



March 2020

Dear Valued Customer:

On Wednesday, January 8, 2020, the Board of Directors of UpState New York Bancorp, Inc. (“UpState”) and USNY Bank voted to enter into a definitive merger agreement (“the Agreement”) with Norwood Financial Corp. (“Norwood”) and Wayne Bank. Pursuant to the Agreement, it is anticipated that the acquisition will be completed in July 2020, subject to such required approvals and customary closing conditions. The Boards of Directors of UpState and USNY Bank believe that the transaction will provide excellent opportunities for customers, employees, shareholders, and the communities served by both USNY Bank and Wayne Bank.

For reference, Wayne Bank presently serves customers in Northeast Pennsylvania and two counties in New York. Wayne Bank takes extreme pride in maintaining the friendly personal touch that has been its hallmark since beginning as a simple storefront operation in 1871. As you know, USNY Bank has served customers through its Bank of the Finger Lakes and Bank of Cooperstown units since it opened in 2007. Both Wayne Bank and USNY Bank are dedicated to providing you with exceptional customer service and a broad and meaningful product package. Employees of each organization are working together to ensure a smooth transition for our valued customers.

No action on your part is necessary at this time. You will be receiving additional communications on the combination of our organizations and the integration of our bank operations as we get nearer to the completion of the merger. [In the meantime, we encourage you to visit www.waynebank.com to learn more about Wayne Bank and the vast array of traditional, electronic and mobile products and services that will be available to you]. After the merger and integration are completed, the current staff in the local offices of Bank of the Finger Lakes and Bank of Cooperstown will continue to be there to provide customers with an exceptional level of friendly, local service.

We appreciate your business and look forward to meeting all your financial needs.

Sincerely,


Lewis J. Critelli
President and Chief Executive Officer
Wayne Bank


R. Michael Briggs
President and Chief Executive Officer
USNY Bank