

PARKE BANCORP, INC.  
Form 10-Q  
November 07, 2018

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, 2018.

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 No. 000-51338

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

New Jersey 65-1241959  
(State or other jurisdiction of incorporation or organization) (IRS Employer Identification No.)

601 Delsea Drive, Washington Township, New Jersey 08080  
(Address of principal executive offices) (Zip Code)

856-256-2500  
(Registrant's telephone number, including area code)

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 filing 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 (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a 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. (Check one):

Large accelerated filer [ ]    Accelerated filer [X]    Non-accelerated filer [ ]    Smaller reporting company [ X]  
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 [X]

As of October 30, 2018, there were 10,396,958 shares of the registrant's common stock (\$0.10 par value) outstanding.

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## PART I. FINANCIAL INFORMATION

## Item 1. Financial Statements

## Parke Bancorp, Inc. and Subsidiaries

## Consolidated Balance Sheets

(unaudited)

(in thousands except share and per share data)

|  | September 30,<br>2018 | December 31,<br>2017 |
|--|-----------------------|----------------------|
| Assets   |                       |                      |
| Cash and due from financial institutions   | \$ 5,998              | \$ 14,452            |
| Federal funds sold and cash equivalents  | 80,737                | 27,661               |
| Total cash and cash equivalents  | 86,735                | 42,113               |
| Investment securities available for sale, at fair value  | 32,580                | 37,991               |
| Investment securities held to maturity (fair value of \$1,253 at September 30, 2018 and \$2,468 at December 31, 2017)  | 1,099                 | 2,268                |
| Total investment securities  | 33,679                | 40,259               |
| Loans held for sale  | 2,217                 | 1,541                |
| Loans, net of unearned income  | 1,179,849             | 1,011,717            |
| Less: Allowance for loan losses  | (17,918)              | (16,533)             |
| Net loans  | 1,161,931             | 995,184              |
| Accrued interest receivable  | 4,869                 | 4,025                |
| Premises and equipment, net  | 6,874                 | 7,025                |
| Other real estate owned (OREO)   | 5,014                 | 7,248                |
| Restricted stock, at cost  | 5,858                 | 6,172                |
| Bank owned life insurance (BOLI)   | 25,654                | 25,196               |
| Deferred tax asset   | 6,525                 | 6,420                |
| Other assets   | 2,634                 | 2,269                |
| Total Assets   | \$ 1,341,990          | \$ 1,137,452         |
| Liabilities and Equity   |                       |                      |
| Liabilities  |                       |                      |
| Deposits   |                       |                      |
| Noninterest-bearing deposits   | \$ 236,030            | \$ 124,356           |
| Interest-bearing deposits  | 829,172               | 742,027              |
| Total deposits   | 1,065,202             | 866,383              |
| FHLB NY borrowings   | 104,650               | 114,650              |
| Subordinated debentures  | 13,403                | 13,403               |
| Accrued interest payable   | 1,211                 | 719                  |
| Other liabilities  | 8,319                 | 7,517                |
| Total liabilities  | 1,192,785             | 1,002,672            |
| Equity   |                       |                      |
| Preferred stock, 1,000,000 shares authorized, \$1,000 liquidation value Series B - non-cumulative convertible; 3,417 shares outstanding at September 30, 2018 and 15,971 shares outstanding at December 31, 2017 | 3,417                 | 15,971               |
| Common stock, \$0.10 par value; authorized 15,000,000 shares; Issued: 10,678,855 shares at September 30, 2018 and 8,301,497 shares at December 31, 2017  | 1,068                 | 830                  |
| Additional paid-in capital   | 110,599               | 81,940               |
| Retained earnings  | 36,764                | 39,184               |

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|   |              |              |   |
|---|--------------|--------------|---|
| Accumulated other comprehensive loss  | (961         | ) (130       | ) |
| Treasury stock, at cost, 284,522 shares at September 30, 2018 and at December 31, 2017, respectively, | (3,015       | ) (3,015     | ) |
| Total shareholders' equity  | 147,872      | 134,780      |   |
| Non-Controlling Interest  | 1,333        | —            |   |
| Total equity  | 149,205      | 134,780      |   |
| Total liabilities and equity  | \$ 1,341,990 | \$ 1,137,452 |   |
| See accompanying notes to consolidated financial statements   |              |              |   |

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Parke Bancorp Inc. and Subsidiaries  
CONSOLIDATED STATEMENTS OF INCOME  
(unaudited)

For the Three Months Ended  
September 30,  
2018 2017

For the Nine Months Ended  
September 30,  
2018 2017

(in thousands except share data)

|  |           |           |           |           |
|--|-----------|-----------|-----------|-----------|
| Interest income:   |           |           |           |           |
| Interest and fees on loans                                     | \$ 15,337 | \$ 12,404 | \$ 42,593 | \$ 34,409 |
| Interest and dividends on investments                          | 333       | 349       | 1,014     | 1,073     |
| Interest on federal funds sold and cash equivalents            | 343       | 85        | 791       | 220       |
| Total interest income  | 16,013    | 12,838    | 44,398    | 35,702    |
| Interest expense:  |           |           |           |           |
| Interest on deposits   | 3,051     | 1,667     | 7,624     | 4,679     |
| Interest on borrowings   | 686       | 480       | 1,882     | 1,276     |
| Total interest expense   | 3,737     | 2,147     | 9,506     | 5,955     |
| Net interest income  | 12,276    | 10,691    | 34,892    | 29,747    |
| Provision for loan losses                                      | 600       | 500       | 1,200     | 2,000     |
| Net interest income after provision for loan losses            | 11,676    | 10,191    | 33,692    | 27,747    |
| Noninterest income:  |           |           |           |           |
| Gain on sale of SBA loans                                      | 13        | 351       | 227       | 435       |
| Loan fees  | 277       | 221       | 837       | 463       |
| Bank owned life insurance income                               | 155       | 165       | 458       | 489       |
| Service fees on deposit accounts                               | 420       | 107       | 1,105     | 294       |
| Gain (loss) on sale and valuation adjustments of OREO          | 150       | (958)     | (359)     | (1,352)   |
| Other  | 76        | 128       | 341       | 674       |
| Total noninterest income                                       | 1,091     | 14        | 2,609     | 1,003     |
| Noninterest expense:   |           |           |           |           |
| Compensation and benefits                                      | 2,048     | 1,677     | 5,955     | 5,270     |
| Professional services  | 258       | 405       | 1,050     | 1,151     |
| Occupancy and equipment  | 444       | 376       | 1,284     | 1,045     |
| Data processing  | 213       | 164       | 604       | 532       |
| FDIC insurance and other assessments                           | 122       | 77        | 291       | 218       |
| OREO expense   | 146       | 152       | 480       | 456       |
| Other operating expense  | 703       | 761       | 2,159     | 2,189     |
| Total noninterest expense                                      | 3,934     | 3,612     | 11,823    | 10,861    |
| Income before income tax expense                               | 8,833     | 6,593     | 24,478    | 17,889    |
| Income tax expense   | 2,615     | 2,435     | 6,373     | 6,590     |
| Net income attributable to Company and noncontrolling interest | 6,218     | 4,158     | 18,105    | 11,299    |
| Net (income) loss attributable to noncontrolling interest      | (92)      | 3         | (108)     | 21        |
| Net income attributable to Company                             | 6,126     | 4,161     | 17,997    | 11,320    |
| Preferred stock dividend and discount accretion                | 22        | 297       | 429       | 893       |
| Net income available to common shareholders                    | \$ 6,104  | \$ 3,864  | \$ 17,568 | \$ 10,427 |
| Earnings per common share:                                     |           |           |           |           |
| Basic  | \$ 0.60   | \$ 0.46   | \$ 1.88   | \$ 1.25   |
| Diluted  | \$ 0.56   | \$ 0.38   | \$ 1.65   | \$ 1.05   |
| Weighted average shares outstanding:                           |           |           |           |           |

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|         |            |           |            |            |
|---------|------------|-----------|------------|------------|
| Basic   | 10,168,998 | 8,417,694 | 9,350,068  | 8,358,288  |
| Diluted | 10,920,025 | 9,089,186 | 10,912,879 | 10,828,260 |

All share and per share information has been adjusted for the stock dividend effective on May 18, 2018.

See accompanying notes to consolidated financial statements

Parke Bancorp Inc. and Subsidiaries  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
(unaudited)

|  | For the Three<br>Months Ended<br>September 30,<br>2018 |         | For the Nine<br>Months Ended<br>September 30,<br>2017 |          |
|--|--|---------|---|----------|
|  | 2018   | 2017    | 2018  | 2017     |
|  | (in thousands)   |         |   |          |
| Net income   | 6,218  | 4,158   | 18,105  | 11,299   |
| Unrealized (losses) gains on investment securities:                        |  |         |   |          |
| Non-credit related net unrealized gains on OTTI securities                 | —  | 4       | —   | 22       |
| Unrealized (losses) gains on non-OTTI securities                           | (218 )   | 111     | (1,062 )  | 322      |
| Tax impact on unrealized gain (loss)                                       | 54   | (46 )   | 258   | (138 )   |
| Reclassification of stranded tax effects                                   | —  | —       | (27 )   | —        |
| Total unrealized (losses) gains on investment securities                   | (164 )   | 69      | (831 )  | 206      |
| Comprehensive income   | \$6,054  | \$4,227 | \$17,274  | \$11,505 |
| Less: Comprehensive income (loss) attributable to noncontrolling interests | (92 )  | 3       | (108 )  | 21       |
| Comprehensive income attributable to the Company                           | \$5,962  | \$4,230 | \$17,166  | \$11,526 |
| See accompanying notes to consolidated financial statements                |  |         |   |          |



