

1ST CONSTITUTION BANCORP  
Form 10QSB  
May 14, 2003  
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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 10-QSB**

(Mark One)

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2003

or

- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_ to \_\_\_\_

Commission file Number: 000-32891

**1ST CONSTITUTION BANCORP**

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(Name of Small business Issuer in Its Charter)

New Jersey

22-3665653

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(State of Other Jurisdiction of Incorporation or Organization)

(I.R.S. Employer Identification No.)

2650 Route 130, P.O. Box 634, Cranbury, NJ

08512

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(Address of Principal Executive Offices)

(Zip Code)

(609) 655-4500

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(Issuer's Telephone Number, Including Area Code)

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

As of May 6, 2003, the issuer had 1,489,367 shares of common stock, no par value, outstanding.

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**PART I. FINANCIAL INFORMATION**

**Item 1. Financial Statements**

**1st Constitution Bancorp and Subsidiaries  
Consolidated Statements of Condition  
(unaudited)**

|   | <u>March 31, 2003</u> | <u>December 31, 2002</u> |
|---|-----------------------|--------------------------|
| <b>ASSETS</b>                               |                       |                          |
| CASH AND DUE FROM BANKS                     | \$ 8,353,767          | \$ 9,542,010             |
| FEDERAL FUNDS SOLD / SHORT-TERM INVESTMENTS | 9,851,408             | 52,364                   |
| Total cash and cash equivalents             | 18,205,175            | 9,594,374                |

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|  |                       |                       |
|--|-----------------------|-----------------------|
| <b>SECURITIES:</b>   |                       |                       |
| Available for sale, at market value  | 73,842,811            | 82,028,866            |
| Held to maturity (market value of \$7,474,549 and \$7,434,716 in 2003 and 2002, respectively)  | 7,118,420             | 7,171,913             |
| <b>Total securities</b>  | <b>80,961,231</b>     | <b>89,200,779</b>     |
| <b>LOANS HELD FOR SALE</b>   | <b>4,813,477</b>      | <b>11,145,006</b>     |
| <b>LOANS</b>   | <b>150,606,154</b>    | <b>151,049,736</b>    |
| Less- Allowance for loan losses  | (1,729,882)           | (1,669,882)           |
| <b>Net loans</b>   | <b>148,876,272</b>    | <b>149,379,854</b>    |
| <b>PREMISES AND EQUIPMENT, net</b>   | <b>1,236,597</b>      | <b>1,276,942</b>      |
| <b>ACCRUED INTEREST RECEIVABLE</b>   | <b>1,259,619</b>      | <b>1,263,003</b>      |
| <b>BANK OWNED LIFE INSURANCE</b>   | <b>6,139,410</b>      | <b>6,069,705</b>      |
| <b>OTHER ASSETS</b>  | <b>1,088,675</b>      | <b>778,214</b>        |
| <b>Total assets</b>  | <b>\$ 262,580,456</b> | <b>\$ 268,707,877</b> |
| <b>LIABILITIES AND SHAREHOLDERS EQUITY</b>   |                       |                       |
| <b>LIABILITIES:</b>  |                       |                       |
| Deposits   |                       |                       |
| Non-interest bearing   | \$ 40,883,117         | \$ 39,809,751         |
| Interest bearing   | 174,060,018           | 179,185,247           |
| <b>Total deposits</b>  | <b>214,943,135</b>    | <b>218,994,998</b>    |
| <b>SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE</b>  | <b>2,562,549</b>      | <b>2,554,815</b>      |
| <b>OTHER BORROWINGS</b>  | <b>15,500,000</b>     | <b>18,000,000</b>     |
| <b>REDEEMABLE TRUST PREFERRED SECURITIES</b>   | <b>5,000,000</b>      | <b>5,000,000</b>      |
| <b>ACCRUED INTEREST PAYABLE</b>  | <b>1,193,617</b>      | <b>1,211,902</b>      |
| <b>ACCRUED EXPENSES AND OTHER LIABILITIES</b>  | <b>1,998,014</b>      | <b>1,951,320</b>      |
| <b>Total liabilities</b>   | <b>241,197,315</b>    | <b>247,713,035</b>    |
| <b>COMMITMENTS AND CONTINGENCIES</b>   |                       |                       |
| <b>SHAREHOLDERS EQUITY:</b>  |                       |                       |
| Common stock, no par value; 15,000,000 shares authorized; 1,489,367 and 1,480,539 shares issued and 1,489,367 and 1,472,368 outstanding as of March 31, 2003 and December 31, 2002, respectively |                       |                       |
|  | 17,469,535            | 17,320,091            |
| Retained earnings  | 3,275,317             | 2,978,873             |
| Treasury Stock, shares at cost (8,171 shares at December 31, 2002)   |                       | (119,844)             |
| Accumulated other comprehensive income   | 638,289               | 815,722               |
| <b>Total shareholders equity</b>   | <b>21,383,141</b>     | <b>20,994,842</b>     |
| <b>Total liabilities and shareholders equity</b>   | <b>\$ 262,580,456</b> | <b>\$ 268,707,877</b> |

See accompanying notes to consolidated financial statements.

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**1st Constitution Bancorp and Subsidiaries**  
**Consolidated Statements of Income**  
(unaudited)

