, 2016, the FDIC categorized the Bank as well capitalized under the regulatory framework for prompt corrective action.

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

(dollars in thousands)	Actual		For Capital Adequacy Purposes		To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
September 30, 2017						
Total Capital (to Risk Weighted Assets)	$ 116,289	15.2%	$ 64,500	≥ 8.0%	$ 80,626	≥ 10.0%
Tier 1 Capital (to Risk Weighted Assets)	104,978	13.7	48,375	≥ 6.0	64,500	≥ 8.0
Common Equity Tier 1 Capital (to Risk Weighted Assets)	104,978	13.7	36,282	≥ 4.5	52,407	≥ 6.5
Tier 1 Capital (to Average Assets)	104,978	12.4	35,529	≥ 4.0	44,411	≥ 5.0
December 31, 2016						
Total Capital (to Risk Weighted Assets)	$ 107,731	15.9%	$ 54,272	≥ 8.0%	$ 67,840	≥ 10.0%
Tier 1 Capital (to Risk Weighted Assets)	97,750	14.4	40,704	≥ 6.0	54,272	≥ 8.0
Common Equity Tier 1 Capital (to Risk Weighted Assets)	97,750	14.4	30,528	≥ 4.5	44,096	≥ 6.5
Tier 1 Capital (to Average Assets)	97,750	12.6	31,058	≥ 4.0	38,822	≥ 5.0

The Company may use capital management tools such as cash dividends and common share repurchases. Massachusetts regulations restrict repurchases for the first three years following the stock offering except where compelling and valid business reasons are established to the satisfaction of the Massachusetts Commissioner of Banks, and except to fund stock benefit plans. The Company is also subject to the Federal Reserve Board's notice provisions for stock repurchases. In January 2017, the Company received a non-objection from the Federal Reserve Board to adopt a stock repurchase program for up to 6.6% of its common stock. As of September 30, 2017, the Company had repurchased 24,460 shares of its stock at an average price of $20.07 per share, or 3.9% of the 625,015 shares authorized for repurchase under the Company's repurchase program.

(10) Employee Stock Ownership Plan

The Bank maintains an Employee Stock Ownership Plan ("ESOP") to provide eligible employees the opportunity to own Company stock. This plan is a tax-qualified retirement plan for the benefit of Bank employees. Contributions are allocated to eligible participants on the basis of compensation, subject to federal tax limits. The number of shares committed to be released per year through 2029 is 23,810.

The Company contributed funds to a subsidiary to loan to the ESOP to purchase 357,152 shares of the Company's common stock at a price of $10.00 per share. The loan is payable annually over 15 years at a rate per annum equal to the Prime Rate as of December 31 (3.75% at December 31, 2016). Loan payments are principally funded by cash contributions from the Bank.

	September 30, 2017	December 31, 2016
Allocated	47,620	23,810
Committed to be allocated	17,858	23,810
Unallocated	291,674	309,532
Total	357,152	357,152

The fair value of unallocated shares was approximately $6.8 million at September 30, 2017.

Total compensation expense recognized in connection with the ESOP for the three months ended September 30, 2017 and September 30, 2016 was $126,000 and $95,000, respectively. Total compensation expense recognized for the nine months ended September 30, 2017 and September 30, 2016 was $368,000 and $257,000, respectively.

(11) Earnings Per Common Share

Basic earnings per share represents income available to common stockholders divided by the weighted-average number of common shares outstanding during the period. Diluted earnings per share is computed in a manner similar to that of basic earnings per share except that the weighted-average number of common shares outstanding is increased to include the number of incremental common shares (computed using the treasury method) that would have been outstanding if all potentially dilutive common stock equivalents were issued during the period. Unallocated ESOP shares, treasury stock and unvested restricted stock is not deemed outstanding for earnings per share calculations.

	Three Months Ended September 30,		Nine Months Ended September 30,	
(Dollars in thousands)	**2017**	**2016**	**2017**	**2016**
Net Income attributable to common shareholders	$ 2,771	$ 1,761	$ 6,174	$ 4,611
Average number of common shares issued	9,652,448	9,498,722	9,652,448	9,498,722
Less:				
average unallocated ESOP shares	(296,398)	(319,453)	(301,342)	(325,391)
average unvested restricted stock	(133,258)	-	(140,869)	-
average treasury stock acquired	(21,158)	-	(14,191)	-
Average number of common shares outstanding to calculate basic earnings per common share	9,201,634	9,179,269	9,196,046	9,173,331
Effect of dilutive unvested restricted stock and stock option awards	11,422	-	-	-
Average number of common shares outstanding to calculate diluted earnings per common share	9,213,056	9,179,269	9,196,046	9,173,331
Earnings per common share:				
Basic	$ 0.30	$ 0.19	$ 0.67	$ 0.50
Diluted	$ 0.30	$ 0.19	$ 0.67	$ 0.50

(12) Share-Based Compensation

Under the Provident Bancorp, Inc. 2016 Equity Incentive Plan (the "Equity Plan"), the Company may grant options, restricted stock, restricted units or performance awards to its directors, officers and employees. Both incentive stock options and non-qualified stock options may be granted under the Equity Plan, with the total shares reserved for options equaling 446,440. The exercise price of each option equals the market price of the Company's stock on the date of grant and the term of each option is generally ten years. The total number of shares reserved for restricted stock or restricted units is 178,575. Options and other awards vest ratably over five years.

Expense related to options and restricted stock granted to directors is recognized in directors' compensation within non-interest expense.

Stock Options

The fair value of each option is estimated on the date of the grant using the Black-Scholes option-pricing model with the following assumptions:

- Volatility is based on peer group volatility because the Company does not have a sufficient trading history.
- Expected life represents the period of time that the option is expected to be outstanding, taking into account the contractual term, and the vesting period.
- The risk-free rate is based on the U.S. Treasury yield curve in effect at the time of grant for a period equivalent to the expected life of the option.

A summary of the status of the Company's stock option grants for the nine months ended September 30, 2017, is presented in the table below:

	Stock Option Awards	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (years)	Aggregate Intrinsic Value
Balance at December 31, 2016	384,268	$ 17.40		
Granted	-	-		
Balance at September 30, 2017	384,268	$ 17.40	9.13	$ 1,364,151
Outstanding and expected to vest at September 30, 2017	384,268	$ 17.40	9.13	$ 1,364,151
Exercisable at September 30, 2017	-	-	-	-
Unrecognized compensation cost	$ 1,594,000			
Weighted average remaining recognition period (years)	4.13			

For the three and nine months ended September 30, 2017, total expense for the stock options was $97,000 and $290,000, respectively. There was no stock-based compensation expense for the three and nine months ended September 30, 2016.