Parke Bancorp, Inc. and Subsidiaries  
CONSOLIDATED STATEMENTS OF EQUITY  
(unaudited)

|   | Preferred<br>Stock | Shares of<br>Common<br>Stock | Common<br>Stock | Additional<br>Paid-In<br>Capital | Retained<br>Earnings | Accumulated<br>Other<br>Comprehensive<br>(Loss)<br>Income | Treasury<br>Stock | Total<br>Shareholders'<br>Equity | Non-Controlling<br>Interest | Total<br>Equity |
|---|--------------------|------------------------------|-----------------|----------------------------------|----------------------|---|-------------------|----------------------------------|-----------------------------|-----------------|
| (in thousands except share data)                                  |                    |                              |                 |                                  |                      |   |                   |                                  |                             |                 |
| Balance,<br>December 31,<br>2016                                  | \$20,000           | 7,147,952                    | \$715           | \$62,300                         | \$47,483             | \$(349)   | \$(3,015)         | \$127,134                        | \$(44)                      | \$127,090       |
| Capital<br>withdrawal by<br>non-controlling<br>interest           | —                  | —                            | —               | —                                | —                    | —   | —                 | —                                | (53)                        | (53)            |
| Net income  | —                  | —                            | —               | —                                | 11,320               | —   | —                 | 11,320                           | (21)                        | 11,299          |
| Common stock<br>options<br>exercised                              | —                  | 7,270                        | —               | 992                              | —                    | —   | —                 | 992                              | —                           | 992             |
| Preferred stock<br>shares<br>conversion                           | (1,005)            | 112,467                      | 12              | 76                               | —                    | —   | —                 | (917)                            | —                           | (917)           |
| Other<br>comprehensive<br>income                                  | —                  | —                            | —               | —                                | —                    | 206   | —                 | 206                              | —                           | 206             |
| Stock<br>compensation<br>expense                                  | —                  | —                            | —               | 54                               | —                    | —   | —                 | 54                               | —                           | 54              |
| Stock dividend  | —                  | 688,846                      | 69              | 15,499                           | (15,568)             | —   | —                 | —                                | —                           | —               |
| Dividend on<br>preferred stock                                    | —                  | —                            | —               | —                                | (880)                | —   | —                 | (880)                            | —                           | (880)           |
| Dividend on<br>common stock                                       | —                  | —                            | —               | —                                | (2,520)              | —   | —                 | (2,520)                          | —                           | (2,520)         |
| Balance,<br>September 30,<br>2017                                 | \$18,995           | 7,956,535                    | \$796           | \$78,921                         | \$39,835             | \$(143)   | \$(3,015)         | \$135,389                        | \$(118)                     | \$135,271       |
| Balance,<br>December 31,<br>2017                                  | \$15,971           | 8,301,497                    | \$830           | \$81,940                         | \$39,184             | \$(130)   | \$(3,015)         | \$134,780                        | \$—                         | \$134,780       |
| Retained<br>earnings<br>adjustment for<br>stranded tax<br>effects | —                  | —                            | —               | —                                | 27                   | —   | —                 | 27                               | —                           | 27              |
|   | —                  | —                            | —               | —                                | —                    | —   | —                 | —                                | 1,225                       | 1,225           |

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|   |           |            |         |           |           |         |           |           |         |           |
|---|-----------|------------|---------|-----------|-----------|---------|-----------|-----------|---------|-----------|
| Capital activity<br>by<br>non-controlling<br>interest |           |            |         |           |           |         |           |           |         |           |
| Net income  | —         | —          | —       | —         | 17,997    | —       | —         | 17,997    | 108     | 18,105    |
| Common stock<br>options<br>exercised                  |           | 5,539      | 1       | 42        | —         | —       | —         | 43        | —       | 43        |
| Preferred stock<br>shares<br>conversion               | (12,554 ) | 1,569,535  | 157     | 12,397    | —         | —       | —         | —         | —       | —         |
| Other<br>comprehensive<br>income                      | —         | —          | —       | —         | —         | (831 )  | —         | (831 )    | —       | (831 )    |
| Stock<br>compensation<br>expense                      |           |            |         | 67        |           |         | —         | 67        | —       | 67        |
| Stock dividend  | —         | 802,284    | 80      | 16,153    | (16,237 ) | —       | —         | (4 )      | —       | (4 )      |
| Dividend on<br>preferred stock                        | —         | —          | —       | —         | (429 )    | —       | —         | (429 )    | —       | (429 )    |
| Dividend on<br>common stock                           | —         | —          | —       | —         | (3,778 )  | —       | —         | (3,778 )  | —       | (3,778 )  |
| Balance,<br>September 30,<br>2018                     | \$3,417   | 10,678,855 | \$1,068 | \$110,599 | \$36,764  | \$(961) | \$(3,015) | \$147,872 | \$1,333 | \$149,205 |

See accompanying notes to consolidated financial statements

Parke Bancorp Inc. and Subsidiaries  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(unaudited)

|   | For the Nine Months<br>Ended<br>September 30,<br>2018      2017<br>(amounts in<br>thousands) |            |
|---|--|------------|
| Cash Flows from Operating Activities:   |  |            |
| Net income  | \$18,105   | \$11,299   |
| Adjustments to reconcile net income to net cash provided by operating activities: |  |            |
| Depreciation of premises and equipment  | 282  | 229        |
| Provision for loan losses   | 1,200  | 2,000      |
| Increase in value of bank-owned life insurance                                    | (458)  | (489)      |
| Gain on sale of SBA loans   | (227)  | (435)      |
| SBA loans originated for sale   | (3,579)  | (5,189)    |
| Proceeds from sale of SBA loans originated for sale                               | 3,130  | 4,274      |
| Loss on sale of OREO and valuation adjustments                                    | 359  | 1,352      |
| Net accretion of purchase premiums and discounts on securities                    | 38   | 51         |
| Stock based compensation  | 67   | 54         |
| Deferred income tax benefit   | —  | 576        |
| Net changes in:   |  |            |
| Increase in accrued interest receivable and other assets                          | (1,056)  | (2,471)    |
| Increase in accrued interest payable and other accrued liabilities                | 989  | 219        |
| Net cash provided by operating activities   | \$18,850   | \$11,470   |
| Cash Flows from Investing Activities:   |  |            |
| Proceeds from sale and call of investment securities                              | 1,205  | —          |
| Proceeds from maturities and principal payments on mortgage backed securities     | 4,275  | 4,873      |
| Net increase in loans   | (169,004)  | (103,263)  |
| Purchases of bank premises and equipment  | (131)  | (2,090)    |
| Sale of OREO, net   | 2,932  | 1,820      |
| Redemptions (purchases) of restricted stock                                       | 314  | (839)      |
| Net cash used in investing activities   | \$(160,409)  | \$(99,499) |
| Cash Flows from Financing Activities:   |  |            |
| Cash dividend payment   | (3,906)  | (3,178)    |
| Proceeds from exercise of stock options   | 43   | 1,080      |
| Capital contribution (withdrawal) from non-controlling interest                   | 1,225  | (53)       |
| Net (decrease) increase in FHLBNY and short-term borrowings                       | (10,000)   | 20,000     |
| Net increase (decrease) in noninterest-bearing deposits                           | 111,674  | 7,590      |
| Net increase in interest-bearing deposits   | 87,145   | 47,267     |
| Net cash provided by financing activities   | \$186,181  | \$72,706   |
| Net increase (decrease) in cash and cash equivalents                              | 44,622   | (15,323)   |
| Cash and Cash Equivalents, January 1,   | 42,113   | 70,720     |
| Cash and Cash Equivalents, September 30,  | \$86,735   | \$55,397   |

Supplemental Disclosure of Cash Flow Information:

Cash paid during the year for:

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|   |         |         |
|---|---------|---------|
| Interest on deposits and borrowed funds | \$9,014 | \$5,841 |
| Income taxes                            | \$5,754 | \$5,654 |
| Non-cash Investing and Financing Items  |         |         |
| Loans transferred to OREO               | \$1,057 | \$131   |

See accompanying notes to consolidated financial statements

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Notes to Consolidated Financial Statements (Unaudited)

NOTE 1. ORGANIZATION

Parke Bancorp, Inc. (the “Company, we, us, our”) is a bank holding company headquartered in Sewell, New Jersey. Through subsidiaries, the Company provides individuals, corporations and other businesses, and institutions with commercial and retail banking services, principally loans and deposits. The Company was incorporated in January 2005 under the laws of the State of New Jersey for the sole purpose of becoming the holding company of Parke Bank (the Bank).

The Bank is a commercial bank, which was incorporated on August 25, 1998, and commenced operations on January 28, 1999. The Bank is chartered by the New Jersey Department of Banking and Insurance and its deposits are insured by the Federal Deposit Insurance Corporation. The Bank maintains its principal office at 601 Delsea Drive, Sewell, New Jersey, and seven additional branch office locations; 501 Tilton Road, Northfield, New Jersey, 567 Egg Harbor Road, Washington Township, New Jersey, 67 East Jimmie Leeds Road, Galloway Township, New Jersey, 1150 Haddon Avenue, Collingswood, New Jersey, 1610 Spruce Street, Philadelphia, Pennsylvania, and 1032 Arch Street, Philadelphia, Pennsylvania.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

**Basis of Financial Statement Presentation:** We prepared our consolidated financial statements in accordance with accounting principles generally accepted in the United States of America (GAAP). The accompanying consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary the Bank (including certain partnership interests). Parke Capital Trust I, Parke Capital Trust II and Parke Capital Trust III are wholly-owned subsidiaries but are not consolidated because they do not meet the requirements for consolidation under applicable accounting guidance. We have eliminated inter-company balances and transactions. We have also reclassified certain prior year amounts to conform to the current year presentation, which did not have a material impact on our consolidated financial condition or results of operations.

The accompanying interim financial statements should be read in conjunction with the annual financial statements and notes thereto included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2017. The accompanying interim financial statements for the three and nine months ended September 30, 2018 and 2017 are unaudited. The balance sheet as of December 31, 2017, was derived from the audited financial statements. In the opinion of management, these financial statements include all normal and recurring adjustments necessary for a fair statement of the results for such interim periods. Results of operations for the three and nine months ended September 30, 2018 are not necessarily indicative of the results for the full year.

**Use of Estimates:** The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change in the near term include the allowance for loan losses, other than temporary impairment losses on investment securities, the valuation of deferred income taxes, and the carrying value of other real estate owned (“OREO”).

**Recently Issued Accounting Pronouncements:**

In February 2018, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2018-02, Income Statement - Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income. The amendment in this update allows a reclassification from

accumulated other comprehensive income to retained earnings for stranded tax effects resulting from the December 22, 2017, enactment of the reduced federal corporate income tax rate, which is effective in 2018. For public companies, the update is effective for annual periods beginning after December 15, 2018, with early adoption permitted. The amendment can be adopted at the beginning of the period or on a retrospective basis. The Company early adopted the ASU in the second quarter of 2018. The reclassification of the cumulative-effect of \$27,000 from accumulated other comprehensive income to retained earnings was immaterial to our consolidated financial statements.