|   | <b>Three Months Ended March 31,</b> |                   |
|---|-------------------------------------|-------------------|
|   | <b>2003</b>                         | <b>2002</b>       |
| <b>INTEREST INCOME:</b>   |                                     |                   |
| Interest on loans   | \$ 2,752,687                        | \$ 2,465,046      |
| Interest on securities:   |                                     |                   |
| Taxable   | 710,405                             | 820,998           |
| Tax-exempt  | 60,194                              | 37,582            |
| Interest on Federal funds sold and short-term investments   | 3,642                               | 59,537            |
| <b>Total interest income</b>  | <b>3,526,928</b>                    | <b>3,383,163</b>  |
| <b>INTEREST EXPENSE:</b>  |                                     |                   |
| Interest on deposits  | 845,090                             | 1,038,023         |
| Interest on Federal funds purchased and securities sold under agreements to repurchase and other borrowed funds | 229,022                             | 224,729           |
| Interest on redeemable trust preferred securities   | 66,485                              |                   |
| <b>Total interest expense</b>   | <b>1,140,597</b>                    | <b>1,262,752</b>  |
| <b>Net interest income</b>  | <b>2,386,331</b>                    | <b>2,120,411</b>  |
| <b>PROVISION FOR LOAN LOSSES</b>  | <b>60,000</b>                       | <b>60,000</b>     |
| <b>Net interest income after provision for loan losses</b>  | <b>2,326,331</b>                    | <b>2,060,411</b>  |
| <b>NON-INTEREST INCOME:</b>   |                                     |                   |
| Service charges on deposit accounts   | 145,642                             | 120,934           |
| Gain on sale of loans held for sale   | 390,442                             | 313,128           |
| Other income  | 124,019                             | 56,986            |
| <b>Total other income</b>   | <b>660,103</b>                      | <b>491,048</b>    |
| <b>NON-INTEREST EXPENSE:</b>  |                                     |                   |
| Salaries and employee benefits  | 1,083,560                           | 868,956           |
| Occupancy expense   | 200,295                             | 181,323           |
| Other operating expenses  | 584,014                             | 557,575           |
| <b>Total other expense</b>  | <b>1,867,869</b>                    | <b>1,607,854</b>  |
| <b>Income before income taxes</b>   | <b>1,118,565</b>                    | <b>943,605</b>    |
| <b>INCOME TAXES</b>   | <b>393,696</b>                      | <b>344,713</b>    |
| <b>Net income</b>   | <b>\$ 724,869</b>                   | <b>\$ 598,892</b> |
| <b>NET INCOME PER SHARE:</b>  |                                     |                   |
| Basic   | \$ 0.49                             | \$ 0.41           |
| Diluted   | \$ 0.47                             | \$ 0.39           |

**WEIGHTED AVERAGE SHARES OUTSTANDING:**

|         |           |           |
|---------|-----------|-----------|
| Basic   | 1,477,279 | 1,468,094 |
| Diluted | 1,557,917 | 1,534,185 |

See accompanying notes to consolidated financial statements.

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**1st Constitution Bancorp and Subsidiaries  
Consolidated Statements of Cash Flows  
(unaudited)**

|   | Three months ended March 31, |                    |
|---|------------------------------|--------------------|
|   | 2003                         | 2002               |
| <b>OPERATING ACTIVITIES:</b>  |                              |                    |
| Net income  | \$ 724,869                   | \$ 598,892         |
| Adjustments to reconcile net income to net cash provided by operating activities- |                              |                    |
| Provision for loan losses   | 60,000                       | 60,000             |
| Depreciation and amortization   | 82,689                       | 59,341             |
| Net amortization on securities  | 336,689                      | 61,503             |
| Gain on sale of loans held for sale   | (390,442)                    | (313,128)          |
| Originations of loans held for sale   | (14,310,371)                 | (17,691,474)       |
| Proceeds from sales of loans held for sale  | 21,032,342                   | 19,776,280         |
| Decrease in accrued interest receivable   | 3,384                        | 1,892              |
| Income on Bank owned life insurance   | (69,705)                     |                    |
| (Increase) decrease in other assets   | (369,793)                    | 48,508             |
| Decrease in accrued interest payable  | (18,285)                     | (259,433)          |
| Increase in accrued expenses and other liabilities                                | 46,694                       | 473,641            |
| <b>Net cash provided by operating activities</b>                                  | <b>7,128,071</b>             | <b>2,816,022</b>   |
| <b>INVESTING ACTIVITIES:</b>  |                              |                    |
| Purchases of securities -   |                              |                    |
| Available for sale  | (5,215,351)                  | (5,799,804)        |
| Held to maturity  | (198,102)                    |                    |
| Proceeds from maturities and prepayments of securities -                          |                              |                    |
| Available for sale  | 12,791,325                   | 3,899,851          |
| Held to maturity  | 247,749                      | 449,884            |
| Net decrease (increase) in loans  | 443,582                      | (1,769,195)        |
| Capital expenditures  | (42,344)                     | (83,560)           |
| <b>Net cash provided by (used in) investing activities</b>                        | <b>8,026,859</b>             | <b>(3,302,824)</b> |
| <b>FINANCING ACTIVITIES:</b>  |                              |                    |
| Net decrease in demand, savings and time deposits                                 | (4,051,863)                  | (6,040,431)        |
| Net increase in securities sold under agreements to repurchase                    | 7,734                        | 169,769            |
| Net decrease in other borrowings  | (2,500,000)                  |                    |
| <b>Net cash used in financing activities</b>                                      | <b>(6,544,129)</b>           | <b>(5,870,622)</b> |
| <b>Increase (decrease) in cash and cash equivalents</b>                           | <b>8,610,801</b>             | <b>(6,357,424)</b> |

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|   |               |               |
|---|---------------|---------------|
| CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD          | 9,594,374     | 21,928,214    |
| CASH AND CASH EQUIVALENTS AT END OF PERIOD                | \$ 18,205,175 | \$ 15,570,790 |
| <b>SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:</b> |               |               |
| Cash paid during the period for -                         |               |               |
| Interest  | \$ 1,158,882  | \$ 1,522,185  |
| Income taxes  |               | 340,000       |

See accompanying notes to consolidated financial statements.

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**1st Constitution Bancorp and Subsidiaries  
Notes To Consolidated Financial Statements  
March 31, 2003 (Unaudited)**

(1) **Summary of Significant Accounting Policies**

The accompanying unaudited Consolidated Financial Statements herein have been prepared by 1st Constitution Bancorp (the Company), in accordance with accounting principles generally accepted in the United States of America and pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements have been condensed or omitted pursuant to such rules and regulations. These consolidated Financial Statements should be read in conjunction with the audited financial statements and the notes thereto included in the Company's Form 10-KSB for the year ended December 31, 2002.