Restricted Stock

Shares issued upon the granting of restricted stock may be either authorized but unissued shares or reacquired shares held by the Company. Any shares forfeited because vesting requirements are not met will again be available for issuance under the Equity Plan. The fair market value of shares awarded, based on the market prices at the date of grant, is recorded as unearned compensation and amortized over the applicable vesting period.

The following table presents the activity in restricted stock awards under the Equity Plan for the nine months September 30, 2017:

	Outstanding Restricted Stock Awards	Weighted Average Grant Price
Restricted stock awards at December 31, 2016	153,726	$ 17.40
Granted	-	-
Restricted stock awards at September 30, 2017	153,726	$ 17.40
Unrecognized compensation cost	$ 2,208,000	
Weighted average remaining recognition period (years)	4.13	

For the three and nine months ended September 30, 2017, total expense for the restricted stock awards was $134,000 and $401,000, respectively. There was no stock-based compensation expense for the three and nine months ended September 30, 2016.

Item 2. Management's Discussion of Financial Condition and Results of Operations

Management's discussion and analysis of financial condition and results of operations at September 30, 2017 and December 31, 2016 and for the three and nine months ended September 30, 2017 and 2016 is intended to assist in understanding our financial condition and results of operations. Operating results for the three and nine month periods ended September 30, 2017 may not be indicative of results for all of 2017 or any other period. The information contained in this section should be read in conjunction with the Unaudited Consolidated Financial Statements and the notes thereto, appearing in Part 1, Item 1 of this report.

Forward-Looking Statements

This document may contain certain forward-looking statements, such as statements of the Company's or the Bank's plans, objectives, expectations, estimates and intentions. Forward-looking statements may be identified by the use of words such as "expects," "subject," "believes," "will," "intends," "may," "will be," "would" or similar expressions. Readers should not place undue reliance on any forward-looking statements, which reflect management's analysis of factors only as of the date of which they are given. These statements are subject to change based on various important factors (some of which are beyond the Company's or the Bank's control) and actual results may differ materially. These factors include general economic conditions, including trends and levels of interest rates; the ability of our borrowers to repay their loans; the ability of the Company or the Bank to effectively manage its growth; real estate values in the market area; loan demand; competition; changes in accounting policies; changes in laws and regulations; our success in introducing new products or entering new markets; our ability to retain key employees; failures or breaches of our IT systems; and results of regulatory examinations, among other factors. The foregoing list of important factors is not exclusive. Readers should carefully review the factors described in other documents the Company files from time to time with the Securities and Exchange Commission, including Current Reports on Form 8-K.

Except as required by applicable law and regulation, the Company does not undertake — and specifically disclaims any obligation — to update any forward-looking statements after the date of this quarterly report.

Critical Accounting Policies

Critical accounting estimates are necessary in the application of certain accounting policies and procedures and are particularly susceptible to significant change. Critical accounting policies are defined as those involving significant judgments and assumptions by management that could have a material impact on the carrying value of certain assets or on income under different assumptions or conditions. Management believes that the most critical accounting policies, which involve the most complex or subjective decisions or assessments, are as follows:

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

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

The Company classifies a loan as impaired when, based on current information and events, it is probable that it will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. 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 the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest owed.

Large groups of smaller balance homogeneous loans are collectively evaluated for impairment. Accordingly, we do not separately identify individual consumer and residential loans for impairment disclosures.

The general component of the allowance for loan losses is based on historical loss experience adjusted for qualitative factors stratified by the following loan segments: residential real estate, commercial real estate, construction and land development, commercial and consumer. Management uses a rolling average of historical losses based on a time frame appropriate to capture relevant loss data for each loan segment. This historical loss factor is adjusted for the following qualitative factors: levels/trends in delinquencies; trends in volume and terms of loans; effects of changes in risk selection and underwriting standards and other changes in lending policies, procedures and practices; experience/ability/depth of lending management and staff; and national and local economic trends and conditions. There were no changes in our policies or methodology pertaining to the general component of the allowance for loan losses during the nine months ended September 30, 2017 or during the twelve months ended December 31, 2016.

The qualitative factors are determined based on the various risk characteristics of each loan segment. Risk characteristics relevant to each portfolio segment are as follows:

Residential real estate: We generally do not originate loans with a loan-to-value ratio greater than 80% and do not grant subprime loans. Loans with loan to value ratios greater than 80% require the purchase of private mortgage insurance. All loans in this segment are collateralized by owner-occupied residential real estate and repayment is dependent on the credit quality of the individual borrower. The overall health of the economy, including unemployment rates and housing prices, will have an effect on the credit quality in this segment.

Commercial real estate: Loans in this segment are primarily income-producing properties throughout Massachusetts and New Hampshire. The underlying cash flows generated by the properties are adversely impacted by a downturn in the economy as evidenced by increased vacancy rates, which in turn, will have an effect on the credit quality in this segment. Management periodically obtains rent rolls and continually monitors the cash flows of these loans.

Construction and land development: Loans in this segment primarily include speculative and pre-sold real estate development loans for which payment is derived from sale of the property and a conversion of the construction loans to permanent loans for which payment is then derived from cash flows of the property. Credit risk is affected by cost overruns, time to sell at an adequate price, and market conditions.

Commercial: Loans in this segment are made to businesses and are generally secured by assets of the business. Repayment is expected from the cash flows of the business. A weakened economy, and resultant decreased consumer spending, will have an effect on the credit quality in this segment.

Consumer: Loans in this segment are generally unsecured and repayment is dependent on the credit quality of the individual borrower.

The allocated component relates to loans that are classified as impaired. Impairment is measured on a loan by loan basis for commercial, commercial real estate and construction loans by either the present value of expected future cash flows discounted at the loan’s effective interest rate or the fair value of the collateral if the loan is collateral dependent. An allowance is established when the discounted cash flows (or collateral value) of the impaired loan is lower than the carrying value of that loan.

We periodically may agree to modify the contractual terms of loans. When a loan is modified and a concession is made to a borrower experiencing financial difficulty, the modification is considered a troubled debt restructuring. All troubled debt restructurings are initially classified as impaired.