During August 2016, the FASB issued ASU 2016-15, which is new guidance related to the Statement of Cash Flows. The new guidance clarifies the classification within the statement of cash flows for certain transactions, including debt extinguishment costs, zero-coupon debt, contingent consideration related to business combinations, insurance proceeds, equity method distributions and beneficial interests in securitizations. The guidance also clarifies that cash flows with aspects of multiple classes of cash flows or that cannot be separated by source or use should be classified based on the activity that is likely to be the predominant source or use of cash flows for the item. This guidance is effective for fiscal years beginning after December 15, 2017 and interim periods within those fiscal years. The adoption of this guidance does not have a material effect on the consolidated financial statements.

During June 2016, the FASB issued ASU 2016-13, Financial Instruments Credit Losses. ASU 2016-13 (Topic 326), replaces the incurred loss impairment methodology in current GAAP with an expected credit loss methodology and requires consideration of a broader range of information to determine credit loss estimates. Financial assets measured at amortized cost will be presented at the net amount expected to be collected by using an allowance for credit losses. Purchased credit impaired loans will receive an allowance account at the acquisition date that represents a component of the purchase price allocation. Credit losses relating to available-for-sale debt securities will be recorded through an allowance for credit losses, with such allowance limited to the amount by which fair value is below amortized cost. This guidance is effective for fiscal years beginning after December 15, 2019, and interim periods within those fiscal years. The Company is currently in the process of gathering historical loan data required for the credit loss methodology and is reviewing a model from a third-party vendor. While we expect this standard will have an impact on the Company's financial statements, we are still in process of conducting our evaluation.

On January 5, 2016, the FASB issued ASU 2016-01, Financial Instruments-Overall: Recognition and Measurement of Financial Assets and Financial Liabilities. This ASU's changes to the current GAAP model primarily affect the accounting for equity investments, financial liabilities under the fair value option, and the presentation and disclosure requirements for financial instruments. In addition, the FASB clarified guidance related to the valuation allowance assessment when recognizing deferred tax assets resulting from unrealized losses on available-for-sale debt securities. The accounting for other financial instruments, such as loans, investments in debt securities, and financial liabilities is largely unchanged. Also, the ASU requires separate presentation of financial assets and financial liabilities by measurement category and form of financial asset on the balance sheet or in the accompanying notes to the financial statements. ASU 2016-01 is effective for public business entities for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. The Company adopted the guidance effective January 1, 2018, using the modified retrospective method. Upon adoption, the Company is no longer required to disclose the methodologies used for estimating fair value of financial assets and liabilities that are not measured at fair value on a recurring or nonrecurring basis. The remaining requirements of this update did not have a material impact on the Company's consolidated financial statements.

On February 25, 2016, the FASB issued ASU 2016-02, Leases (Topic 842). ASU 2016-02 includes a lessee accounting model that recognizes two types of leases - finance leases and operating leases. The standard requires that a lessee recognize on the balance sheet assets and liabilities for leases with lease terms of more than 12 months. Leases with terms of less than 12 months are exempt from the new standard. The recognition, measurement, and presentation of expenses and cash flows arising from a lease by a lessee will depend on its classification as finance or operating lease. New disclosures to help investors and other financial statement users better understand the amount, timing, and uncertainty of cash flows arising from leases are also required. These disclosures include qualitative and quantitative requirements, providing information about the amounts recorded in the financial statements. The amendments are effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years; that is, for a calendar year-end public entity, the changes take effect beginning January 1, 2019. The Company is working on gathering all key lease data elements to meet the requirements of the new guidance. The resulting change from this ASU should not have a material impact on the Company's financial statements.

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers. ASU 2014-09 (Topic 606) supersedes the revenue recognition requirements in Accounting Standards Codification, Topic 605. The amendment requires a contract-based approach revenue model. For public companies, this update was effective for interim and annual reporting periods beginning after December 15, 2017. The Company adopted the guidance effective January 1, 2018, using the modified retrospective method. The Company's revenue is primarily composed of interest income on financial instruments, including investment securities and loans, which are excluded from the scope of this update. Also excluded from the scope of the update is revenue from bank-owned life insurance, loan fees, and letter of credit fees. Deposit account related fees are within the scope of the guidance; however, revenue recognition practices did not change under the guidance, as deposits agreements are considered day to day contracts. Deposits account transaction

related fees will continue to be recognized as the services are performed. Implementation of this guidance did not change current business practices. Implementation of this guidance did not have a material impact on the Company's consolidated financial statements.

In June 2018, the FASB issued ASU 2018-07, Compensation-Stock Compensation (Topic 718) - Improvements to Nonemployee Share-Based Payment Accounting, which expands the scope of Topic 718 to include share based payment transactions for acquiring goods and services from nonemployees. An entity should apply the requirements of Topic 718 to nonemployee awards except for specific guidance on inputs to an option pricing model and the attribution of cost. The amendments specify that Topic 718 applies to all share-based payment transactions in which a grantor acquires goods or services to be used or consumed in a grantor's own operations by issuing share-based payment awards. The ASU is effective for public business entities for fiscal years beginning after December 15, 2018. The Company does not expect the amendments will have any material impact on our consolidated financial statements.



## NOTE 3. INVESTMENT SECURITIES

The following is a summary of the Company's investments in available for sale and held to maturity securities as of September 30, 2018 and December 31, 2017:

| As of September 30, 2018               | Amortized<br>cost      | Gross<br>unrealized<br>gains | Gross<br>unrealized<br>losses | Fair<br>value |
|--|------------------------|------------------------------|-------------------------------|---------------|
|  | (amounts in thousands) |                              |                               |               |
| Available for sale:                    |                        |                              |                               |               |
| Corporate debt obligations             | \$1,000                | \$ 21                        | \$ —                          | \$1,021       |
| Residential mortgage-backed securities | 32,785                 | 52                           | 1,342                         | 31,495        |
| Collateralized mortgage obligations    | 63                     | 1                            | —                             | 64            |
| Total available for sale               | \$33,848               | \$ 74                        | \$ 1,342                      | \$32,580      |
| Held to maturity:                      |                        |                              |                               |               |
| States and political subdivisions      | \$1,099                | \$ 154                       | \$ —                          | \$1,253       |
|  |                        |                              |                               |               |
| As of December 31, 2017                | Amortized<br>cost      | Gross<br>unrealized<br>gains | Gross<br>unrealized<br>losses | Fair<br>value |
|  | (amounts in thousands) |                              |                               |               |
| Available for sale:                    |                        |                              |                               |               |
| Corporate debt obligations             | \$1,000                | \$ 33                        | \$ —                          | \$1,033       |
| Residential mortgage-backed securities | 37,105                 | 194                          | 436                           | 36,863        |
| Collateralized mortgage obligations    | 93                     | 2                            | —                             | 95            |
| Total available for sale               | \$38,198               | \$ 229                       | \$ 436                        | \$37,991      |
| Held to maturity:                      |                        |                              |                               |               |
| States and political subdivisions      | \$2,268                | \$ 200                       | \$ —                          | \$2,468       |

The amortized cost and fair value of debt securities classified as available for sale and held to maturity, by contractual maturity as of September 30, 2018 are as follows:

|  | Amortized<br>Cost         | Fair<br>Value |
|--|---------------------------|---------------|
|  | (amounts in<br>thousands) |               |
| Available for sale:                    |                           |               |
| Due within one year                    | \$—                       | \$—           |
| Due after one year through five years  | 309                       | 291           |
| Due after five years through ten years | 12,997                    | 12,567        |
| Due after ten years                    | 20,542                    | 19,722        |
| Total available for sale               | \$33,848                  | \$32,580      |
| Held to maturity:                      |                           |               |
| Due within one year                    | \$—                       | \$—           |
| Due after one year through five years  | —                         | —             |
| Due after five years through ten years | 1,099                     | 1,253         |
| Due after ten years                    | —                         | —             |
| Total held to maturity                 | \$1,099                   | \$1,253       |

Expected maturities may differ from contractual maturities because the issuers of certain debt securities do have the right to call or prepay their obligations without any penalty.

During the three and nine months ended September 30, 2018, the Company did not sell any securities.

At September 30, 2018, the Company used a letter of credit of \$40.0 million as collateral to secure public deposits as compared to \$32.5 million of securities available for sale pledged to secure public deposits at December 31, 2017.

The following tables show the gross unrealized losses and fair value of the Company's investments which are aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position at September 30, 2018 and December 31, 2017:

| As of September 30, 2018               | Less Than 12<br>Months |                      | 12 Months or<br>Greater |                      | Total         |                      |
|--|------------------------|----------------------|-------------------------|----------------------|---------------|----------------------|
|  | Fair<br>Value          | Unrealized<br>Losses | Fair<br>Value           | Unrealized<br>Losses | Fair<br>Value | Unrealized<br>Losses |
| Description of Securities              | (amounts in thousands) |                      |                         |                      |               |                      |
| Available for sale:                    |                        |                      |                         |                      |               |                      |
| Residential mortgage-backed securities | \$17,593               | \$ 550               | \$12,714                | \$ 792               | \$30,307      | \$ 1,342             |
| Total available for sale               | \$17,593               | \$ 550               | \$12,714                | \$ 792               | \$30,307      | \$ 1,342             |
|  |                        |                      |                         |                      |               |                      |
| As of December 31, 2017                | Less Than 12<br>Months |                      | 12 Months or<br>Greater |                      | Total         |                      |
|  | Fair<br>Value          | Unrealized<br>Losses | Fair<br>Value           | Unrealized<br>Losses | Fair<br>Value | Unrealized<br>Losses |
| Description of Securities              | (amounts in thousands) |                      |                         |                      |               |                      |
| Available for sale:                    |                        |                      |                         |                      |               |                      |
| Residential mortgage-backed securities | \$2,729                | \$ 16                | \$15,117                | \$ 420               | \$17,846      | \$ 436               |
| Total available for sale               | \$2,729                | \$ 16                | \$15,117                | \$ 420               | \$17,846      | \$ 436               |



### Other Than Temporarily Impaired Debt Securities (OTTI)

On at least a quarterly basis, we review all debt securities that are in an unrealized loss position for OTTI. An investment security is deemed impaired if the fair value of the investment is less than its amortized cost. Amortized cost includes adjustments (if any) made to the cost basis of an investment for accretion, amortization, previous other-than-temporary impairments. After an investment security is determined to be impaired, we evaluate whether the decline in value is other-than-temporary. Estimating recovery of the amortized cost basis of a debt security is based upon an assessment of the cash flows expected to be collected. If the present value of the cash flows expected to be collected, discounted at the security's effective yield, is less than the security's amortized cost, OTTI is considered to have occurred.

