

# Section 1: 8-K (FORM 8K DATED AUGUST 26, 2019)

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

## FORM 8-K

### CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 26, 2019

CODORUS VALLEY BANCORP, INC.  
(Exact name of registrant as specified in its charter)

PENNSYLVANIA  
(State or other jurisdiction of incorporation)

0-15536  
(Commission file number)

23-2428543  
(IRS employer ID)

105 Leader Heights Road, PO Box 2887, York, Pennsylvania  
(Address of principal executive office)

17405-2887  
(Zip Code)

Registrant's telephone number, including area code - (717) 747-1519

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

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, \$2.50 par value	CVLY	NASDAQ Global Market

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

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

Indicate by checkmark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2)

Emerging growth company

If an emerging growth company, indicate by checkmark 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

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## **Item 8.01 Other Events.**

On August 26, 2019, PeoplesBank, A Codorus Valley Company (the “Bank”) issued a Press Release, attached as Exhibit 99.1, announcing that Sarah M. Brown and J. Rodney Messick were appointed to the Board of Directors of the Bank. The Bank is the wholly owned banking subsidiary of Codorus Valley Bancorp, Inc.

Ms. Brown is the President/CEO of Keller-Brown Insurance Services, Inc., which has been located in southern York County for over 120 years. Sarah is the fifth generation to lead Keller-Brown, and third generation to serve as a member of the Board of Directors of the Bank. Ms. Brown’s grandfather, Barry A. Keller, served on the Bank’s Board from 1977-2000, retiring as the Chairman and Sarah’s great, great-grandfather, Eli B. Keller, served on the Board and retired as the Bank’s President in 1938.

Ms. Brown resides in the Glen Rock area with her husband Jim and daughter, and is a graduate of Duquesne University, where she earned a Bachelor’s of Science degree in Business Administration, with a concentration in Leadership and Change Management. She is a Certified Insurance Counselor, Certified Risk Manager and Agribusiness and Farm Insurance Specialist.

Mr. Messick is CEO of Homesale Realty Service Group, Inc., parent company of Berkshire Hathaway HomeServices Homesale Realty, the leading real estate sales and services company serving the Baltimore, MD metropolitan area and South Central and Southeastern Pennsylvania. As an industry expert, Rod has served on numerous national advisory councils for Homesale Realty’s current and prior franchises as well as an advisory board for a key technology vendor to the real estate industry.

After graduating from the United States Naval Academy in 1994, Rod served eight years as a Naval Flight Officer. He earned his masters of technology management from the University of Pennsylvania’s Wharton School and School of Engineering and Applied Science. Mr. Messick resides in Lancaster County with his wife Abby and two daughters.

There are no arrangements or understandings between Codorus Valley Bancorp, Inc. and Ms. Brown, Keller-Brown Insurance Services, Inc., Mr. Messick, Home Realty Service Group, Inc., or any other persons or entities pursuant to which Ms. Brown and Mr. Messick were selected as Bank Directors. In connection with their appointment, Ms. Brown and Mr. Messick will receive the standard non-employee Director compensation.

## **Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

No.	Description
<u>99.1</u>	<u><a href="#">Press release of PeoplesBank, A Codorus Valley Company, dated August 26, 2019.</a></u>

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## SIGNATURES

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

Date: August 28, 2019

Codorus Valley Bancorp, Inc.  
(Registrant)

/s/ Larry J. Miller  
Larry J. Miller  
Chairman, President and Chief  
Executive Officer  
(Principal Executive Officer)

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## Section 2: EX-99.1 (PRESS RELEASE DATED AUGUST 26, 2019)



FOR IMMEDIATE RELEASE

**CONTACT:**  
Larry J. Miller, Executive Chairman  
717-747-1500 | lmill@peoplesbanknet.com

Craig L. Kauffman, President/CEO  
717-747-1501 | ckauffman@peoplesbanknet.com

### PEOPLESBANK NAMES TWO TO THE BOARD OF DIRECTORS

York, Pennsylvania (August 26, 2019) - Larry J. Miller, Executive Chairman of the Board of Directors of PeoplesBank, A Codorus Valley Company (the "Bank"), has announced that Sarah M. Brown and J. Rodney Messick have joined its Board of Directors.

Ms. Brown is the President/CEO of Keller-Brown Insurance Services, Inc., which has been located in southern York County for over 120 years. Sarah is the fifth generation to lead Keller-Brown, and third generation to serve as a member of the Board of Directors of PeoplesBank. Ms. Brown's grandfather, Barry A. Keller, served on the Bank's Board from 1977-2000, retiring as the Chairman and Sarah's great, great-grandfather, Eli B. Keller, served on the Board and retired as the Bank's President in 1938.

Ms. Brown resides in the Glen Rock area with her husband Jim and daughter, and is a graduate of Duquesne University, where she earned a Bachelor's of Science degree in Business Administration, with a concentration in Leadership and Change Management. She is a Certified Insurance Counselor, Certified Risk Manager and Agribusiness and Farm Insurance Specialist.

Mr. Messick is CEO of Homesale Realty Service Group, Inc., parent company of Berkshire Hathaway HomeServices Homesale Realty, the leading real estate sales and services company serving the Baltimore, MD metropolitan area and

South Central and Southeastern Pennsylvania. As an industry expert, Rod has served on numerous national advisory councils for Homesale Realty's current and prior franchises as well as an advisory board for a key technology vendor to the real estate industry.

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After graduating from the United States Naval Academy in 1994, Rod served eight years as a Naval Flight Officer. He earned his masters of technology management from the University of Pennsylvania's Wharton School and School of Engineering and Applied Science. Mr. Messick resides in Lancaster County with his wife Abby and two daughters.

"The Board of Directors is pleased to welcome Sarah and Rod," said Chairman Miller. "We look forward to the contributions they will make to the future of our Company. Their unique skill sets and leadership qualities will enable us to continue to build upon the many past, and future, successes of the Bank."

PeoplesBank is a wholly-owned subsidiary of Codorus Valley Bancorp, Inc., the largest independent financial services institution headquartered in York County. In addition to a full range of business and consumer banking services, the Company also offers mortgage banking and wealth management services through a network of financial centers located in Cumberland, Lancaster and York Counties in Pennsylvania and in Baltimore and Harford Counties and Baltimore City in Maryland. Additional information can be found on the Bank's website at [www.peoplesbanknet.com](http://www.peoplesbanknet.com). Codorus Valley Bancorp, Inc.'s Common Stock is listed on the NASDAQ Global Market under the symbol CVLY.

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