An unallocated component can be 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 allocated and general reserves in the portfolio.

Stock-based Compensation Plans. The Company measures and recognizes compensation cost relating to stock-based payment transactions based on the grant-date fair value of the equity instruments issued. Stock-based compensation is recognized over the period the employee is required to provide services for the award. The Company uses the Black-Scholes option-pricing model to determine the fair value of stock options granted. The determination of fair value involves a number of significant estimates, which require a number of assumptions to determine the model inputs. The fair value of restricted stock is recorded based on the grant date value of the equity instrument issued.

Income Taxes. The Company recognizes income taxes under the asset and liability method. Under this method, deferred tax assets and liabilities are established for the temporary differences between the accounting basis and the tax basis of our assets and liabilities at enacted tax rates expected to be in effect when the amounts related to such temporary differences are realized or settled. A tax valuation allowance is established, as needed, to reduce net deferred tax assets to the amount expected to be realized.

The Company examines its significant income tax positions quarterly to determine whether a tax benefit is more likely than not to be sustained upon examination by tax authorities.

Balance Sheet Analysis

Assets. Total assets were $928.6 million at September 30, 2017, an increase of $133.0 million, or 16.7%, from $795.5 million at December 31, 2016. The increase resulted primarily from increases in net loans of $124.1 million, cash and cash equivalents of $6.9 million, bank owned life insurance of $6.0 million and assets held-for-sale of $3.2 million. These increases were partially offset by a decrease in available-for-sale investment securities of $8.2 million.

Loans. At September 30, 2017, net loans were $748.5 million, or 80.6% of total assets, compared to $624.4 million, or 78.5% of total assets, at December 31, 2016. An increase in commercial loans of $66.4 million, or 39.9%, an increase in commercial real estate loans of $50.0 million, or 14.9%, an increase in construction and land development loans of $7.8 million, or 16.1%, and an increase in consumer loans of $8.7 million, or 140.3%, were partially offset by a decrease in residential real estate loans of $5.9 million, or 7.7%. Our commercial loan growth is attributed to adding lenders and a continued assessment of other opportunities in our expanded market area. The consumer loan growth is primarily due to loan purchases.

The following table sets forth the composition of our loan portfolio by type of loan at the dates indicated.

(Dollars in thousands)	**At September 30, 2017**		**At December 31, 2016**	
	Amount	**Percent**	**Amount**	**Percent**
Commercial real estate	$ 386,062	50.78%	$ 336,102	53.07%
Commercial	232,511	30.58%	166,157	26.23%
Residential real estate	70,960	9.33%	76,850	12.13%
Construction and land development	55,915	7.35%	48,161	7.60%
Consumer	14,830	1.95%	6,172	0.97%
	760,278	100.00%	633,442	100.00%
Allowance for loan losses	(10,932)		(8,590)	
Deferred loan fees, net	(809)		(427)	
Net loans	$ 748,537		$ 624,425	

Assets held-for-sale. Assets held-for-sale increased to $3.2 million at September 30, 2017 from zero at December 31, 2016. A building in Portsmouth, New Hampshire was purchased by the Bank in January 2017. The cost of this building and the related improvements is $3.2 million as of September 30, 2017. The Bank has entered into an agreement to sell the building to be developed into a mixed used commercial building for $3.2 million. The Company intends to buy back a portion of the building to provide space for future additional employees as we grow.

Deposits. Total deposits increased $97.3 million, or 15.5%, to $725.3 million at September 30, 2017 from $628.0 million at December 31, 2016. The increase was primarily due to an increase in time deposits of $41.7 million, an increase in money market accounts of $50.8 million, and an increase in savings accounts of $6.5 million. Increases in time deposits were primarily due to increases in brokered certificates of deposit of $32.4 million and an increase of $11.1 million in QwickRate certificates of deposit, where we gather certificates of deposit nationwide by posting online rates we will pay on these deposits. The increase in money market accounts is primarily due to targeting larger deposit relationships at premium pricing.

Borrowings. Borrowings at both September 30, 2017 and December 31, 2016 consisted entirely of Federal Home Loan Bank advances. Borrowings increased $28.5 million, or 57.2%, to $78.4 million at September 30, 2017 from $49.9 million at December 31, 2016. The increase was primarily to fund loan growth.

Shareholders' Equity. Total shareholders' equity increased $6.9 million, or 6.3%, to $116.1 million at September 30, 2017, from $109.1 million at December 31, 2016. The increase was primarily due to year-to-date net income of $6.2 million; increases of $164,000 in year-to-date accumulated other comprehensive income, reflecting an increase in the fair value of available-for-sale securities, and a $691,000 increase in additional paid-in capital related to stock based compensation; partially offset by common stock repurchases totaling $492,000. Book value per share increased to $12.05 at September 30, 2017 from $11.31 at December 31, 2016.

Asset Quality.

The following table sets forth information regarding our non-performing assets at the dates indicated.

(Dollars in thousands)	At September 30, 2017	At December 31, 2016
Non-accrual loans:		
Real estate:		
Commercial	$ 5,185	$ 346
Residential	361	303
Construction and land development	-	-
Commercial	68	933
Consumer	33	-
Total non-accrual loans	5,647	1,582
Accruing loans past due 90 days or more	-	-
Real estate owned	-	-
Total non-performing assets	$ 5,647	$ 1,582
Total loans (1)	$ 759,469	$ 633,015
Total assets	$ 928,579	$ 795,543
Total non-performing loans to total loans (1)	0.74%	0.25%
Total non-performing assets to total assets	0.61%	0.20%

(1) Loans are presented before the allowance for loan losses but include deferred fees/costs

The increase in non-performing assets at September 30, 2017 compared to December 31, 2016 was primarily due to the addition of one commercial real estate lending relationship, consisting of two loans totaling $5.2 million. Although we have continued to receive payments due under the terms of the loans, we placed the loans on non-accrual status due to the financial performance of the borrower. Based on management’s most recent evaluation, the Bank has assigned a specific reserve of $809,000 as of September 30, 2017 to this lending relationship.

Allowance for Loan Losses. The allowance for loan losses is maintained at levels considered adequate by management to provide for probable loan losses inherent in the loan portfolio as of the consolidated balance sheet reporting dates. The allowance for loan losses is based on management's assessment of various factors affecting the loan portfolio, including portfolio size and composition, amount of and trend regarding delinquent net non-accrual loans and charge-offs, national and local business conditions, loss experience and an overall evaluation of the quality of the underlying collateral.