For a debt security for which there has been a decline in the fair value below amortized cost basis, if we intend to sell the security, or if it is more likely than not we will be required to sell the security before recovery of amortized cost basis, an OTTI write-down is recognized in earnings equal to the entire difference between the amortized cost basis and fair value of the security. For debt securities that are considered OTTI and that we do not intend to sell and will not be required to sell prior to recovery of our amortized cost basis, we separate the amount of the impairment into the amount that is credit related (credit loss component) and the amount due to all other factors. The credit loss component is recognized in earnings and is the difference between the security's amortized cost basis and the present value of its expected future cash flows discounted at the security's effective yield. The remaining difference between the security's fair value and the present value of expected future cash flows is due to factors that are not credit-related and, therefore, is recognized in other comprehensive income.

We have a process in place to identify debt securities that could potentially have a credit impairment that is other than temporary. This process involves monitoring late payments, pricing levels, downgrades by rating agencies, key financial ratios, financial statements, revenue forecasts and cash flow projections as indicators of credit issues. We consider relevant facts and circumstances in evaluating whether a credit or interest rate-related impairment of a security is other than temporary. Relevant facts and circumstances considered include: (1) the extent and length of time the fair value has been below cost; (2) the reasons for the decline in value; (3) the financial position and access to capital of the issuer, including the current and future impact of any specific events; (4) any change in rating agencies' credit ratings at evaluation date from acquisition date and any likely imminent action; (5) for asset-backed securities, the credit performance of the underlying collateral, including delinquency rates, level of non-performing assets, cumulative losses to date, collateral value and the remaining credit enhancement compared with expected credit losses.

The Company's unrealized loss for the debt securities is comprised of 13 securities and 11 residential mortgage-backed securities at September 30, 2018 and December 31, 2017, respectively. The mortgage-backed securities that had unrealized losses were issued or guaranteed by the US government or government sponsored entities. The unrealized losses associated with those mortgage-backed securities are generally driven by changes in interest rates and not due to credit losses given the explicit or implicit guarantees provided by the U.S. government. Because the Company does not intend to sell the securities and it is not more likely than not that the Company will be required to sell these investments before recovery of their amortized cost basis, the Company does not consider the unrealized loss in these securities to be OTTI at September 30, 2018.



## NOTE 4. LOANS AND ALLOWANCE FOR LOAN LOSSES

As of September 30, 2018, the Company had \$1.2 billion in loans receivable outstanding. Loans held for sale totaled \$2.2 million at September 30, 2018. The portfolios of loans receivable at September 30, 2018 and December 31, 2017, consist of the following:

|                                 | September 30,<br>2018  | December 31,<br>2017 |
|---------------------------------|------------------------|----------------------|
|                                 | Amount                 | Amount               |
|                                 | (amounts in thousands) |                      |
| Commercial and Industrial       | \$37,689               | \$38,972             |
| Construction                    | 134,436                | 95,625               |
| Real Estate Mortgage:           |                        |                      |
| Commercial – Owner Occupied     | 130,491                | 126,250              |
| Commercial – Non-owner Occupied | 291,700                | 270,472              |
| Residential – 1 to 4 Family     | 518,561                | 416,317              |
| Residential – Multifamily       | 52,038                 | 47,832               |
| Consumer                        | 14,934                 | 16,249               |
| Total Loans                     | \$1,179,849            | \$1,011,717          |

An age analysis of past due loans by class at September 30, 2018 and December 31, 2017 as follows:

| September 30, 2018              | 30-59<br>Days<br>Past<br>Due | 60-89<br>Days<br>Past<br>Due | Greater<br>than 90<br>Days and<br>Not<br>Accruing | Total<br>Past<br>Due | Current     | Total<br>Loans | Loans ><br>90 Days<br>and<br>Accruing |
|---------------------------------|------------------------------|------------------------------|---|----------------------|-------------|----------------|---------------------------------------|
|                                 | (amounts in thousands)       |                              |   |                      |             |                |                                       |
| Commercial and Industrial       | \$—                          | \$128                        | \$14  | \$142                | \$37,547    | \$37,689       | \$—                                   |
| Construction                    | —                            | —                            | 1,365   | 1,365                | 133,071     | 134,436        | —                                     |
| Real Estate Mortgage:           |                              |                              |   |                      |             |                |                                       |
| Commercial – Owner Occupied     | —                            | —                            | —   | —                    | 130,491     | 130,491        | —                                     |
| Commercial – Non-owner Occupied | —                            | —                            | 290   | 290                  | 291,410     | 291,700        | —                                     |
| Residential – 1 to 4 Family     | —                            | 928                          | 1,417   | 2,345                | 516,216     | 518,561        | —                                     |
| Residential – Multifamily       | —                            | —                            | —   | —                    | 52,038      | 52,038         | —                                     |
| Consumer                        | 134                          | —                            | —   | 134                  | 14,800      | 14,934         | —                                     |
| Total Loans                     | \$134                        | \$1,056                      | \$3,086   | \$4,276              | \$1,175,573 | \$1,179,849    | \$—                                   |

| December 31, 2017               | 30-59 Days Past Due    | 60-89 Days Past Due | Greater than 90 Days and Not Accruing | Total Past Due | Current     | Total Loans | Loans > 90 Days and Accruing |
|---------------------------------|------------------------|---------------------|---------------------------------------|----------------|-------------|-------------|------------------------------|
|                                 | (amounts in thousands) |                     |                                       |                |             |             |                              |
| Commercial and Industrial       | \$—                    | \$—                 | \$ 17                                 | \$ 17          | \$38,955    | \$38,972    | \$ —                         |
| Construction                    | —                      | —                   | 1,392                                 | 1,392          | 94,233      | 95,625      | —                            |
| Real Estate Mortgage:           |                        |                     |                                       |                |             |             |                              |
| Commercial – Owner Occupied     | —                      | —                   | 155                                   | 155            | 126,095     | 126,250     | —                            |
| Commercial – Non-owner Occupied | —                      | —                   | 597                                   | 597            | 269,875     | 270,472     | —                            |
| Residential – 1 to 4 Family     | —                      | 352                 | 2,292                                 | 2,644          | 413,673     | 416,317     | —                            |
| Residential – Multifamily       | —                      | —                   | —                                     | —              | 47,832      | 47,832      | —                            |
| Consumer                        | 92                     | —                   | 81                                    | 173            | 16,076      | 16,249      | —                            |
| Total Loans                     | \$92                   | \$ 352              | \$ 4,534                              | \$ 4,978       | \$1,006,739 | \$1,011,717 | \$ —                         |

#### Allowance For Loan and Lease Losses (ALLL)

We maintain the ALLL at a level that we believe to be appropriate to absorb estimated probable credit losses incurred in the loan portfolios as of the balance sheet date. We established our allowance in accordance with guidance provided in Accounting Standard Codification ("ASC") - Contingencies (ASC 450) and Receivables (ASC 310).

Determining the appropriateness of the allowance is complex and requires significant judgment reflecting the best estimate of credit losses related to specifically identified impaired loans as well as probable loan losses in the remaining loan portfolio. These evaluations are inherently subjective, as they require material estimates and may be susceptible to significant change. The allowance for loan and lease losses is reviewed by the management of the Company monthly and discussed with the audit committee at least quarterly.

Our allowance for loan losses includes a formula-based component and an asset-specific component. The asset-specific component of the allowance relates to loans considered to be impaired, which includes loans that have been modified in troubled debt restructuring (TDRs) as well as nonperforming loans. To determine the asset-specific component of the allowance, the loans are evaluated individually based on the borrower's ability to repay amounts owed, collateral, relative risk grade of the loans, and other factors given current events and conditions. The Company generally measures the asset-specific allowance as the difference between the fair value (net realizable value) and the recorded investment of a loan.

The formula-based component of the allowance incorporates historical valuation allowance and general valuation allowance. The historical loss experience is measured by type of credit and internal risk grade, loss severity, specific homogeneous risk pools. A historical loss ratio and valuation allowance are established for each pool of similar loans and updated periodically based on actual charge-off experience and current events. The general valuation allowance is based on general economic conditions and other qualitative risk factors both internal and external to the Company. It is generally determined by evaluating, among other things: (i) the experience, ability and effectiveness of the Bank's lending management and staff; (ii) the effectiveness of the Bank's loan policies, procedures and internal controls; (iii) changes in asset quality; (iv) changes in loan portfolio volume; (v) the composition and concentrations of credit; (vi) the impact of competition on loan structuring and pricing; (vii) the effectiveness of the internal loan review function; (viii) the impact of environmental risks on portfolio risks; (ix) the impact of rising interest rates on portfolio risk; and (x) national and local economic trends and conditions, and industry conditions. Management evaluates the degree of risk that each one of these components has on the quality of the loan portfolio on a quarterly basis. Each component is determined to have either a high, high-moderate, moderate, low-moderate or low degree of risk. The results are then

input into a "general allocation matrix" to determine an appropriate general valuation allowance.

When evaluating the adequacy of the allowance, the assessment is highly judgmental as the measurement relies upon estimates such as loss severity, asset valuations, default rates, the amounts and timing of interest or principal payments or other factors that are reflective of current and expected market conditions. These estimates are, in turn, dependent on factors such as the duration of current overall economic conditions, industry, portfolio, or borrower-specific factors, the expected outcome of insolvency proceedings as well as, in certain circumstances, other economic factors, including the level of future home prices. All of these estimates and assumptions require significant management judgment and certain assumptions are highly subjective.