In the opinion of the Company, all adjustments (consisting only of normal recurring accruals) which are necessary for a fair presentation of the operating results for the interim periods have been included. The results of operations for periods of less than a year are not necessarily indicative of results for the full year.

Certain reclassifications have been made to the prior years' financial statements to conform with the classifications used in 2003.

**Net Income Per Common Share**

Basic net income per common share is computed by dividing net income by the weighted average number of shares outstanding during each period.

Diluted net income per common share is computed by dividing net income by the weighted average number of shares outstanding, as adjusted for the assumed exercise of potential common stock options, using the treasury stock method. Potential shares of common stock resulting from stock option agreements totaled 80,638 and 66,091 for the three months ended March 31, 2003 and March 31, 2002, respectively. All share amounts have been restated for the effect of a 5% stock dividend declared in 2002.

**Stock-Based Compensation**

Stock-based compensation is accounted for under the intrinsic value based method as prescribed by Accounting Principles Board (APB) Opinion No. 25, Accounting for Stock Issued to Employees. Included below are the pro forma disclosures required by SFAS No. 123, Accounting for Stock-Based Compensation, as amended by SFAS No. 148, Accounting for Stock-Based Compensation-Transaction and Disclosure which assumes the fair value based method of accounting had been adopted.

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|              | <u>March 31, 2003</u> | <u>March 31, 2002</u> |
|--------------|-----------------------|-----------------------|
| Net income - |                       |                       |

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|  |    |         |    |         |
|--|----|---------|----|---------|
| As reported  | \$ | 724,869 | \$ | 598,892 |
| Deduct: Stock-based employee compensation determined under fair value based method for stock options, net of related tax effects |    | (4,387) |    | (2,216) |
|  |    | 720,482 |    | 596,676 |
| <b>Pro forma</b>   |    |         |    |         |
|  |    |         |    |         |
| Net income per share -   |    |         |    |         |
| As reported -  |    |         |    |         |
| Basic  | \$ | 0.49    | \$ | 0.41    |
| Diluted  | \$ | 0.47    | \$ | 0.39    |
| Pro forma -  |    |         |    |         |
| Basic  | \$ | 0.49    | \$ | 0.41    |
| Diluted  | \$ | 0.46    | \$ | 0.39    |

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#### **Item 2. Management's Discussion and Analysis or Plan of Operation**

The following discussion of the operating results and financial condition at March 31, 2003 is intended to help readers analyze the accompanying financial statements, notes and other supplemental information contained in this document. Results of operations for the three month period ended March 31, 2003 are not necessarily indicative of results to be attained for any other period.

This discussion and analysis should be read in conjunction with Part II, Item 6 of the Company's Form 10-KSB (Management's Discussion and Analysis or Plan of Operation) for the year ended December 31, 2002, as filed with the Securities and Exchange Commission.

#### General

1<sup>st</sup> Constitution Bancorp (the "Company"), a bank holding company, was incorporated in February 1999 for the purpose of becoming the parent holding company of 1<sup>st</sup> Constitution Bank (the "Bank"), a full service commercial bank which began operations in August 1989.<sup>1</sup> 1<sup>st</sup> Constitution Capital Trust I, a subsidiary of the Company, was created to issue trust preferred securities to assist the Company to raise additional regulatory capital. The Bank operates six branches, and has two subsidiaries, 1<sup>st</sup> Constitution Investment Company, which manages an investment portfolio and FCB Assets Holdings, Inc., which is used by the Bank to manage and dispose of repossessed property/real estate.

#### Forward-Looking Statements

This report contains forward-looking statements within the meaning of The Private Securities Litigation Reform Act of 1995. Such statements are not historical facts and include expressions about our confidence and strategies and our expectations about new and existing programs and products, relationships, opportunities, technology and market conditions. These statements may be identified by such forward-looking terminology as "expect," "believe," "anticipate," or by expressions of confidence such as "continuing" or "strong" or similar statements or variations of such terms. Such forward-looking statements involve certain risks and uncertainties. These include, but are not limited to, expected cost savings not being realized or not being realized within the expected time frame; income or revenues being lower than expected or operating costs higher; competitive pressures in the banking or financial services industries increasing significantly; business disruption related to program implementation or methodologies; weakening of general economic conditions nationally or in New Jersey; changes in legal and regulatory barriers and structures; and unanticipated occurrences delaying planned programs or initiatives or increasing their costs or decreasing their benefits, as well as other risks and uncertainties detailed from time to time in filings of the Company with the U.S. Securities and Exchange Commission. Actual result may differ materially from such forward-looking statements. The Company assumes no obligation for updating any such forward-looking statements at any time.

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#### RESULTS OF OPERATIONS

#### Summary

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The Company realized net income of \$724,869 for the three months ended March 31, 2003, an increase of 21.0% over the \$598,892 for the same period in 2002. Net income per diluted share was \$0.47 for the three months ended March 31, 2003 compared to \$0.39 per diluted share for the prior year.

### Earnings Analysis

#### Interest Income

For the first three months of 2003, total interest income was \$3,526,928, an increase of 4.2% compared to total interest income of \$3,383,163 for the same period in 2002. The following table sets forth the Company's consolidated average balances of assets, liabilities and shareholders' equity as well as interest income and expense on related items, and the Company's average rate for the three month periods ended March 31, 2003 and 2002.