The following table sets forth activity in our allowance for loan losses for the periods indicated:

	Nine Months Ended September 30,	
(Dollars in thousands)	**2017**	**2016**
Allowance at beginning of period	$ 8,590	$ 7,905
Provision for loan losses	2,467	484
Charge offs:		
Real estate:		
Commercial	6	-
Residential	-	-
Construction and land development	-	-
Commercial	63	-
Consumer	106	29
Total charge-offs	175	29
Recoveries:		
Real estate:		
Commercial	-	-
Residential	-	12
Construction and land development	-	-
Commercial	45	1
Consumer	5	13
Total recoveries	50	26
Net charge-offs	125	3
Allowance at end of period	$ 10,932	$ 8,386
Non-performing loans at end of period	$ 5,647	$ 1,420
Total loans outstanding at end of period (1)	759,469	597,750
Average loans outstanding during the period (1)	681,034	574,655
Allowance to non-performing loans	193.59%	590.56%
Allowance to total loans outstanding at end of period	1.44%	1.40%
Net charge-offs to average loans outstanding during the during the period (annualized)	0.02%	0.00%

(1) Loans are presented before the allowance for loan losses but include deferred fees/costs

Results of Operations for the Three Months Ended September 30, 2017 and 2016

General. Net income increased $1.0 million to $2.8 million for the three months ended September 30, 2017 from $1.8 million for the three months ended September 30, 2016. The increase was related to an increase of $1.5 million in net interest and dividend income and a $1.5 million increase in noninterest income, partially offset by an increase in provision for loan losses of $849,000 and an increase in noninterest expense of $702,000.

Interest and Dividend Income. Interest and dividend income, which includes Federal Home Loan Bank stock dividends, increased $1.8 million, or 24.4%, to $9.2 million for the three months ended September 30, 2017 from $7.4 million for the three months ended September 30, 2016. This increase was primarily attributable to an increase in interest and fees on loans, which increased $1.8 million, or 27.1%, to $8.4 million for the three months ended September 30, 2017 from $6.6 million for the three months ended September 30, 2016.

The increase in interest income on loans was due to an increase in the average balance of loans of $129.8 million, or 22.0%, to $719.1 million for the three months ended September 30, 2017 from $589.3 million for the three months ended September 30, 2016. Interest income increased to a lesser extent due to the yield on loans increasing 18 basis points to 4.67% for the three months ended September 30, 2017 due to our continued focus on higher-yielding commercial lending.

Interest Expense. Interest expense increased $292,000, or 41.0%, to $1.0 million for the three months ended September 30, 2017 from $713,000 for the three months ended September 30, 2016, caused by an increase in interest expense on deposits and on borrowings. Interest expense on deposits increased $244,000, or 45.3%, to $783,000 for the three months ended September 30, 2017 from $539,000 for the three months ended September 30, 2016, due to an increase in the average rate paid on interest-bearing deposits of 10 basis points to 0.58% for the three months ended September 30, 2017 from 0.48% for the three months ended September 30, 2016. The increase in the average rate was primarily the result of increases in the average rate paid on money market accounts and certificates of deposit. The average rate paid on money market accounts and certificates of deposit increased due to changes in the rate environment. Interest expense on deposits also increased due to an increase in the average balance of interest-bearing deposits of $93.2 million, or 20.8%, to $542.2 million for the three months ended September 30, 2017 from $449.0 million for the three months ended September 30, 2016. The increase resulted primarily from an increase in the average balance of money market accounts, which increased $62.6 million, or 52.9%, and an increase in the average balance of certificates of deposit, which increased $24.2 million, or 23.9%.

Interest expense on borrowings increased $48,000, or 27.6%, to $222,000 for the three months ended September 30, 2017 from $174,000 for the three months ended September 30, 2016. The interest expense on borrowings increased due to the increase in average outstanding balance of $21.9 million, or 61.8% to $57.4 million for the three months ended September 30, 2017. The increase in the average outstanding balance was partially offset by a 41 basis point decrease in the cost of borrowings to 1.55% for the three months ended September 30, 2017. The average balance in borrowings increased during the three months ended September 30, 2017 to support funding loan growth.

Net Interest and Dividend Income. Net interest and dividend income increased $1.5 million, or 22.7%, to $8.2 million for the three months ended September 30, 2017 from $6.7 million for the three months ended September 30, 2016. The increase was due to both higher balances of earning assets and expanding margins. Our net interest rate spread increased 17 basis points to 3.70% for the three months ended September 30, 2017 from 3.53% for the three months ended September 30, 2016. Our net interest margin increased 17 basis points to 3.89% for the three months ended September 30, 2017 from 3.72% for the three months ended September 30, 2016.

Provision for Loan Losses. The provision for loan losses was $1.0 million for the three months ended September 30, 2017 compared to $163,000 for the three months ended September 30, 2016. The provision recorded resulted in an allowance for loan losses of $10.9 million, or 1.44% of total loans at September 30, 2017, compared to $8.6 million, or 1.36% of total loans, at December 31, 2016 and $8.4 million, or 1.40% of total loans, at September 30, 2016. The changes in the provision and allowance for loan losses were based on management's assessment of loan portfolio growth and composition trends, historical charge-off trends, levels of problem loans and other asset quality trends. The non-accrual loans as of September 30, 2017 was primarily composed of one commercial real estate lending relationship totaling $5.2 million. Based on management's most recent evaluation, the Bank has assigned a specific reserve of $809,000 to this lending relationship as of September 30, 2017.

Noninterest Income. Noninterest income increased $1.5 million, or 112.5%, to $2.9 million for the three months ended September 30, 2017 from $1.4 million for the three months ended September 30, 2016. The increase was primarily caused by an increase in the gain on sales of securities and an increase in income from service fees. Gains on sales of securities increased $1.4 million, or 322.6%, to $1.9 for the three months ended September 30, 2017 from $438,000 for the three months ended September 30, 2016. Effective January 2018, the Company is adopting *ASU No. 2016-01, Financial Instruments – Overall (Subtopic 825-10): "Recognition and Measurement of Financial Assets and Financial Liabilities."* This standard will require us to measure our equity investments at fair value with changes in fair value recognized in net income. In order to reduce the potential quarterly volatility, the Company may divest more equity securities. As of September 30, 2017, the Company's marketable equity securities portfolio had a total fair value of $12.6 million including a net unrealized gain of $2.7 million. Income from service charges increased $61,000, or 14.3%, to $488,000 for the three months ended September 30, 2017 from $427,000 for the three months ended September 30, 2016. Service fees increased due to an increase in loans.