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The following tables present the information regarding the allowance for loan and lease losses and associated loan data:

|                                       | Commercial<br>and<br>Industrial | Construction | Real Estate Mortgage<br>Commercial<br>Owner<br>Occupied | Commercial<br>Non-owner<br>Occupied | Residential<br>1 to 4<br>Family | Residential<br>Multifamily | Consumer | Total       |
|---------------------------------------|---------------------------------|--------------|---|-------------------------------------|---------------------------------|----------------------------|----------|-------------|
| Allowance for loan losses             | (amounts in thousands)          |              |   |                                     |                                 |                            |          |             |
| Three months ended Sept.30, 2018      |                                 |              |   |                                     |                                 |                            |          |             |
| June 30, 2018                         | \$539                           | \$1,998      | \$1,961   | \$5,260                             | \$6,666                         | \$619                      | \$230    | 17,273      |
| Charge-offs                           | —                               | —            | —   | —                                   | —                               | —                          | (1)      | (1)         |
| Recoveries                            | 10                              | —            | 12  | 6                                   | 18                              | —                          | —        | 46          |
| Provisions                            | 298                             | 30           | (12)  | (314)                               | 575                             | 32                         | (9)      | 600         |
| Ending Balance at Sept. 30, 2018      | \$847                           | \$2,028      | \$1,961   | \$4,952                             | \$7,259                         | \$651                      | \$220    | \$17,918    |
| Allowance for loan losses             |                                 |              |   |                                     |                                 |                            |          |             |
| Nine months ended Sept. 30, 2018      |                                 |              |   |                                     |                                 |                            |          |             |
| December 31, 2017                     | \$684                           | \$2,068      | \$2,017   | \$4,630                             | \$6,277                         | \$627                      | \$230    | 16,533      |
| Charge-offs                           | —                               | (27)         | —   | (49)                                | —                               | —                          | (19)     | (95)        |
| Recoveries                            | 40                              | —            | 153   | 61                                  | 26                              | —                          | —        | 280         |
| Provisions                            | 123                             | (13)         | (209)   | 310                                 | 956                             | 24                         | 9        | 1,200       |
| Ending Balance at Sept. 30, 2018      | \$847                           | \$2,028      | \$1,961   | \$4,952                             | \$7,259                         | \$651                      | \$220    | \$17,918    |
| Allowance for loan losses             |                                 |              |   |                                     |                                 |                            |          |             |
| Individually evaluated for impairment | \$14                            | \$71         | \$49  | \$194                               | \$14                            | \$—                        | \$—      | \$342       |
| Collectively evaluated for impairment | 833                             | 1,957        | 1,912   | 4,758                               | 7,245                           | 651                        | 220      | 17,576      |
| Balance at Sept. 30, 2018             | \$847                           | \$2,028      | \$1,961   | \$4,952                             | \$7,259                         | \$651                      | \$220    | \$17,918    |
| Loans                                 |                                 |              |   |                                     |                                 |                            |          |             |
| Individually evaluated for impairment | \$14                            | \$5,690      | \$3,320   | \$11,716                            | \$2,294                         | \$—                        | \$—      | \$23,034    |
| Collectively evaluated for impairment | 37,675                          | 128,746      | 127,171   | 279,984                             | 516,267                         | 52,038                     | 14,934   | 1,156,815   |
| Balance at Sept. 30, 2018             | \$37,689                        | \$134,436    | \$130,491   | \$291,700                           | \$518,561                       | \$52,038                   | \$14,934 | \$1,179,849 |



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|                                       | Commercial             |              | Real Estate Mortgage            |                                     | Residential<br>1 to 4<br>Family | Residential<br>Multifamily | Consumer | Total     |
|---------------------------------------|------------------------|--------------|---------------------------------|-------------------------------------|---------------------------------|----------------------------|----------|-----------|
|                                       | and<br>Industrial      | Construction | Commercial<br>Owner<br>Occupied | Commercial<br>Non-owner<br>Occupied |                                 |                            |          |           |
| Allowance for loan losses             | (amounts in thousands) |              |                                 |                                     |                                 |                            |          |           |
| Three months ended Sept. 30, 2017     |                        |              |                                 |                                     |                                 |                            |          |           |
| June 30, 2017                         | \$1,202                | \$2,258      | \$1,835                         | \$4,915                             | \$5,422                         | \$699                      | \$228    | 16,559    |
| Charge-offs                           | —                      | (687)        | —                               | (621)                               | —                               | (50)                       | —        | (1,358)   |
| Recoveries                            | 3                      | —            | 25                              | 102                                 | 10                              | —                          | —        | 140       |
| Provisions                            | (549)                  | 454          | (33)                            | 225                                 | 386                             | 18                         | (1)      | 500       |
| Ending Balance at Sept. 30, 2017      | \$656                  | \$2,025      | \$1,827                         | \$4,621                             | \$5,818                         | \$667                      | \$227    | \$15,841  |
| Nine months ended Sept. 30, 2017      |                        |              |                                 |                                     |                                 |                            |          |           |
| December 31, 2016                     | \$1,188                | \$2,764      | \$2,082                         | \$3,889                             | \$4,916                         | \$505                      | \$236    | \$15,580  |
| Charge-offs                           | (134)                  | (687)        | (430)                           | (622)                               | (118)                           | (50)                       | —        | (2,041)   |
| Recoveries                            | 45                     | —            | 94                              | 148                                 | 15                              | —                          | —        | 302       |
| Provisions                            | (443)                  | (52)         | 81                              | 1,206                               | 1,005                           | 212                        | (9)      | 2,000     |
| Ending Balance at Sept. 30, 2017      | \$656                  | \$2,025      | \$1,827                         | \$4,621                             | \$5,818                         | \$667                      | \$227    | \$15,841  |
| Individually evaluated for impairment | \$—                    | \$124        | \$55                            | \$208                               | \$15                            | \$—                        | \$—      | \$402     |
| Collectively evaluated for impairment | 656                    | 1,901        | 1,772                           | 4,413                               | 5,803                           | 667                        | 227      | 15,439    |
| Balance at Sept. 30, 2017             | \$656                  | \$2,025      | \$1,827                         | \$4,621                             | \$5,818                         | \$667                      | \$227    | \$15,841  |
| Loans                                 |                        |              |                                 |                                     |                                 |                            |          |           |
| Individually evaluated for impairment | \$18                   | \$6,146      | \$3,881                         | \$12,523                            | \$4,339                         | \$—                        | \$17     | \$26,924  |
| Collectively evaluated for impairment | 28,028                 | 81,679       | 110,265                         | 262,791                             | 377,128                         | 50,532                     | 15,999   | 926,422   |
| Balance at Sept. 30, 2017             | \$28,046               | \$87,825     | \$114,146                       | \$275,314                           | \$381,467                       | \$50,532                   | \$16,016 | \$953,346 |

Impaired Loans

A loan is considered impaired when, based on the current information and events, it is probable that the Company will be unable to collect the payments of principal and interest as of the date such payments were due. Loans are placed on non-accrual status when, in management's opinion, the borrower may be unable to meet payment obligations as they become due, as well as when a loan is 90 days past due, unless the loan is well secured and in the process of

collection, as required by regulatory provisions. When interest accrual is discontinued, all unpaid accrued interest is reversed. Interest income is subsequently recognized only to the extent cash payments are received in excess of principal due. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

All our impaired loans are assessed for recoverability based on an independent third-party full appraisal to determine the net realizable value (“NRV”) based on the fair value of the underlying collateral, less cost to sell and other costs or the present value of discounted cash flows in the case of certain impaired loans that are not collateral dependent.

The following tables provide further detail on impaired loans and the associated ALLL at September 30, 2018 and December 31, 2017:

| September 30, 2018                  | Recorded Investment    | Unpaid Principal Balance | Related Allowance |
|-------------------------------------|------------------------|--------------------------|-------------------|
|                                     | (amounts in thousands) |                          |                   |
| With no related allowance recorded: |                        |                          |                   |
| Commercial and Industrial           | \$—                    | \$—                      | \$ —              |
| Construction                        | —                      | —                        | —                 |
| Real Estate Mortgage:               |                        |                          |                   |
| Commercial – Owner Occupied         | —                      | —                        | —                 |
| Commercial – Non-owner Occupied     | 290                    | 290                      | —                 |
| Residential – 1 to 4 Family         | 1,417                  | 1,417                    | —                 |
| Residential – Multifamily           | —                      | —                        | —                 |
| Consumer                            | —                      | —                        | —                 |
|                                     | 1,707                  | 1,707                    | —                 |
| With an allowance recorded:         |                        |                          |                   |
| Commercial and Industrial           | 14                     | 19                       | 14                |
| Construction                        | 5,690                  | 10,180                   | 71                |
| Real Estate Mortgage:               |                        |                          |                   |
| Commercial – Owner Occupied         | 3,320                  | 3,350                    | 49                |
| Commercial – Non-owner Occupied     | 11,426                 | 11,426                   | 194               |
| Residential – 1 to 4 Family         | 877                    | 877                      | 14                |
| Residential – Multifamily           | —                      | —                        | —                 |
| Consumer                            | —                      | —                        | —                 |
|                                     | 21,327                 | 25,852                   | 342               |
| Total:                              |                        |                          |                   |
| Commercial and Industrial           | 14                     | 19                       | 14                |
| Construction                        | 5,690                  | 10,180                   | 71                |
| Real Estate Mortgage:               |                        |                          |                   |
| Commercial – Owner Occupied         | 3,320                  | 3,350                    | 49                |
| Commercial – Non-owner Occupied     | 11,716                 | 11,716                   | 194               |
| Residential – 1 to 4 Family         | 2,294                  | 2,294                    | 14                |
| Residential – Multifamily           | —                      | —                        | —                 |
| Consumer                            | —                      | —                        | —                 |
|                                     | \$23,034               | \$27,559                 | \$ 342            |

| December 31, 2017                   | Recorded<br>Investment | Unpaid<br>Principal<br>Balance | Related<br>Allowance |
|-------------------------------------|------------------------|--------------------------------|----------------------|
|                                     | (amounts in thousands) |                                |                      |
| With no related allowance recorded: |                        |                                |                      |
| Commercial and Industrial           | \$ 17                  | \$ 21                          | \$ —                 |
| Construction                        | 1,365                  | 5,856                          | —                    |
| Real Estate Mortgage:               |                        |                                |                      |
| Commercial – Owner Occupied         | 155                    | 155                            | —                    |
| Commercial – Non-owner Occupied     | 277                    | 277                            | —                    |
| Residential – 1 to 4 Family         | 2,292                  | 2,354                          | —                    |
| Residential – Multifamily           | —                      | —                              | —                    |
| Consumer                            | 81                     | 81                             | —                    |
|                                     | 4,187                  | 8,744                          | —                    |
| With an allowance recorded:         |                        |                                |                      |
| Commercial and Industrial           | —                      | —                              | —                    |
| Construction                        | 4,587                  | 4,684                          | 135                  |
| Real Estate Mortgage:               |                        |                                |                      |
| Commercial – Owner Occupied         | 3,635                  | 3,665                          | 58                   |
| Commercial – Non-owner Occupied     | 12,124                 | 13,941                         | 250                  |
| Residential – 1 to 4 Family         | 919                    | 919                            | 15                   |
| Residential – Multifamily           | —                      | —                              | —                    |
| Consumer                            | —                      | —                              | —                    |
|                                     | 21,265                 | 23,209                         | 458                  |
| Total:                              |                        |                                |                      |
| Commercial and Industrial           | 17                     | 21                             | —                    |
| Construction                        | 5,952                  | 10,540                         | 135                  |
| Real Estate Mortgage:               |                        |                                |                      |
| Commercial – Owner Occupied         | 3,790                  | 3,820                          | 58                   |
| Commercial – Non-owner Occupied     | 12,401                 | 14,218                         | 250                  |
| Residential – 1 to 4 Family         | 3,211                  | 3,273                          | 15                   |
| Residential – Multifamily           | —                      | —                              | —                    |
| Consumer                            | 81                     | 81                             | —                    |
|                                     | \$25,452               | \$ 31,953                      | \$ 458               |