#### Average Balance Sheets with Resultant Interest and Rates

| (yields on a tax-equivalent basis)                              | Three months ended March 31, 2003 |                  |              | Three months ended March 31, 2002 |                  |              |
|---|-----------------------------------|------------------|--------------|-----------------------------------|------------------|--------------|
|   | Average Balance                   | Interest         | Average Rate | Average Balance                   | Interest         | Average Rate |
| <b>Assets:</b>  |                                   |                  |              |                                   |                  |              |
| Federal Funds Sold/Short-Term Investments                       | \$ 1,301,033                      | \$ 3,642         | 1.14%        | \$ 12,703,088                     | \$ 59,537        | 1.90%        |
| <b>Securities:</b>  |                                   |                  |              |                                   |                  |              |
| Collateralized Mortgage Obligations/ Mortgage Backed Securities | 78,930,486                        | 710,405          | 3.60%        | 64,268,958                        | 820,998          | 5.11%        |
| States and Political Subdivisions                               | 5,728,195                         | 89,087           | 6.22%        | 3,191,284                         | 55,620           | 6.97%        |
| <b>Total</b>  | <b>84,658,681</b>                 | <b>799,492</b>   | <b>3.78%</b> | <b>67,460,242</b>                 | <b>876,618</b>   | <b>5.20%</b> |
| <b>Loan Portfolio:</b>  |                                   |                  |              |                                   |                  |              |
| Commercial  | 41,498,558                        | 730,424          | 7.14%        | 22,595,451                        | 479,412          | 8.60%        |
| Installment   | 11,160,032                        | 217,126          | 7.89%        | 14,430,601                        | 285,241          | 8.02%        |
| Commercial Mortgages and Construction Wholesale                 | 78,064,042                        | 1,217,783        | 6.33%        | 65,574,691                        | 1,099,646        | 6.80%        |
| Residential Mortgages and Construction Retail                   | 20,177,012                        | 353,637          | 7.11%        | 21,099,380                        | 392,051          | 7.54%        |
| All Other Loans   | 9,030,847                         | 233,716          | 10.35%       | 8,123,987                         | 208,696          | 10.90%       |
| <b>Total</b>  | <b>159,930,491</b>                | <b>2,752,686</b> | <b>6.98%</b> | <b>131,824,110</b>                | <b>2,465,046</b> | <b>7.58%</b> |
| <b>Total Interest-Earning Assets</b>                            | <b>245,890,205</b>                | <b>3,555,820</b> | <b>5.86%</b> | <b>211,987,440</b>                | <b>3,401,201</b> | <b>6.51%</b> |
| Allowance for Loan Losses                                       | (1,707,660)                       |                  |              | (1,463,243)                       |                  |              |
| Cash and Due From Bank  | 8,393,930                         |                  |              | 6,737,694                         |                  |              |
| Other Assets  | 9,045,256                         |                  |              | 3,422,621                         |                  |              |
| <b>Total Assets</b>   | <b>\$ 261,621,731</b>             |                  |              | <b>\$ 220,684,512</b>             |                  |              |

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|                                      | Three months ended March 31, 2003 |            |       | Three months ended March 31, 2002 |            |       |
|--------------------------------------|-----------------------------------|------------|-------|-----------------------------------|------------|-------|
| <b>Interest-Bearing Liabilities:</b> |                                   |            |       |                                   |            |       |
| Money Market and NOW Accounts        | \$ 72,726,253                     | \$ 189,941 | 1.06% | \$ 63,504,614                     | \$ 234,242 | 1.50% |



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|  |                     |                  |              |                     |                  |              |
|--|---------------------|------------------|--------------|---------------------|------------------|--------------|
| Savings Accounts                                 | 15,772,138          | 38,718           | 1.00%        | 12,037,480          | 44,655           | 1.50%        |
| Certificates of Deposit                          | 61,314,693          | 481,778          | 3.19%        | 54,468,098          | 577,317          | 4.30%        |
| Certificates of Deposit of \$100,000 and Over    | 21,931,091          | 134,653          | 2.49%        | 18,368,052          | 181,809          | 4.01%        |
| Federal Funds Purchased/Other Borrowed Funds     | 21,796,755          | 229,022          | 4.26%        | 19,279,219          | 224,729          | 4.73%        |
| Trust Preferred Securities                       | 5,000,000           | 66,485           | 5.32%        |                     |                  |              |
| <b>Total Interest-Bearing Liabilities</b>        | <b>198,540,930</b>  | <b>1,140,597</b> | <b>2.33%</b> | <b>167,657,463</b>  | <b>1,262,752</b> | <b>3.05%</b> |
| <b>Net Interest Spread</b>                       |                     |                  | <b>3.53%</b> |                     |                  | <b>3.45%</b> |
| Demand Deposits                                  | 38,732,954          |                  |              | 31,626,518          |                  |              |
| Other Liabilities                                | 3,310,581           |                  |              | 3,646,529           |                  |              |
| <b>Total Liabilities</b>                         | <b>240,584,465</b>  |                  |              | <b>202,930,510</b>  |                  |              |
| Shareholders Equity                              | 21,037,266          |                  |              | 17,754,002          |                  |              |
| <b>Total Liabilities and Shareholders Equity</b> | <b>261,621,731</b>  |                  |              | <b>220,684,512</b>  |                  |              |
| <b>Net Interest Margin</b>                       | <b>\$ 2,415,223</b> | <b>3.98%</b>     |              | <b>\$ 2,138,449</b> | <b>4.09%</b>     |              |

The current year increase in interest income was the result of higher average balances comprising the securities and loan portfolios during the current period despite the lower yields earned on these portfolios. Average loans increased \$28,106,381, or 21.3% while the yield on the portfolio decreased 60 basis points to 6.98% from 7.58%. The lower loan yield reflected the lower interest rate environment that existed throughout 2002 and continued into the first quarter of 2003.

Average securities increased \$17,198,439, or 25.5%, while the yield on the securities portfolio decreased 142 basis points to 3.78% from 5.20%.

Overall, the yield on the Company's total interest-earning assets decreased 65 basis points to 5.86% for the three months ended March 31, 2003 from the 6.51% for the same period in 2002.

#### Interest Expense

Total interest expense for the three months ended March 31, 2003 was \$1,140,597, a decrease of 9.7% compared to \$1,262,752 for the same period in 2002. The decrease in interest expense for the current period resulted primarily from the impact of higher levels of interest-bearing liabilities priced at a significantly lower market interest rate level. The average rate paid on interest bearing liabilities for the three months ended March 31, 2003 decreased 72 basis points to 2.33% from 3.05% for the same period of 2002.

#### Net Interest Income

The Company's net interest income for the three month period ended March 31, 2003 was \$2,386,331, an increase of 12.5% compared to \$2,120,411 for the same period in 2002. For the first three months of 2003, interest income increased by \$143,765 compared to the same

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period in 2002 while interest expense decreased by \$122,155 compared to the same period in 2002. Although the loan and securities portfolios average balances increased during the first three months of 2003, those assets earned lower rates of return in 2003 than during 2002.