Noninterest Expense. Noninterest expense increased $702,000, or 13.5%, to $5.9 million for the three months ended September 30, 2017 from $5.2 million for the three months ended September 30, 2016. The largest increases were related to the salaries and employee benefits expense, and directors' compensation. The increase in salary and employee benefits of $724,000, or 22.5%, to $3.9 million for the three months ended September 30, 2017 from $3.2 million for the three months ended September 30, 2016 was primarily related to an increased employee base and stock-based compensation expense in 2017 compared to no stock based compensation expense in the prior period. The increase in directors' fees of $52,000, or 64.2%, to $133,000 for the three months ended September 30, 2017 from $81,000 for the three months ended September 30, 2016 was primarily related to an increase in directors' stock-based compensation expense. The noninterest expense increases were partially offset by decreases in professional fees and the FDIC assessment expense. The decrease in professional fees of $72,000, or 24.1%, to $227,000 for the three months ended September 30, 2017 from $299,000 for the three months ended September 30, 2016 was due to one-time services incurred in 2016 for the development of equity compensation plans. The decrease in the FDIC assessment expense was $28,000, or 27.2%, to $75,000 for the three months ended September 30, 2017 from $103,000 for the three months ended September 30, 2016. The decrease was related to a change in the FDIC reserve calculation.

Income Tax Provision. We recorded a provision for income taxes of $1.4 million for the three months ended September 30, 2017, reflecting an effective tax rate of 34.1%, compared to a provision of $940,000 for the three months ended September 30, 2016, reflecting an effective tax rate of 34.8%. The changes in the income tax provision were primarily due to the purchase of tax credits in 2017. Our effective tax rates are below statutory federal and state rates due primarily to tax-exempt income related to investments in bank owned life insurance and municipal securities.

Average Balance Sheet and Related Yields and Rates

The following tables set forth the average balance sheets, annualized average yields and costs, and certain other information for the periods indicated. No tax-equivalent yield adjustments have been made, as the amount of tax free interest-earning assets is immaterial. All average balances are daily average balances. Non-accrual loans were included in the computation of average balances. The yields set forth below include the effect of deferred fees, discounts, and premiums that are amortized or accreted to interest income or interest expense.

	For the Three Months Ended September 30,					
	2017			2016		
(Dollars in thousands)	Average Balance	Interest Earned/ Paid	Yield/ Rate	Average Balance	Interest Earned/ Paid	Yield/ Rate
Assets:						
Interest-earning assets:						
Loans	$ 719,116	$ 8,403	4.67%	$ 589,335	$ 6,611	4.49%
Interest-earning deposits	4,897	14	1.14%	7,864	8	0.41%
Investment securities	118,672	793	2.67%	121,596	785	2.58%
Federal Home Loan Bank stock	3,028	29	3.83%	2,369	22	3.71%
Total interest-earning assets	845,713	9,239	4.37%	721,164	7,426	4.12%
Non-interest earning assets	45,951			38,970		
Total assets	$ 891,664			$ 760,134		
Interest-bearing liabilities:						
Savings accounts	$ 117,049	51	0.17%	$ 116,685	55	0.19%
Money market accounts	181,064	234	0.52%	118,439	88	0.30%
NOW accounts	118,469	172	0.58%	112,446	171	0.61%
Certificates of deposit	125,645	326	1.04%	101,426	225	0.89%
Total interest-bearing deposits	542,227	783	0.58%	448,996	539	0.48%
Federal Home Loan Bank advances	57,446	222	1.55%	35,512	174	1.96%
Total interest-bearing liabilities	599,673	1,005	0.67%	484,508	713	0.59%
Noninterest-bearing liabilities:						
Noninterest-bearing deposits	168,129			160,070		
Other noninterest-bearing liabilities	8,230			7,504		
Total liabilities	776,032			652,082		
Total equity	115,632			108,052		
Total liabilities and equity	$ 891,664			$ 760,134		
Net interest income		$ 8,234			$ 6,713	
Interest rate spread (1)			3.70%			3.53%
Net interest-earning assets (2)	$ 246,040			$ 236,656		
Net interest margin (3)			3.89%			3.72%
Average interest-earning assets to interest-bearing liabilities	141.03%			148.84%		

(1) Net interest rate spread represents the difference between the weighted average yield on interest-bearing assets and the weighted average rate of interest-bearing liabilities.
(2) Net interest-earning assets represent total interest-earning assets less total interest-bearing liabilities.
(3) Net interest margin represents net interest income divided by average total interest-earning assets

Rate/Volume Analysis

The following table sets forth the effects of changing rates and volumes on our net interest income. The rate column shows the effects attributable to changes in rate (changes in rate multiplied by prior volume). The volume column shows the effect attributable to changes in volume (changes in volume multiplied by prior rate). The total column represents the sum of the prior columns. For purposes of this table, changes attributable to changes in both rate and volume that cannot be segregated have been allocated proportionately based on the changes due to rate and the changes due to volume.

	For the Three Months Ended September 30, 2017 Compared to the Three Months Ended September 30, 2016		
	Increase (Decrease) Due to		Total
(In thousands)	Rate	Volume	Increase (Decrease)
Interest-earning assets:			
Loans	$ 285	$ 1,507	$ 1,792
Interest-earning deposits	10	(4)	6
Investment securities	27	(19)	8
Federal Home Loan Bank stock	1	6	7
Total interest-earning assets	323	1,490	1,813
Interest-bearing liabilities:			
Savings accounts	(4)	0	(4)
Money Market accounts	85	61	146
Now accounts	(8)	9	1
Certificates of deposit	42	59	101
Total interest-bearing deposits	115	129	244
Federal Home Loan Bank advances	(43)	91	48
Total interest-bearing liabilities	72	220	292
Change in net interest income	$ 251	$ 1,270	$ 1,521

Results of Operations for the Nine Months Ended September 30, 2017 and 2016

General. Net income increased $1.6 million to $6.2 million for the nine months ended September 30, 2017 from $4.6 million for the nine months ended September 30, 2016. The increase was related to an increase of $4.2 million in net interest income and a $2.2 million increase in noninterest income, partially offset by an increase in provision for loan losses of $2.0 million and an increase in noninterest expense of $2.2 million.