The following table presents by loan portfolio class, the average recorded investment and interest income recognized on impaired loans for the three and nine months ended September 30, 2018 and 2017:

|                                 | Three Months Ended September 30,     |                                      |                                      |                                      |
|---------------------------------|--------------------------------------|--------------------------------------|--------------------------------------|--------------------------------------|
|                                 | 2018                                 |                                      | 2017                                 |                                      |
|                                 | Average Interest Recorded Investment | Average Interest Recorded Investment | Average Interest Recorded Investment | Average Interest Recorded Investment |
|                                 | Recognized                           |                                      | Recognized                           |                                      |
|                                 | (amounts in thousands)               |                                      |                                      |                                      |
| Commercial and Industrial       | \$15                                 | \$ —                                 | \$22                                 | \$ —                                 |
| Construction                    | 5,735                                | 48                                   | 10,760                               | 51                                   |
| Real Estate Mortgage:           |                                      |                                      |                                      |                                      |
| Commercial – Owner Occupied     | 3,465                                | 41                                   | 3,955                                | 49                                   |
| Commercial – Non-owner Occupied | 1,773                                | 155                                  | 14,392                               | 153                                  |
| Residential – 1 to 4 Family     | 2,302                                | 10                                   | 4,410                                | 20                                   |
| Residential – Multifamily       | —                                    | —                                    | —                                    | —                                    |
| Consumer                        | —                                    | —                                    | 17                                   | —                                    |
| Total                           | \$23,290                             | \$ 254                               | \$33,556                             | \$ 273                               |

|                                 | Nine Months Ended September 30,      |                                      |                                      |                                      |
|---------------------------------|--------------------------------------|--------------------------------------|--------------------------------------|--------------------------------------|
|                                 | 2018                                 |                                      | 2017                                 |                                      |
|                                 | Average Interest Recorded Investment | Average Interest Recorded Investment | Average Interest Recorded Investment | Average Interest Recorded Investment |
|                                 | Recognized                           |                                      | Recognized                           |                                      |
|                                 | (amounts in thousands)               |                                      |                                      |                                      |
| Commercial and Industrial       | \$16                                 | \$ 1                                 | \$23                                 | \$ 1                                 |
| Construction                    | 5,830                                | 145                                  | 8,863                                | 152                                  |
| Real Estate Mortgage:           |                                      |                                      |                                      |                                      |
| Commercial – Owner Occupied     | 3,605                                | 137                                  | 4,018                                | 146                                  |
| Commercial – Non-owner Occupied | 1,988                                | 451                                  | 13,733                               | 463                                  |
| Residential – 1 to 4 Family     | 2,751                                | 37                                   | 4,420                                | 63                                   |
| Residential – Multifamily       | —                                    | —                                    | —                                    | —                                    |
| Consumer                        | 20                                   | —                                    | 18                                   | 1                                    |
| Total                           | \$24,210                             | \$ 771                               | \$31,075                             | \$ 826                               |

#### Troubled debt restructuring (TDRs)

A TDR is a loan the terms of which have been restructured in a manner that grants a concession to a borrower experiencing financial difficulty. TDRs result from our loss mitigation activities that include rate reductions, extension of maturity, or a combination of both, which are intended to minimize economic loss and to avoid foreclosure or repossession of collateral. TDRs are classified as impaired loans and are included in the impaired loan disclosures. TDRs are also evaluated to determine whether they should be placed on non-accrual status. Once a loan becomes a TDR, it will continue to be reported as a TDR until it is repaid in full, foreclosed, sold or it meets the criteria to be removed from TDR status.

At the time a loan is modified in a TDR, we consider the following factors to determine whether the loan should accrue interest:

- Whether there is a period of current payment history under the current terms, typically 6 months;
- Whether the loan is current at the time of restructuring; and

- Whether we expect the loan to continue to perform under the restructured terms with a debt coverage ratio that complies with the Bank's credit underwriting policy of 1.25 times debt service.

We also review the financial performance of the borrower over the past year to be reasonably assured of repayment and performance according to the modified terms. This review consists of an analysis of the borrower's historical results; the borrower's projected results over the next four quarters; and current financial information of the borrower and any guarantors. The projected repayment



source needs to be reliable, verifiable, quantifiable and sustainable. In addition, all TDRs are reviewed quarterly to determine the amount of any impairment. At the time of restructuring, the amount of the loan principal for which we are not reasonably assured of repayment is charged-off, but not forgiven.

As September 30, 2018 and December 31, 2017, we reported TDR loans of \$20.2 million and \$21.2 million, respectively. There were no new loans modified as a TDR and no additional commitments to lend additional funds to debtors whose loans have been modified in TDRs during the nine months ended September 30, 2018 and the year ended December 31, 2017, respectively. Performing TDRs (not reported as non-accrual loans) totaled \$19.9 million and \$20.9 million as of September 30, 2018 and December 31, 2017, respectively. Nonperforming TDRs were \$290,000 and \$277,000 at September 30, 2018 and December 31, 2017, respectively.

Loans modified in a TDR are evaluated for impairment. The nature and extent of impairment of TDRs, including those that have experienced a subsequent default, is considered in the determination of an appropriate level of allowance for loan losses. For the TDR loans, we had specific reserves of \$323,000 and \$457,000 in the allowance at September 30, 2018 and December 31, 2017, respectively.

TDRs are generally included in nonaccrual loans and may return to performing status after a minimum of six consecutive monthly payments under restructured terms and also meeting other performance indicators.

**Credit Quality Indicators:** As part of the on-going monitoring of the credit quality of the Company's loan portfolio, management tracks certain credit quality indicators including trends related to the risk grades of loans, the level of classified loans, net charge-offs, nonperforming loans (see details above) and the general economic conditions in the region.

The Company utilizes a risk grading matrix to assign a risk grade to each of its loans. Loans are graded on a scale of 1 to 7. Grades 1 through 4 are considered "Pass". A description of the general characteristics of the seven risk grades is as follows:

1. Good: Borrower exhibits the strongest overall financial condition and represents the most creditworthy profile.
2. Satisfactory (A): Borrower reflects a well-balanced financial condition, demonstrates a high level of creditworthiness and typically will have a strong banking relationship with the Bank.
3. Satisfactory (B): Borrower exhibits a balanced financial condition and does not expose the Bank to more than a normal or average overall amount of risk. Loans are considered fully collectable.
4. Watch List: Borrower reflects a fair financial condition, but there exists an overall greater than average risk. Risk is deemed acceptable by virtue of increased monitoring and control over borrowings. Probability of timely repayment is present.
5. Other Assets Especially Mentioned (OAEM): Financial condition is such that assets in this category have a potential weakness or pose unwarranted financial risk to the Bank even though the asset value is not currently impaired. The asset does not currently warrant adverse classification but if not corrected could weaken and could create future increased risk exposure. Includes loans that require an increased degree of monitoring or servicing as a result of internal or external changes.
6. Substandard: This classification represents more severe cases of #5 (OAEM) characteristics that require increased monitoring. Assets are characterized by the distinct possibility that the Bank will sustain some loss if the deficiencies are not corrected. Assets are inadequately protected by the current net worth and paying capacity of the borrower or of the collateral. Asset has a well-defined weakness or weaknesses that impairs the ability to repay debt and jeopardizes the timely liquidation or realization of the collateral at the asset's net book value.
7. Doubtful: Assets which have all the weaknesses inherent in those assets classified #6 (Substandard) but the risks are more severe relative to financial deterioration in capital and/or asset value; accounting/evaluation techniques may be questionable and the overall possibility for collection in full is highly improbable. Borrowers in this category require

constant monitoring, are considered work-out loans and present the potential for future loss to the Bank.

An analysis of the credit risk profile by internally assigned grades as of September 30, 2018 and December 31, 2017 is as follows:

| At September 30, 2018           | Pass                   | OAEM    | Substandard | Doubtful | Total        |
|---------------------------------|------------------------|---------|-------------|----------|--------------|
|                                 | (amounts in thousands) |         |             |          |              |
| Commercial and Industrial       | \$37,610               | \$79    | \$ —        | \$ —     | —\$37,689    |
| Construction                    | 121,078                | 5,447   | 7,911       | —        | 134,436      |
| Real Estate Mortgage:           |                        |         |             |          |              |
| Commercial – Owner Occupied     | 128,162                | 2,329   | —           | —        | 130,491      |
| Commercial – Non-owner Occupied | 291,275                | —       | 425         | —        | 291,700      |
| Residential – 1 to 4 Family     | 516,255                | 764     | 1,542       | —        | 518,561      |
| Residential – Multifamily       | 52,038                 | —       | —           | —        | 52,038       |
| Consumer                        | 14,934                 | —       | —           | —        | 14,934       |
| Total                           | \$1,161,352            | \$8,619 | \$ 9,878    | \$ —     | —\$1,179,849 |

| At December 31, 2017            | Pass                   | OAEM    | Substandard | Doubtful | Total        |
|---------------------------------|------------------------|---------|-------------|----------|--------------|
|                                 | (amounts in thousands) |         |             |          |              |
| Commercial and Industrial       | \$38,875               | \$97    | \$ —        | \$ —     | —\$38,972    |
| Construction                    | 82,351                 | 5,056   | 8,218       | —        | 95,625       |
| Real Estate Mortgage:           |                        |         |             |          |              |
| Commercial – Owner Occupied     | 123,491                | 2,604   | 155         | —        | 126,250      |
| Commercial – Non-owner Occupied | 269,736                | —       | 736         | —        | 270,472      |
| Residential – 1 to 4 Family     | 413,327                | 560     | 2,430       | —        | 416,317      |
| Residential – Multifamily       | 47,832                 | —       | —           | —        | 47,832       |
| Consumer                        | 16,168                 | —       | 81          | —        | 16,249       |
| Total                           | \$991,780              | \$8,317 | \$ 11,620   | \$ —     | —\$1,011,717 |

#### NOTE 5. TIME DEPOSITS

The Company's total deposits were \$1.1 billion and \$866.4 million at September 30, 2018 and December 31, 2017. The time deposits greater than \$250,000 were \$54.2 million and \$51.1 million at September 30, 2018 and December 31, 2017, respectively.

#### NOTE 6. EQUITY AND CHANGES IN OTHER COMPREHENSIVE INCOME (LOSS)

The Company's total equity was \$149.2 million and \$134.8 million at September 30, 2018 and December 31, 2017, respectively.