The net interest margin (on a tax-equivalent basis), which is net interest income divided by average interest-earning assets, was 3.98% for the first three months of 2003 compared to 4.09% for the same period in 2002. The principal factor causing the decline in the net interest

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margin was the lower interest rate environment that existed throughout 2002 and continued through the first quarter of 2003.

### Provision for Loan Losses

For the three months ended March 31, 2003 and March 31, 2002, the provision for loan losses was \$60,000. The amount of the loan loss provisions and the level of the allowance for loan losses are critical accounting policies of the Company and are based upon a number of factors including management's evaluation of potential losses in the portfolio after consideration of appraised collateral values, financial conditions and past credit history of the borrowers as well as prevailing economic conditions.

### Non-Interest Income

Total non-interest income for the three months ended March 31, 2003 was \$660,103, an increase of 34.4% over non-interest income of \$491,048 for the same period in 2002. The increase was due to increases in service charges on deposit accounts, gains on sales of loans held for sale, and an increase in other non-interest income.

Gain on sale of loans held for sale represents the largest single source on non-interest income. Gain on sale of loans held for sale for the three months ended March 31, 2003 was \$390,442 compared to \$313,128 for the same period in 2002. The declining interest rate environment that existed in 2002 and continued in the first three months of 2003 fueled the volume of mortgage loan originations and subsequent secondary market mortgage loan sales.

Service charges on deposit accounts amounted to \$145,642 for the three months ended March 31, 2003 compared to \$120,934 for the same period in 2002. Service charge income increased in 2003 principally due to increases in income from overdraft fees and wire transfer service fees.

The other income component of non-interest income amounted to \$124,019 for the three months ended March 31, 2003 compared to \$56,986 for the same period in 2002. This component includes income from Bank Owned Life Insurance ( BOLI ) which amounted to \$69,705 for the three months ended March 31, 2003. In April 2001, the Company purchased \$6.0 million in tax-free BOLI assets which offset the cost of deferred compensation plans and reduce the overall effective tax rate.

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The Company also generates non-interest income from a variety of other fee-based services. These fees are monitored closely by management to reflect current charges amid the Company's competitive market.

### Non-Interest Expense

Total non-interest expense for the three months ended March 31, 2003 was \$1,867,869, an increase of 16.2% compared to non-interest expense of \$1,607,854 for the same period in 2002.

The following table presents the major components of non-interest expense for the three months ended March 31, 2003 and 2002.

### Non-interest Expenses

|   | Three months ended March 31, |            |
|---|------------------------------|------------|
|   | 2003                         | 2002       |
| Salaries and employee benefits          | \$ 1,083,560                 | \$ 868,956 |
| Occupancy expenses                      | 200,295                      | 181,323    |
| Equipment expense                       | 118,888                      | 80,889     |
| Marketing                               | 50,074                       | 64,675     |
| Computer services                       | 122,379                      | 117,336    |
| Regulatory, professional and other fees | 132,120                      | 97,832     |
| Office expense                          | 81,656                       | 75,478     |

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|                    |              |              |
|--------------------|--------------|--------------|
| All other expenses | 78,897       | 121,365      |
|                    | \$ 1,867,869 | \$ 1,607,854 |

Salaries and employee benefits increased 24.7% to \$1,083,560 for the three months ended March 31, 2003 compared to \$868,956 for the three months ended March 31, 2002. This increase reflects the increase in staffing levels to manage the continuing growth of the Company.

The Company's ratio of non-interest expense to average assets decreased to 2.90% for the three months ended March 31, 2003 compared to 2.95% for the same period in 2002. The Company's efficiency ratio decreased to 61.3% for the first three months of 2003 compared to a ratio of 61.6% for the first three months of 2002.

### Financial Condition

March 31, 2003 Compared with December 31, 2002

Total consolidated assets at March 31, 2003 totaled \$262,580,456 compared to \$268,707,877 at December 31, 2002. The decrease in the Company's asset base during the first three months of 2003 was primarily due to a decrease in interest bearing deposits. Historically, during periods similar to the current lower interest rate environment, management believes that customers with maturing time deposits at higher rates may migrate from the Company in searching for higher competitive rates. Total deposits decreased by \$4,051,863 or 1.9% to \$214,943,135 at March 31, 2003 compared to \$218,994,998 at December 31, 2002.

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#### Cash and Cash Equivalents

Cash and Cash Equivalents at March 31, 2003 totaled \$18,205,175 compared to \$9,594,374 at December 31, 2002. Cash and cash equivalents at March 31, 2003 consisted of cash and due from banks of \$8,353,767 and Federal funds sold/short term investments of \$9,851,408. The corresponding balances at December 31, 2002 were \$9,542,010 and \$52,364, respectively. The balance of cash and cash equivalents at March 31, 2003 increased primarily due to late March deposit balances raised to fund loan growth and manage the Company's liquidity position.

#### Securities

Securities represented 30.8% of total assets at March 31, 2003 and 33.2% at December 31, 2002. Total securities decreased \$8,239,548 or 9.2% at March 31, 2003 to \$80,961,231 compared to \$89,200,779 at year-end 2002.

Securities available for sale totaled \$73,842,811 at March 31, 2003, an decrease of \$8,186,055 or 10.0% from year-end 2002. During the first three months of 2003, \$5,215,351 of securities available for sale were purchased (predominantly mortgage backed securities) and funded by calls and maturities of securities held to maturity, securities available for sale and short-term investments.

Securities held to maturity totaled \$7,118,420 at March 31, 2003, a decrease of \$53,493 or 0.7% from year-end 2002.

#### Loans

The loan portfolio, which represents the Company's largest asset, is a significant source of both interest and fee income. Elements of the loan portfolio are subject to differing levels of credit and interest rate risk. The Company's primary lending focus continues to be commercial loans, owner-occupied commercial mortgage loans and tenanted commercial real estate loans.