Interest and Dividend Income. Interest and dividend income, which includes Federal Home Loan Bank stock dividends, increased $4.7 million, or 22.1%, to $26.2 million for the nine months ended September 30, 2017 from $21.4 million for the nine months ended September 30, 2016. This increase was primarily attributable to an increase in interest and fees on loans, which increased $4.7 million, or 24.8%, to $23.5 million for the nine months ended September 30, 2017 from $18.9 million for the nine months ended September 30, 2016.

The increase in interest income on loans was due to an increase in the average balance of loans of $106.4 million, or 18.5%, to $681.0 million for the nine months ended September 30, 2017 from $574.7 million for the nine months ended September 30, 2016. Interest income increased to a lesser extent due to a higher yield on loans, which increased 23 basis points to 4.61% for the nine months ended September 30, 2017 due to our continued focus on higher-yielding commercial lending.

Interest Expense. Interest expense increased $573,000, or 27.4%, to $2.7 million for the nine months ended September 30, 2017 from $2.1 million for the nine months ended September 30, 2016, caused by an increase in interest expense on deposits and on borrowings. Interest expense on deposits increased $408,000, or 25.1%, to $2.0 million for the nine months ended September 30, 2017 from $1.6 million for the nine months ended September 30, 2016, due to an increase in average rate paid on interest-bearing deposits by four basis points to 0.53% for the nine months ended September 30, 2017 from 0.49% for the nine months ended September 30, 2016. The increase in the average rate was primarily the result of increases in the average rate paid on money market accounts and certificates of deposit. The average rate paid on money market accounts and certificates of deposit increased due to changes in the rate environment. Interest expense also increased due to higher average balances of interest-bearing deposits, which increased $67.8 million, or 15.2%, to $513.3 million for the nine months ended September 30, 2017 from $445.5 million for the nine months ended September 30, 2016. The increase resulted primarily from an increase in the average balance of money market accounts, which increased $50.3 million, or 44.9%.

Interest expense on borrowings increased $165,000, or 35.3%, to $633,000 for the nine months ended September 30, 2017 from $468,000 for the nine months ended September 30, 2016. The interest expense on borrowings increased due to the increase in average outstanding balance of $22.4 million, or 63.9% to $57.5 million for the nine months ended September 30, 2017. The increase in the average outstanding balance was partially offset by the decrease in the average rate paid of 31 basis points to 1.47% for the nine months ended September 30, 2017 due to restructuring borrowings at a lower interest rate. The average balance of borrowings increased during the nine months ended September 30, 2017 to support funding loan growth.

Net Interest and Dividend Income. Net interest and dividend income increased $4.2 million, or 21.5%, to $23.5 million for the nine months ended September 30, 2017 from $19.3 million for the nine months ended September 30, 2016. The increase was due to both higher balances of earning assets and expanding margins. Our net interest rate spread increased 23 basis points to 3.69% for the nine months ended September 30, 2017 from 3.46% for the nine months ended September 30, 2016. Our net interest margin increased 23 basis points to 3.87% for the nine months ended September 30, 2017 from 3.64% for the nine months ended September 30, 2016.

Provision for Loan Losses. The provision for loan losses was $2.5 million for the nine months ended September 30, 2017 compared to $484,000 for the nine months ended September 30, 2016. The provision recorded resulted in an allowance for loan losses of $10.9 million, or 1.44% of total loans at September 30, 2017, compared to $8.6 million, or 1.36% of total loans, at December 31, 2016 and $8.4 million, or 1.40% of total loans, at September 30, 2016. The changes in the provision and allowance for loan losses were based on management's assessment of loan portfolio growth and composition trends, historical charge-off trends, levels of problem loans and other asset quality trends. The non-accrual loans as of September 30, 2017 was primarily composed of one commercial real estate relationship totaling $5.2 million. Based on management's most recent evaluation, the Bank has assigned a specific reserve of $809,000 to this lending relationship as of September 30, 2017.

Noninterest Income. Noninterest income increased $2.2 million, or 67.5%, to $5.5 million for the nine months ended September 30, 2017 from $3.3 million for the nine months ended September 30, 2016. The increase was primarily caused by an increase in the gain on sales of marketable equity securities and an increase in income from service fees. Gains on sales of securities increased $1.9 million to $2.4 million for the nine months ended September 30, 2017 from $475,000 for the nine months ended September 30, 2016. Effective January 2018, the Company is adopting *ASU No. 2016-01, Financial Instruments – Overall (Subtopic 825-10): "Recognition and Measurement of Financial Assets and Financial Liabilities."* This standard will require us to measure our equity investments at fair value with changes in fair value recognized in net income. In order to reduce the potential quarterly volatility, the Company may divest more equity securities. Income from service fees increased $178,000, or 13.8%, to $1.5 million for the nine months ended September 30, 2017 from $1.3 million for the nine months ended September 30, 2016. Service fees increased due to an increase in loans.

Noninterest Expense. Noninterest expense increased $2.2 million, or 14.4%, to $17.4 million for the nine months ended September 30, 2017 from $15.2 million for the nine months ended September 30, 2016. The largest increases were related to salaries and employee benefits expense, marketing expense, and directors' compensation. The increase in salary and employee benefits of $1.8 million, or 19.4%, to $11.3 million for the nine months ended September 30, 2017 from $9.5 million for the nine months ended September 30, 2016 was primarily related to an increased employee base and an increase in stock-based compensation expense in 2017 compared to 2016. Marketing expenses increased $53,000, or 29.8%, to $231,000 for the nine months ended September 30, 2017 from $178,000 for the nine months ended September 30, 2016. The primary reason the marketing expense increased was due to strategic target marketing within the Company's footprint. The increase in directors' compensation of $207,000, or 91.6%, to $433,000 for the nine months ended September 30, 2017 from $226,000 for the nine months ended September 30, 2016 was primarily related to stock-based compensation expense incurred in 2017 compared to no expense in 2016. The noninterest expense increases were partially offset by decreases in professional fees and the FDIC assessment expense. The decrease in professional fees of $220,000, or 25.1%, to $656,000 for the nine months ended September 30, 2017 from $876,000 for the nine months ended September 30, 2016 was due to one-time services incurred in 2016 for the development of equity compensation plans. The decrease in the FDIC assessment expense was $77,000, or 26.3%, to $216,000 for the nine months ended September 30, 2017 from $293,000 for the nine months ended September 30, 2016. The decrease was related to a change in the FDIC reserve calculation.