Common stock dividend: On March 20, 2018, the Company declared a quarterly cash dividend of \$0.12 per share to the common shareholders of record as of April 13, 2018 and paid the dividend on April 27, 2018. On June 26, 2018, the Company declared a cash dividend \$0.14 per share for the second quarter 2018 to the common shareholders of record as of July 13, 2018. The dividend was paid on July 27, 2018. On September 25, 2018, the Company declared a cash dividend \$0.14 per share for the third quarter 2018 to the common shareholders of record as of October 12, 2018. The dividend was paid on October 26, 2018.

Stock dividend: On April 17, 2018, the Company declared an 11 for 10 stock split to shareholders of record as of May 5, 2018. The stock split was accounted for as stock dividend and was effective on May 18, 2018.

Conversion of preferred stock: During the nine months ended September 30, 2018, preferred stock holders converted 12,554 shares of preferred shares into 1,569,535 shares of common shares before considering the effect of the stock dividend.

Non-controlling interests: The Company has a joint venture with Bridgestone Capital LLC in PDL LLC, a joint venture formed in 2018 to originate short-term alternative real estate loan products. The Company has a 51% ownership interest in the joint venture. During the nine months ended September 30, 2018, the Bridgestone Capital LLC made a \$1.2 million capital contribution to PDL.

The changes in accumulated other comprehensive income (loss) consisted of the following for the three months and nine months ended September 30, 2018 and 2017:

|   | For the<br>Three<br>Months<br>Ended<br>September<br>30,<br>2018 2017<br>(amounts in<br>thousands) |       |
|---|---|-------|
| Investment securities:  |   |       |
| Non-credit related net unrealized gains (losses) on OTTI securities | \$—   | \$4   |
| Unrealized gains (losses) on non-OTTI securities                    | (218 )  | 111   |
| Tax impact on unrealized gain (loss)                                | 54  | (46 ) |
| Reclassification of stranded tax effects                            | —   | —     |
| Other comprehensive income (loss)                                   | \$(164)   | \$69  |

|   | For the Nine<br>Months<br>Ended<br>September<br>30,<br>2018 2017<br>(amounts in<br>thousands) |        |
|---|---|--------|
| Investment securities:  |   |        |
| Non-credit related net unrealized gains (losses) on OTTI securities | \$—   | \$22   |
| Unrealized gains (losses) on non-OTTI securities                    | (1,062)   | 322    |
| Tax impact on unrealized gain (loss)                                | 258   | (138 ) |
| Reclassification of stranded tax effects                            | (27 )   | —      |
| Other comprehensive income (loss)                                   | \$(831)   | \$206  |



## NOTE 7. EARNINGS PER SHARE (“EPS”)

The following tables set forth the calculation of basic and diluted EPS for the three and nine-month periods ended September 30, 2018 and 2017.

|  | Three months<br>ended September<br>30,         |            | Nine months ended<br>September 30, |            |
|--|--|------------|------------------------------------|------------|
|  | 2018   | 2017       | 2018                               | 2017       |
|  | (in thousands except share and per share data) |            |                                    |            |
| <b>Basic earnings per share</b>                    |  |            |                                    |            |
| Net income attributable to the Company             | \$6,126  | \$ 4,161   | \$17,997                           | \$ 11,320  |
| Less: Dividend on series B preferred stock         | 22   | 297        | 429                                | 893        |
| Net income attributable to common shares           | \$6,104  | \$ 3,864   | \$17,568                           | \$ 10,427  |
| Basic weighted-average common shares outstanding   | 10,168,994                                     | 11,694,994 | 9,350,068                          | 8,358,288  |
| Basic earnings per common share                    | \$0.60   | \$ 0.46    | \$ 1.88                            | \$ 1.25    |
| <b>Diluted earnings per share</b>                  |  |            |                                    |            |
| Net income attributable to common shares           | \$6,104  | \$ 3,864   | \$17,568                           | \$ 10,427  |
| Add: Dividend on series B preferred stock          | 22   | 297        | 429                                | 893        |
| Net income attributable to diluted common shares   | \$6,126  | \$ 4,161   | \$17,997                           | \$ 11,320  |
| Basic weighted-average common shares outstanding   | 10,168,994                                     | 11,694,994 | 9,350,068                          | 8,358,288  |
| Dilutive potential common shares                   | 751,034  | 2,471,492  | 1,562,812                          | 2,469,972  |
| Diluted weighted-average common shares outstanding | 10,920,028                                     | 14,166,486 | 10,912,880                         | 10,828,260 |
| Diluted earnings per common share                  | \$0.56   | \$ 0.38    | \$ 1.65                            | \$ 1.05    |

All share and per share information has been adjusted for the 10% stock dividend effective on May 18, 2018.

## NOTE 8. FAIR VALUE

## Fair Value Measurements

The Company uses fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. In accordance with the FASB ASC Topic 820 "Fair Value Measurements and Disclosures", the fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value is best determined based upon quoted market prices. However, in many instances, there are no quoted market prices for the Company's various financial instruments. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. Accordingly, the fair value estimates may not be realized in an immediate settlement of the instrument.

Fair value is a market-based measurement, not an entity-specific measurement. The fair value guidance provides a consistent definition of fair value, which focuses on exit price in an orderly transaction (that is, not a forced liquidation or distressed sale) between market participants at the measurement date under current market conditions. If there has been a significant decrease in the volume and level of activity for the asset or liability, a change in valuation

technique or the use of multiple valuation techniques may be appropriate. In such instances, determining the price at which willing market participants would transact at the measurement date under current market conditions depends on the facts and circumstances and requires the use of significant judgment. The fair value is a reasonable point within the range that is most representative of fair value under current market conditions. In accordance with this guidance, the Company groups its assets and liabilities carried at fair value in three levels as follows:

Level 1 Input:

- 1) Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.



Level 2 Inputs:

- 1) Quoted prices for similar assets or liabilities in active markets.
- 2) Quoted prices for identical or similar assets or liabilities in markets that are not active.
- 3) Inputs other than quoted prices that are observable, either directly or indirectly, for the term of the asset or liability (e.g., interest rates, yield curves, credit risks, prepayment speeds or volatilities) or “market corroborated inputs.”

Level 3 Inputs:

- 1) Prices or valuation techniques that require inputs that are both unobservable (i.e. supported by little or no market activity) and that are significant to the fair value of the assets or liabilities.  
These assets and liabilities include financial instruments whose value is determined using pricing models,
- 2) discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

Fair Value on a Recurring Basis:

The following is a description of the Company’s valuation methodologies for assets carried at fair value on a recurring basis. These methods may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Company believes that its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting measurement date.

Investment Securities and Loan Available for Sale:

Where quoted prices are available in an active market, securities or other assets are classified in Level 1 of the valuation hierarchy. If quoted market prices are not available for the specific security or available for sale loans, then fair values are provided by independent third-party valuation services. These valuation services estimate fair values using pricing models and other accepted valuation methodologies, such as quotes for similar securities and observable yield curves and spreads. As part of the Company’s overall valuation process, management evaluates these third-party methodologies to ensure that they are representative of exit prices in the Company’s principal markets. For the available for sale (“AFS”) loans, the fair value represents the face value of the guaranteed portion of the SBA loans pending settlement. Securities and loans in Level 2 include mortgage-backed securities, corporate debt obligations, collateralized mortgage-backed securities, and SBA loans available for sale.

The table below presents the balances of assets and liabilities measured at fair value on a recurring basis.

| Financial Assets                                  | Level<br>1             | Level 2 | Level<br>3 | Total     |
|---|------------------------|---------|------------|-----------|
|   | (amounts in thousands) |         |            |           |
| Investment securities and loan available for sale |                        |         |            |           |
| As of September 30, 2018                          |                        |         |            |           |
| Corporate debt obligations                        | \$-1,021               |         | \$         | -\$1,021  |
| Residential mortgage-backed securities            | -31,495                |         | -          | 31,495    |
| Collateralized mortgage-backed securities         | -64                    |         | -          | 64        |
| Loans held for sale                               | -2,217                 |         | -          | 2,217     |
| Total   | \$-34,797              |         | \$         | -\$34,797 |
| As of December 31, 2017                           |                        |         |            |           |

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|   |           |    |           |
|---|-----------|----|-----------|
| Corporate debt obligations                | \$-1,033  | \$ | -\$1,033  |
| Residential mortgage-backed securities    | -36,863   | —  | 36,863    |
| Collateralized mortgage-backed securities | -95       | —  | 95        |
| Loans held for sale                       | -1,541    | —  | 1,541     |
| Total                                     | \$-39,532 | \$ | -\$39,532 |

For the nine months ended September 30, 2018, there were no transfers between the levels within the fair value hierarchy.

There were no level 3 assets or liabilities held during 9 months ended 9/30/2018. The changes in Level 3 assets measured at fair value on a recurring basis are summarized as follows for the three and nine months ended September 30, 2017:

| September 30, 2017            | Investment Securities and Loan Available for Sale |             |
|-------------------------------|---|-------------|
|                               | Three Months                                      | Nine Months |
| Beginning balance             | \$421   | \$ 437      |
| Total net losses included in: |   |             |
| Settlements                   | (3 )  | (19 )       |
| Ending balance                | \$418   | \$ 418      |

Fair Value on a Non-recurring Basis:

Certain assets and liabilities are not measured at fair value on an ongoing basis but are subject to fair value adjustments in certain circumstances (for example, when there is evidence of impairment).

| Financial Assets                    | Level Level |     |          | Total   |
|-------------------------------------|-------------|-----|----------|---------|
|                                     | 1           | 2   | 3        |         |
| (amounts in thousands)              |             |     |          |         |
| As of September 30, 2018            |             |     |          |         |
| Collateral-dependent impaired loans | \$—         | \$— | —\$7,325 | \$7,325 |
| OREO                                | —           | —   | 5,014    | 5,014   |
| As of December 31, 2017             |             |     |          |         |
| Collateral-dependent impaired loans | \$—         | \$— | —\$9,093 | \$9,093 |
| OREO                                | —           | —   | 7,248    | 7,248   |

Collateral-dependent impaired loans, which are measured in accordance with FASB ASC Topic 310 "Receivables," for impairment, had a carrying amount of \$7.4 million and \$9.1 million at September 30, 2018 and December 31, 2017, respectively, with a valuation allowance of \$85,000 and \$458,000 at September 30, 2018 and December 31, 2017, respectively. The valuation allowance for collateral-dependent impaired loans is included in the allowance for loan losses on the balance sheet. All collateral-dependent impaired loans have an independent third-party full appraisal to determine the NRV based on the fair value of the underlying collateral, less cost to sell (a range of 5% to 10%) and other costs, such as unpaid real estate taxes, that have been identified, or the present value of discounted cash flows in the case of certain impaired loans that are not collateral dependent. The appraisal will be based on an "as-is" valuation and will follow a reasonable valuation method that addresses the direct sales comparison, income, and cost approaches to market value, reconciles those approaches, and explains the elimination of each approach not used. Appraisals are updated every 12 months or sooner if we have identified possible further deterioration in value.

