

### OTCQB Certification

I, John A. Balli, Chief Executive Officer of Kinderhook Bank Corp. ("the Company"), certify that:

a. The Company is registered or required to file periodic reporting with the SEC or is exempt from SEC registration as indicated below (mark the box below that applies with an "X"):

- Company is registered under Section 12(g) of the Exchange Act
- Company is relying on Exchange Act Rule 12g3-2(b)
- Company is a bank that reports to a Bank Regulator under Section 12(i) of the Exchange Act
- Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator
- Company is reporting under Section 15(d) of the Exchange Act.
- Company is reporting under the Alternative Reporting Company Disclosure Guidelines
- Other (describe) \_\_\_\_\_

b. The Company is current in its reporting obligations as of the most recent fiscal year end and any subsequent quarters, and such information has been posted either on the SEC's EDGAR system or the OTC Disclosure & News Service, as applicable.

c. The Company Profile displayed on [www.otcmarkets.com](http://www.otcmarkets.com) is current and complete as of March 31, 2017 and includes the total shares outstanding, authorized, and in the public float as of that date.

d. The company is duly organized, validly existing and in good standing under the laws of New York in which the Company is organized or does business.

e. Identify any law firm and attorney(s) that acted as the Company's primary legal counsel in preparing its most recent annual report. Include the firm and attorney(s) name if outside counsel, or name and title if internal counsel. (If no attorney assisted in putting together the disclosure, the Company must identify the person or persons who prepared the disclosure and their relationship to the company.)

Jody Cranmore  
Cranmore, FitzGerald & Meaney  
49 Wethersfield Ave.  
Hartford, CT 06114

f. The following is a complete list of third party providers, including names and addresses, engaged by the Company, its officers, directors or controlling shareholders, during the period from the Company's prior fiscal year end to the date of this OTCQB Certification, to provide investor relations services, public relations services, marketing or other related services to the Company. Please include providers engaged to promote the Company or its securities.

NONE

g. The following is a complete list of Officers, Directors and Control Persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), including name, address, and percent of shares owned. If any of the beneficial shareholders are corporate entities, provide the name and address of the person(s) owning or controlling such corporate entities.

Name	Address (City and State only)	% Shares Owned
SEE ATTACHED		


Date: March 31, 2017

Name of Certifying CEO or CFO: John A. Balli

Title: CEO

Signature: /s/ John A. Balli  
(Digital Signatures should appear as "/s/ [OFFICER NAME]")

Form FR Y-6

Kinderhook Bank Corp.  
 Kinderhook, NY  
 Fiscal Year Ending December 31, 2016

Report Item 3: Securities Holders

Current Securities Holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2016					Securities Holders not listed in 3(1)(a) through (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2016		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities			(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Richard P. Koskey <sup>1</sup> Claverack, NY, USA	USA	73,146.395	9.49%		<b>Not applicable</b>		
Nancy Patzwahl <sup>1</sup> Valatie, NY, USA	USA	73,146.395	9.49%				
Nancy and Scott Patzwahl <sup>1</sup> Valatie, NY, USA	USA	73,146.395	9.49%				
Susan Koskey <sup>1</sup> Claverack, NY, USA	USA	73,146.395	9.49%				
<b>Note 1</b>							
Richard Koskey	Common shares	14,083.819					
	Preferred convertible to common shares	26,200.000					
Nancy Patzwahl	Common shares	18,782.576					
	Preferred convertible to common shares	4,280.000					
Nancy & Scott Patzwahl	Preferred convertible to common shares	4,200.000					
Susan Koskey	Preferred convertible to common shares	5,600.000					
	Total shares common and convertible to common	<u>73,146.395</u>					
<p>Susan Koskey is the spouse of Richard Koskey.                      Nancy Patzwahl is the daughter of Richard and Susan Koskey.                      Nancy and Scott Patzwahl are the daughter and son-in-law, respectively, of Richard and Susan Koskey.</p> <p>Under the family attribution rules, all parties in Note 1 are treated as owning the same amount as common and convertible shares.</p>							