Income Tax Provision. We recorded a provision for income taxes of $2.9 million for the nine months ended September 30, 2017, reflecting an effective tax rate of 32.1%, compared to a provision of $2.3 million for the nine months ended September 30, 2016, reflecting an effective tax rate of 33.2%. The changes in the income tax provision were primarily due to the purchase of tax credits in 2017. Our effective tax rates are below statutory federal and state rates due primarily to tax-exempt income related to investments in bank owned life insurance and municipal securities.

Average Balance Sheet and Related Yields and Rates

The following tables set forth the average balance sheets, annualized average yields and costs, and certain other information for the periods indicated. No tax-equivalent yield adjustments have been made, as the amount of tax free interest-earning assets is immaterial. All average balances are daily average balances. Non-accrual loans were included in the computation of average balances. The yields set forth below include the effect of deferred fees, discounts, and premiums that are amortized or accreted to interest income or interest expense.

	For the Nine Months Ended September 30,					
	2017			2016		
(dollars in thousands)	Average Balance	Interest Earned/ Paid	Yield/ Rate	Average Balance	Interest Earned/ Paid	Yield/ Rate
Assets:						
Interest-earning assets:						
Loans	$ 681,034	$ 23,547	4.61%	$ 574,655	$ 18,861	4.38%
Interest-earning deposits	3,406	23	0.90%	7,260	22	0.40%
Investment securities	121,377	2,507	2.75%	123,230	2,481	2.68%
Federal Home Loan Bank stock	3,108	90	3.86%	2,607	68	3.48%
Total interest-earning assets	808,925	26,167	4.31%	707,752	21,432	4.04%
Non-interest earning assets	45,916			39,368		
Total assets	$ 854,841			$ 747,120		
Interest-bearing liabilities:						
Savings accounts	$ 116,481	160	0.18%	$ 109,936	140	0.17%
Money market accounts	162,204	511	0.42%	111,912	229	0.27%
NOW accounts	115,038	506	0.59%	110,492	490	0.59%
Certificates of deposit	119,571	854	0.95%	113,134	764	0.90%
Total interest-bearing deposits	513,294	2,031	0.53%	445,474	1,623	0.49%
Federal Home Loan Bank advances	57,500	633	1.47%	35,082	468	1.78%
Total interest-bearing liabilities	570,794	2,664	0.62%	480,556	2,091	0.58%
Noninterest-bearing liabilities:						
Noninterest-bearing deposits	161,043			154,379		
Other noninterest-bearing liabilities	8,052			7,063		
Total liabilities	739,889			641,998		
Total equity	114,952			105,122		
Total liabilities and equity	$ 854,841			$ 747,120		
Net interest income		$ 23,503			$ 19,341	
Interest rate spread (1)			3.69%			3.46%
Net interest-earning assets (2)	$ 238,131			$ 227,196		
Net interest margin (3)			3.87%			3.64%
Average interest-earning assets to interest-bearing liabilities	141.72%			147.28%		

(1) Net interest rate spread represents the difference between the weighted average yield on interest-bearing assets and the weighted average rate of interest-bearing liabilities.
(2) Net interest-earning assets represent total interest-earning assets less total interest-bearing liabilities.
(3) Net interest margin represents net interest income divided by average total interest-earning assets

Rate/Volume Analysis

The following table sets forth the effects of changing rates and volumes on our net interest income. The rate column shows the effects attributable to changes in rate (changes in rate multiplied by prior volume). The volume column shows the effect attributable to changes in volume (changes in volume multiplied by prior rate). The total column represents the sum of the prior columns. For purposes of this table, changes attributable to changes in both rate and volume that cannot be segregated have been allocated proportionately based on the changes due to rate and the changes due to volume.

	For the Nine Months Ended September 30, 2017 Compared to the Nine Months Ended September 30, 2016		
	Increase (Decrease) Due to		Total
	Rate	Volume	Increase (Decrease)
(in thousands)			
Interest-earning assets:			
Loans	$ 1,050	$ 3,636	$ 4,686
Interest-earning deposits	17	(16)	1
Investment securities	64	(38)	26
Federal Home Loan Bank stock	8	14	22
Total interest-earning assets	1,139	2,596	4,735
Interest-bearing liabilities:			
Savings accounts	11	9	20
Money Market Accounts	154	128	282
Now Accounts	(4)	20	16
Certificates of deposit	45	45	90
Total interest-bearing deposits	206	201	408
Federal Home Loan Bank advances	(93)	258	165
Total interest-bearing liabilities	113	459	573
Change in net interest income	$ 1,026	$ 2,137	$ 4,162

Liquidity and Capital Resources

Liquidity is the ability to meet current and future financial obligations of a short-term nature. Our primary sources of funds consist of deposit inflows, loan repayments and maturities, FHLB advances, and sales of securities. While maturities and scheduled amortization of loans and securities are predictable sources of funds, deposit flows and mortgage prepayments are greatly influenced by general interest rates, economic conditions and competition.

We regularly review the need to adjust our investments in liquid assets based upon our assessment of: (1) expected loan demand, (2) expected deposit flows, (3) yields available on interest-earning deposits and securities, and (4) the objectives of our asset/liability management program. Excess liquid assets are invested generally in interest-earning deposits and short- and intermediate-term securities.

Our most liquid assets are cash and cash equivalents. The levels of these assets are dependent on our operating, financing, lending and investing activities during any given period. At September 30, 2017, cash and cash equivalents totaled $17.6 million. Securities classified as available-for-sale, which provide additional sources of liquidity, totaled $109.7 million at September 30, 2017.

At September 30, 2017, we had the ability to borrow a total of $195.8 million from the Federal Home Loan Bank of Boston. On that date, we had $78.4 million in advances outstanding. At September 30, 2017, we also had an available line of credit with the Federal Reserve Bank of Boston’s borrower-in-custody program of $178.6 million, none of which was outstanding as of that date.

We have no material commitments or demands that are likely to affect our liquidity other than set forth below. In the event loan demand were to increase faster than expected, or any unforeseen demand or commitment were to occur, we could access our borrowing capacity with the Federal Home Loan Bank of Boston or obtain additional funds through brokered certificates of deposit.