The following table sets forth the classification of loans by major category at March 31, 2003 and December 31, 2002.

#### Loan Portfolio Composition

|  | March 31, 2003 | December 31, 2002 |
|--|----------------|-------------------|
|--|----------------|-------------------|

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| Component                       | Amount                | %<br>of total | Amount                | %<br>of total |
|---------------------------------|-----------------------|---------------|-----------------------|---------------|
| Construction loans              | \$ 33,431,102         | 22.2%         | \$ 32,342,880         | 21.4%         |
| Residential real estate loans   | 8,758,982             | 5.8%          | 9,023,228             | 6.0%          |
| Commercial and industrial loans | 88,901,840            | 59.0%         | 89,415,759            | 59.2%         |
| Loans to individuals            | 14,496,600            | 9.6%          | 14,851,742            | 9.8%          |
| Lease financing                 | 4,271,884             | 2.8%          | 4,773,528             | 3.2%          |
| All other loans                 | 745,746               | 0.5%          | 642,599               | 0.4%          |
|                                 | <u>\$ 150,606,154</u> | <u>100.0%</u> | <u>\$ 151,049,736</u> | <u>100.0%</u> |

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The loan portfolio decreased modestly at March 31, 2003 to \$150,606,154 from \$151,049,736 at December 31, 2002. The ability of the Company to enter into larger loan relationships and management's philosophy of relationship banking are key factors in the Company's strategy for loan growth. Strong competition from both bank and non-bank competitors could result in comparatively lower yields on new and established lending relationships. The ultimate collectability of the loan portfolio and the recovery of the carrying amount of real estate are subject to changes in the Company's market region's economic environment and real estate market.

**Non-Performing Assets**

Non-performing assets consist of non-performing loans and other real estate owned. Non-performing loans are composed of (1) loans on a non-accrual basis, (2) loans which are contractually past due 90 days or more as to interest and principal payments but have not been classified as non-accrual and (3) loans whose terms have been restructured to provide a reduction or deferral of interest on principal because of a deterioration in the financial position of the borrower.

The Company's policy with regard to non-accrual loans varies by the type of loan involved. Generally, commercial loans are placed on a non-accrual status when they are 90 days past due unless these loans are well secured and in the process of collection or, regardless of the past due status of the loan, when management determines that the complete recovery of principal or interest is in doubt. Consumer loans are generally charged off after they become 90 days past due. Residential mortgage loans are not generally placed on a non-accrual status unless the value of the real estate has deteriorated to the point that a potential loss of principal or interest exists. Subsequent payments are credited to income only if collection of principal is not in doubt.

Nonaccrual loans amounted to \$418,515 at March 31, 2003, an increase of \$262,359 from \$156,156 at year-end 2002. As the table demonstrates, despite the increase in non-performing assets at March 31, 2002, loan quality and ratios remain strong. This was accomplished through quality loan underwriting, a proactive approach to loan monitoring and aggressive workout strategies.

**Non-Performing Assets and Loans**

|   | March 31<br>2003  | December 31<br>2002 |
|---|-------------------|---------------------|
| Non-Performing loans:                             |                   |                     |
| Loans 90 days or more past due and still accruing | \$ 4,371          | \$ 2,156            |
| Non-accrual loans                                 | 418,515           | 156,156             |
| Total non-performing loans                        | <u>422,886</u>    | <u>158,312</u>      |
| Other real estate owned                           | 56,222            | 9,492               |
| Total non-performing assets                       | <u>\$ 479,108</u> | <u>\$ 167,804</u>   |
| Non-performing loans to total loans               | 0.27%             | 0.10%               |
| Non-performing assets to total assets             | 0.18%             | 0.06%               |

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The Company had no restructured loans at March 31, 2003 and December 31, 2002. Impaired loans totaled \$229,170 at March 31, 2003 and \$151,114 at December 31, 2002.

**Allowance for Loan Losses**

The allowance for loan losses is maintained at a level sufficient to absorb estimated credit losses in the loan portfolio as of the date of the financial statements. The allowance for loan losses is a valuation reserve available for losses incurred or inherent in the loan portfolio and other extensions of credit. The determination of the adequacy of the allowance for loan losses is a critical accounting policy of the Company.

Management utilizes a systematic and documented allowance adequacy methodology for loan losses that requires specific allowance assessment for all loans, including real estate mortgages and consumer loans. This methodology assigns reserves based upon credit risk ratings for all loans. The reserves are based upon various factors, including historical performance, and the current economic environment. Management continually reviews the process used to determine the adequacy of the allowance for loan losses. Allocations to the allowance for loan losses, both specific and general, are determined after this review. Loans are classified based on internal reviews and evaluations performed by the lending staff. These evaluations are, in turn, examined by the Company's internal loan review specialist. A formal loan review function, independent of loan origination, is used to identify and monitor risk classifications.

The allowance for loan losses amounted to \$1,729,882 at March 31, 2003, an increase of \$60,000 from December 31, 2002. The ratio of the allowance for loan losses to total loans was 1.15% at March 31, 2003 and 1.11% at December 31, 2002, respectively. The quality of the loan portfolio remained strong and it is management's belief that the allowance for loan losses is adequate in relation to credit risk exposure levels.

The following table presents, for the periods indicated, an analysis of the allowance for loan losses and other related data.

**Allowance for Loan Losses**

|  | <u>March 31, 2003</u> | <u>March 31, 2002</u> |
|--|-----------------------|-----------------------|
| Balance, beginning of period                 | 1,669,882             | \$ 1,414,495          |
| Provision charged to operating expenses      | 60,000                | 60,000                |
| Loans charged off                            | 0                     | (7,337)               |
| Recoveries                                   | 0                     | 20,946                |
|  | <u>0</u>              | <u>13,609</u>         |
| Net (charge offs) / recoveries               |                       |                       |
| Balance, end of period                       | <u>\$ 1,729,882</u>   | <u>\$ 1,488,104</u>   |
| <b>Loans:</b>                                |                       |                       |
| At period end                                | \$ 150,606,154        | \$ 126,720,287        |
| Average during the period                    | 159,930,491           | 131,824,110           |
| Net charge offs to average loans outstanding | 0.00%                 | 0.01%                 |
| <b>Allowance for loan losses to:</b>         |                       |                       |
| Total loans at period end                    | 1.15%                 | 1.17%                 |
| Non-performing loans                         | 409.07%               | 2,444.85%             |

**Table of Contents****Deposits**

Deposits, which include demand deposits (interest bearing and non-interest bearing), savings and time deposits, are a fundamental and cost-effective source of funding. The Company offers a variety of products designed to attract and retain customers, with the Company's primary

focus being on building and expanding long-term relationships.

Total deposits decreased \$4,051,863 or 1.9% to \$214,943,135 at March 31, 2003 from \$218,994,998 at December 31, 2002. This decrease in total deposits was primarily the result of a \$5,125,229 decrease in interest bearing deposits to \$174,060,018, as management believes that depositors with maturing time deposits migrated from the Company in searching for higher rates during the current period of financial market volatility and economic uncertainty. This was partially offset by a \$1,073,366 increase in non-interest bearing deposits to \$40,883,117.

#### Other Borrowings

Other Borrowings are mainly comprised of fixed rate convertible advances from the Federal Home Loan Bank ( FHLB ) and federal funds purchased. These borrowings are primarily used to fund asset growth not supported by deposit generation. FHLB advances are fully secured by marketable securities and qualifying one-to-four family mortgage loans. The balance of other borrowings at March 31, 2003 consisted of FHLB borrowings of \$15,500,000. The balance of other borrowings at December 31, 2002 was \$18,000,000 consisting of FHLB borrowings of \$15,500,000 and federal funds purchased of \$2,500,000.

#### Trust Preferred Securities

On April 12, 2002, the Company, through its wholly owned subsidiary, 1<sup>ST</sup> Constitution Capital Trust I, a statutory business trust, issued \$5.0 million of floating rate Trust Preferred Securities in a pooled institutional placement transaction. The Trust has no independent assets or operations, and exists for the sole purpose of issuing the Trust Preferred Securities and investing the proceeds thereof in an equivalent amount of junior subordinated debentures issued by the Company. The junior subordinated debentures, which are the sole assets of the Trust, are unsecured obligations of the Company, and are subordinate and junior in right of payment to all present and future senior and subordinated indebtedness and certain other financial obligations of the Company. The principal amount of subordinated debentures held by the Trust equals the aggregate liquidation amount of its Trust Preferred Securities and its common securities. The junior subordinated debentures bear interest at the same rate, and will mature on the same date, as the corresponding Trust Preferred Securities. The Company fully and unconditionally guarantees the Trust's obligations under the Trust Preferred Securities. The Trust Preferred Securities mature April 22, 2032 and have a current rate of 5.32%. The Trust Preferred Securities are redeemable in whole or in part prior to maturity after April 22, 2007.

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### Shareholders' Equity And Dividends

Shareholders' equity at March 31, 2003 totaled \$21,383,141, an increase of \$388,229, or 1.8%, compared to December 31, 2002. Book value per common share rose to \$14.36 at March 31, 2003 compared to \$14.26 at December 31, 2002.

The Company's stock is listed for trading on the Nasdaq National Market System, under the symbol FCCY.

The table below presents the actual capital amounts and ratios of the Company for the periods indicated:

### Capital Ratios

|  | <u>Amount</u> | <u>Ratio</u> |
|--|---------------|--------------|
| As of March 31, 2003 -                 |               |              |
| Total capital to risk weighted assets  | \$ 27,474,734 | 14.99%       |
| Tier 1 capital to risk weighted assets | 25,744,852    | 14.05%       |
| Tier 1 capital to average assets       | 25,744,852    | 9.84%        |
| As of December 31, 2002 -              |               |              |
| Total capital to risk weighted assets  | \$ 26,849,002 | 14.75%       |
| Tier 1 capital to risk weighted assets | 25,179,120    | 13.84%       |
| Tier 1 capital to average assets       | 25,179,120    | 9.64%        |

The minimum regulatory capital requirements for financial institutions require institutions to have a Tier 1 capital to average assets ratio of 4.0%, a Tier 1 capital to risk weighted assets ratio of 4.0% and a total capital to risk weighted assets ratio of 8.0%. To be considered well capitalized, an institution must have a minimum Tier 1 leverage ratio of 5.0%. At March 31, 2003, the ratios of the Company exceeded the ratios required to be considered well capitalized. It is management's goal to monitor and maintain adequate capital levels to continue to support asset growth and continue its status as a well-capitalized institution.

## Liquidity

At March 31, 2003, the amount of liquid assets remained at a level management deemed adequate to ensure that contractual liabilities, depositors withdrawal requirements, and other operational and customer credit needs could be satisfied.

Liquidity measures the ability to satisfy current and future cash flow needs as they become due. Liquidity management refers to the Company's ability to support asset growth while satisfying the borrowing needs and deposit withdrawal requirements of customers. In addition to maintaining liquid assets, factors such as capital position, profitability, asset quality and availability of funding affect a bank's ability to meet its liquidity needs. On the asset side, liquid funds are maintained in the form of cash and cash equivalents, Federal funds sold, investment securities held to maturity maturing within one year, securities available for sale and loans held for sale. Additional asset-based liquidity is derived from scheduled loan repayments

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as well as investment repayments of principal and interest from mortgage-backed securities. On the liability side, the primary source of liquidity is the ability to generate core deposits. Short-term borrowings are used as supplemental funding sources when growth in the core deposit base does not keep pace with that of earnings assets.

The Company has established a borrowing relationship with the FHLB and its correspondent banks which further supports and enhances liquidity.

The Consolidated Statements of Cash Flows present the changes in cash from operating, investing and financing activities. At March 31, 2003, the balance of cash and cash equivalents was \$18,205,175.

Net cash provided by operating activities totaled \$7,128,071 in 2003 compared to \$2,816,022 in 2002. The primary sources of funds are net income from operations adjusted for provision for loan losses, depreciation expenses, and net proceeds from sales of loans held for sale.