At September 30, 2017 and December 31, 2016, we had $14.7 million and $25.4 million in loan commitments outstanding, respectively. In addition to commitments to originate loans, at September 30, 2017 and December 31, 2016, we had $164.8 million and $202.0 million in unadvanced funds to borrowers, respectively. We also had $2.7 million and $5.2 million in outstanding letters of credit at September 30, 2017 and December 31, 2016, respectively.

Certificates of deposit due within one year of September 30, 2017 totaled $110.4 million, or 15.2% of total deposits. If these deposits do not remain with us, we will be required to seek other sources of funds, including other certificates of deposit and Federal Home Loan Bank of Boston advances. Depending on market conditions, we may be required to pay higher rates on such deposits or other borrowings than we currently pay on the certificates of deposit. We believe, however, based on past experience that a significant portion of our certificates of deposit will remain with us. We have the ability to attract and retain deposits by adjusting the interest rates offered.

Our primary investing activities are the origination of loans and the purchase of securities. During the nine months ended September 30, 2017, we originated $208.5 million of loans, all of which were intended to be held in our portfolio. We also purchased $13.1 million in loans and $13.1 million in securities. During the nine months ended September 30, 2016, we originated $141.4 million of loans, all of which were intended to be held in our portfolio, and we did not purchase any loans. We also purchased $1.4 million in securities during the nine months ended September 30, 2016.

Financing activities consist primarily of activity in deposit accounts and Federal Home Loan Bank advances. We experienced net increases in total deposits of $97.3 million and $33.1 million for the nine months ended September 30, 2017 and 2016, respectively. Deposit flows are affected by the overall level of interest rates, the interest rates and products offered by us and our local competitors and other factors. We generally manage the pricing of our deposits to be competitive. Federal Home Loan Bank advances increased $28.5 million and decreased $16.0 million during the nine months ended September 30, 2017 and 2016, respectively.

The Provident Bank is subject to various regulatory capital requirements administered by the Massachusetts Commissioner of Banks and the Federal Deposit Insurance Corporation. At September 30, 2017, The Provident Bank exceeded all applicable regulatory capital requirements, and was considered “well capitalized” under regulatory guidelines. See Note 9 of the Notes to the Unaudited Consolidated Financial Statements for additional information.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Not applicable, as the Company is a smaller reporting company.

Item 4. Controls and Procedures

An evaluation was performed under the supervision and with the participation of the Company’s management, including the President and Chief Executive Officer and the Executive Vice President and Chief Financial Officer, of the effectiveness of the design and operation of the Company’s disclosure controls and procedures (as defined in Rule 13a-15(e) promulgated under the Securities and Exchange Act of 1934, as amended) as of September 30, 2017. Based on that evaluation, the Company’s management, including the President and Chief Executive Officer and the Executive Vice President and Chief Financial Officer, concluded that the Company’s disclosure controls and procedures were effective.

During the quarter ended September 30, 2017, there have been no changes in the Company’s internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

Part II – Other Information

Item 1. Legal Proceedings

The Company is subject to various legal actions arising in the normal course of business. In the opinion of management, the resolution of these legal actions is not expected to have a material adverse effect on the Company’s financial condition or results of operations.

Item 1A. Risk Factors

Not applicable, as the Company is a smaller reporting company.

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

(a) Not applicable.

(b) Not applicable.

(c) The Company's repurchases of common stock for the three months ended September 30, 2017 were as follows:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs (1)
July 1, 2017 through July 31, 2017	-	$ -	-	605,855
August 1, 2017 through August 31, 2017	800	20.25	800	605,055
September 1, 2017 through September 30, 2017	4,500	20.61	4,500	600,555
Total	5,300	$ 20.55	5,300	

(1) On January 26, 2017, the Company announced a repurchase program under which it would repurchase up to 6.6% of the then-outstanding shares of the Company's common stock (625,015 shares) from time to time, depending on market conditions. The repurchase program would continue until it is completed or terminated by the Company's Board of Directors.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

3.1	Amended and Restated Articles of Organization of Provident Bancorp, Inc. (1)
3.2	By-Laws of Provident Bancorp, Inc. (1)
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101	The following financial statements from the Provident Bancorp, Inc. Quarterly Report on Form 10-Q for the quarter ended September 30, 2017, formatted in Extensible Business Reporting Language (XBRL): (i) Consolidated Balance Sheets; (ii) Consolidated Statements of Income; (iii) Consolidated Statements of Comprehensive Income; (iv) Consolidated Statements of Changes in Shareholders' Equity; (v) Consolidated Statements of Cash Flows; and (vi) Notes to Unaudited Consolidated Financial Statements.

(1) Incorporated by reference to the Company's Registration Statement on Form S-1 (file no. 333-202716), initially filed with the Securities and Exchange Commission on March 13, 2015.

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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, thereunto duly authorized.

PROVIDENT BANCORP, INC.

Date: November 13, 2017

/s/ David P. Mansfield
David P. Mansfield
President and Chief Executive Officer

Date: November 13, 2017

/s/ Carol L. Houle
Carol L. Houle
Executive Vice President and Chief Financial Officer

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Section 2: EX-31.1 (EXHIBIT 31.1)

Exhibit 31.1

Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, David P. Mansfield, certify that:

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

Date: November 13, 2017

/s/ David P. Mansfield
David P. Mansfield
President and Chief Executive Officer

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Section 3: EX-31.2 (EXHIBIT 31.2)

Exhibit 31.2

Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Carol L. Houle, certify that:

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

Date: November 13, 2017	/s/ Carol L. Houle
	Carol L. Houle Executive Vice President and Chief Financial Officer

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Section 4: EX-32 (EXHIBIT 32)

Exhibit 32

Certification of Chief Executive Officer and Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

David P. Mansfield, President and Chief Executive Officer of Provident Bancorp, Inc. (the "Company"), and Carol L. Houle, Executive Vice President and Chief Financial Officer of the Company, each certify in his or her capacity as an officer of the Company that they have reviewed the quarterly report on Form 10-Q for the quarter ended September 30, 2017 (the "Report") and that to the best of their knowledge:

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

Date: November 13, 2017	/s/ David P. Mansfield
	David P. Mansfield President and Chief Executive Officer
Date: November 13, 2017	/s/ Carol L. Houle
	Carol L. Houle Executive Vice President and Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

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