Net cash provided by investing activities totaled \$8,026,859 in 2003 compared to \$3,302,824 used in investing activities in 2002. The current period amount was the result of a higher volume of securities maturities and prepayments for the three months ended March 31, 2003.

Net cash used in financing activities amounted to \$6,544,129 in 2003 compared to \$5,870,622 used in financing activities in 2002. The current period amount resulted primarily from a modest decrease in deposits and other borrowings during the three months period ended March 31, 2003 compared to the same prior year period.

The securities portfolio is also a source of liquidity, providing cash flows from maturities and periodic repayments of principal. During 2003, maturities of investment securities totaled \$12,791,325. Another source of liquidity is the loan portfolio, which provides a steady flow of payments and maturities.

## Interest Rate Sensitivity Analysis

The largest component of the Company's total income is net interest income, and the majority of the Company's financial instruments are composed of interest rate-sensitive assets and liabilities with various terms and maturities. The primary objective of management is to maximize net interest income while minimizing interest rate risk. Interest rate risk is derived from timing differences in the repricing of assets and liabilities, loan prepayments, deposit withdrawals, and differences in lending and funding rates. Management actively seeks to monitor and control the mix of interest rate-sensitive assets and interest rate-sensitive liabilities.

The Company continually evaluates interest rate risk management opportunities, including the use of derivative financial instruments. Management believes that hedging instruments currently available are not cost-effective, and therefore, has focused its efforts on increasing the Company's spread by attracting lower-costing retail deposits.

**Table of Contents****Market Risk Analysis**

To measure the impacts of longer-term asset and liability mismatches beyond two years, the Company utilizes Modified Duration of Equity and Economic Value of Portfolio Equity ( EVPE ) models. The modified duration of equity measures the potential price risk of equity to changes in interest rates. A longer modified duration of equity indicates a greater degree of risk to rising interest rates. Because of balance sheet optionality, an EVPE analysis is also used to dynamically model the present value of asset and liability cash flows, with rates ranging up or down 200 basis points. The economic value of equity is likely to be different as interest rates change. Results falling outside prescribed ranges require action by management. At March 31, 2003 and December 31, 2002, the Company's variance in the economic value equity as a percentage of assets with an instantaneous and sustained parallel shift of 200 basis points is within the negative 3% guideline, as shown in the tables below.

The market capitalization of the Company should not be equated to the EVPE, which only deals with the valuation of balance sheet cash flows using conservative assumptions. Calculated core deposit premiums may be less than what is available in an outright sale. The model does not consider potential premiums on floating rate loan sales, the impact of overhead expense, non-interest income, taxes, industry market price multiples and other factors reflected in the market capitalization of a company.

The following tables set forth certain information relating to the Company's financial instruments that are sensitive to changes in interest rates, categorized by expected maturity or repricing and the instruments fair value at March 31, 2003 and December 31, 2002.

**Market Risk Analysis**

| Change in Rates                    | March 31, 2003 |               |               | December 31, 2002 |               |               |
|------------------------------------|----------------|---------------|---------------|-------------------|---------------|---------------|
|                                    | Flat           | -200bp        | +200bp        | Flat              | -200bp        | +200bp        |
| Economic Value of Portfolio Equity | \$ 26,158,000  | \$ 22,822,000 | \$ 23,447,000 | \$ 25,681,000     | \$ 22,917,000 | \$ 22,645,000 |
| Change                             |                | (3,335,000)   | (2,711,000)   |                   | (2,764,000)   | (3,036,000)   |
| Change as a % of assets            |                | (1.27)%       | (1.03)%       |                   | (1.03)%       | (1.13)%       |

**Item 3. Controls and Procedures.**

Within the 90 days prior to the date of this report, the Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's President and Chief Executive Officer (the Company's principal executive officer) and the Company's Senior Vice President and Treasurer (the Company's principal accounting officer) of the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to Exchange Act Rule 13a-14. Based upon the evaluation, they concluded that the Company's disclosure controls and procedures are effective in timely alerting them to material information relating to the Company (including its consolidated subsidiaries) required to be included in this report. There have been no significant changes in the Company's internal controls or in other factors that could significantly affect internal controls subsequent to the date of the evaluation.

**Table of Contents****PART II. OTHER INFORMATION****Item Exhibits and Reports on Form 8-K.**

6.

(a) Exhibits

3(i)

Certificate of Incorporation of the Company (incorporated by reference to Exhibit 2.1 to the Company's Form 10-SB filed with the SEC on June 15, 2001)



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3(ii) Bylaws of the Company (conformed copy)

3(ii)(A) Amendment to Bylaws of the Company

(b) Reports on Form 8-K

On February 21, 2003, the Company filed with the Commission a current report on Form 8-K reporting an event under Item 5 - Other Events and Regulation FD Disclosure.

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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.

1<sup>ST</sup> CONSTITUTION BANCORP

Date: May 14, 2003

By: /s/ ROBERT F. MANGANO

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**Robert F. Mangano**  
**President and Chief Executive Officer**  
**(Principal Executive Officer)**

Date: May 14, 2003

By: /s/ JOSEPH M. REARDON

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**Joseph M. Reardon**  
**Senior Vice President and Treasurer**  
**(Principal Accounting Officer)**

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#### CERTIFICATIONS

I, Robert F. Mangano, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of 1<sup>st</sup> Constitution Bancorp;
2. Based on my knowledge, this quarterly 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 quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly 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 quarterly report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
  - a) designed such disclosure controls and procedures 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 quarterly report is being prepared;
  - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

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c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: May 14, 2003

/s/ ROBERT F. MANGANO

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**Robert F. Mangano**  
President and Chief Executive Officer

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I, Joseph M. Reardon, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of 1<sup>st</sup> Constitution Bancorp;

2. Based on my knowledge, this quarterly 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 quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly 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 quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

a) designed such disclosure controls and procedures 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 quarterly report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the Evaluation Date); and

c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

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b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: May 14, 2003

*/s/ JOSEPH M. REARDON*

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**Joseph M. Reardon**  
**Senior Vice President and Treasurer**