OREO consists of commercial real estate properties that are recorded at fair value based upon current appraised value, or agreements of sale, less estimated disposition costs using level 3 inputs. Properties are reappraised annually.

Fair Value of Financial Instruments

The Company discloses estimated fair values for its significant financial instruments in accordance with FASB ASC Topic 825, "Disclosures about Fair Value of Financial Instruments". The methodologies for estimating the fair value of financial assets and liabilities that are measured at fair value on a recurring or non-recurring basis are discussed above. The methodologies for estimating the fair value of other financial assets and liabilities are discussed below.

For certain financial assets and liabilities, carrying value approximates fair value due to the nature of the financial instrument. These instruments include cash and cash equivalents, restricted stock, accrued interest receivable, demand and other non-maturity deposits and accrued interest payable.

Investment Securities: Fair value of securities available for sale is described above. Fair value of held to maturity securities is based upon quoted market prices for identical or similar assets.

Loans Held for Sale: Fair value represents the face value of the guaranteed portion of SBA loans pending settlement. Loan Receivables. For residential mortgages loans, fair value is estimated using the quoted market prices for securities backed by similar loans, adjusted for differences in loan characteristics. The fair value of other types of loans is estimated by discounting the future cash flows using the risk adjusting current interest rates at which similar loans would be made to borrowers with similar credit ratings and same remaining maturities, adjusted for the liquidity discount and underwriting uncertainty.

Deposits: The fair value of time deposits is based on the discounted value of contractual cash flows, where the discount rate is estimated using the market rates currently offered for deposits of similar remaining maturities.

Borrowings: The fair values of FHLB NY borrowings, other borrowed funds and subordinated debt are based on the discounted value of estimated cash flows. The discounted rate is estimated using market rates currently offered for debts with similar credit rating, terms and remaining maturities.

For a further discussion of the Company's valuation methodologies for financial instrument measured at fair value, see the descriptions in the Company's 2017 Annual Report included in its Annual Report on Form 10-K.

The following table summarizes the carrying amounts and fair values for financial instruments at September 30, 2018 and December 31, 2017:

| September 30, 2018          | Carrying<br>Amount     | Fair Value |            |           |            |   |
|-----------------------------|------------------------|------------|------------|-----------|------------|---|
|                             |                        | Total      | Level<br>1 | Level 2   | Level<br>3 |   |
|                             | (amounts in thousands) |            |            |           |            |   |
| Financial Assets:           |                        |            |            |           |            |   |
| Cash and cash equivalents   | \$86,735               | \$86,735   | 86,735     | \$        | —\$        | — |
| Investment securities AFS   | \$32,580               | 32,580     | —          | 32,580    | —          | — |
| Investment securities HTM   | \$1,099                | 1,253      | —          | 1,253     | —          | — |
| Restricted stock            | \$5,858                | 5,858      | —          | 5,858     | —          | — |
| Loans held for sale         | \$2,217                | 2,217      | —          | 2,217     | —          | — |
| Loans, net                  | \$1,161,931            | 1,147,491  | —          | 1,124,799 | 22,692     | — |
| Accrued interest receivable | \$4,869                | 4,869      | —          | 4,869     | —          | — |
| Financial Liabilities:      |                        |            |            |           |            |   |
| Non-time deposits           | \$624,456              | 624,456    | —          | 624,456   | —          | — |
| Time deposits               | \$440,746              | 443,039    | —          | 443,039   | —          | — |
| Borrowings                  | \$118,053              | 115,135    | —          | 115,135   | —          | — |
| Accrued interest payable    | \$1,211                | 1,211      | —          | 1,211     | —          | — |

| December 31, 2017             | Carrying<br>Amount | Fair Value |          |           |            |
|-------------------------------|--------------------|------------|----------|-----------|------------|
|                               |                    | Total      | Level 1  | Level 2   | Level<br>3 |
| (amounts in thousands)        |                    |            |          |           |            |
| <b>Financial Assets:</b>      |                    |            |          |           |            |
| Cash and cash equivalents     | \$42,113           | \$42,113   | \$42,113 | \$—       | \$ —       |
| Investment securities AFS     | 37,991             | 37,991     | —        | 37,991    | —          |
| Investment securities HTM     | 2,268              | 2,468      | —        | 2,468     | —          |
| Restricted stock              | 6,172              | 6,172      | —        | 6,172     | —          |
| Loans held for sale           | 1,541              | 1,541      | —        | 1,541     | —          |
| Loans, net                    | 995,184            | 1,001,655  | —        | 976,660   | 24,995     |
| Accrued interest receivable   | 4,025              | 4,025      | —        | 4,025     | —          |
| <b>Financial Liabilities:</b> |                    |            |          |           |            |
| Non-time deposits             | \$498,522          | \$498,522  | \$—      | \$498,522 | \$ —       |
| Time deposits                 | 367,861            | 368,863    | —        | 368,863   | —          |
| Borrowings                    | 128,053            | 127,552    | —        | 127,552   | —          |
| Accrued interest payable      | 719                | 719        | —        | 719       | —          |

#### NOTE 9. COMMITMENTS AND CONTINGENCIES

In the normal course of business, there are outstanding various contingent liabilities such as claims and legal action, which are not reflected in the financial statements. On March 1, 2018 the Bank entered into an agreement with the Federal Home Loan Bank of New York ("FHLBNY"), for a Municipal Letter of Credit ("MLOC"), of \$40.0 million. The MLOC will be used to pledge against public deposits and expires on March 1, 2019. There were no outstanding borrowings on the letter of credit as of September 30, 2018.

#### NOTE 10. REGULATORY MATTERS

Banks and bank holding companies are subject to regulatory capital requirements administered by federal banking agencies. Capital adequacy guidelines and, additionally for banks, prompt corrective action regulations, involve quantitative measures of assets, liabilities, and certain off-balance-sheet items calculated under regulatory accounting practices. Capital amounts and classifications are also subject to qualitative judgments by regulators. Failure to meet capital requirements can result in regulatory action. The final rules implementing Basel Committee on Banking Supervision's capital guidelines for U.S. banks (Basel III rules) became effective for the Company on January 1, 2015 with full compliance with all of the requirements being phased in over a multi-year schedule, and fully phased in by January 1, 2019. Under the Basel III rules, the Company must hold a capital conservation buffer above the adequately capitalized risk-based capital ratios. The capital conservation buffer is being phased in from 0.0% for 2015 to 2.50% by 2019. The capital conservation buffer for 2018 is 1.875%. The Bank made one-time election to opt-out the net unrealized gain or loss on available for sale securities in computing regulatory capital. At September 30, 2018 and December 31, 2017, the Company and Bank were both considered "well capitalized"

Prompt corrective action regulations provide five classifications: well capitalized, adequately capitalized, under capitalized, significantly under capitalized, and critically under-capitalized, although these terms are not used to represent overall financial condition. If adequately capitalized, regulatory approval is required to accept brokered deposits. If under capitalized, capital distributions are limited, as is asset growth and expansion, and capital restoration plans are required. As of September 30, 2018 and December 31, 2017, the most recent regulatory notifications categorized the Bank as well capitalized under the regulatory framework for prompt corrective action. There are no conditions or events since that notification that management believes have changed the institution's category. To be

categorized as well capitalized, the Bank must maintain minimum total risk based, Tier 1 risk based, Tier 1 common equity, and Tier 1 leverage ratios as set forth in the following tables:

## Regulatory Capital Compliance

| As of September 30, 2018             | Actual    |        | For Capital Adequacy Purposes |       | For Capital Adequacy Purposes With Capital Conservation Buffer* |        | To be Well Capitalized Under Prompt Corrective Action Provisions |        |
|--------------------------------------|-----------|--------|-------------------------------|-------|---|--------|--|--------|
|                                      | Amount    | Ratio  | Amount                        | Ratio | Amount  | Ratio  | Amount   | Ratio  |
| (amounts in thousands except ratios) |           |        |                               |       |   |        |  |        |
| Company:                             |           |        |                               |       |   |        |  |        |
| Total risk-based capital             | \$176,251 | 16.92% | \$83,358                      | 8.00% | \$102,895   | 9.875% | \$104,197  | 10.00% |
| Tier 1 risk-based capital            | 163,166   | 15.66% | 62,518                        | 6.00% | 82,055  | 7.875% | 83,358   | 8.00%  |
| Tier 1 leverage                      | 163,166   | 12.58% | 51,873                        | 4.00% | 51,873  | 4.000% | 64,841   | 5.00%  |
| Tier 1 common equity                 | 146,749   | 14.08% | 46,889                        | 4.50% | 66,426  | 6.375% | 67,728   | 6.50%  |
| Parke Bank:                          |           |        |                               |       |   |        |  |        |
| Total risk-based capital             | \$175,774 | 16.88% | \$83,325                      | 8.00% | \$102,854   | 9.875% | \$104,156  | 10.00% |
| Tier 1 risk-based capital            | 162,694   | 15.62% | 62,494                        | 6.00% | 82,023  | 7.875% | 83,325   | 8.00%  |
| Tier 1 leverage                      | 162,694   | 12.55% | 51,856                        | 4.00% | 51,856  | 4.000% | 64,820   | 5.00%  |
| Tier 1 common equity                 | 162,694   | 15.62% | 46,870                        | 4.50% | 66,400  | 6.375% | 67,702   | 6.50%  |

| As of December 31, 2017              | Actual    |        | For Capital Adequacy Purposes |       | For Capital Adequacy Purposes With Capital Conservation Buffer* |       | To be Well Capitalized Under Prompt Corrective Action Provisions |        |
|--------------------------------------|-----------|--------|-------------------------------|-------|---|-------|--|--------|
|                                      | Amount    | Ratio  | Amount                        | Ratio | Amount  | Ratio | Amount   | Ratio  |
| (amounts in thousands except ratios) |           |        |                               |       |   |       |  |        |
| Company:                             |           |        |                               |       |   |       |  |        |
| Total risk-based capital             | \$162,837 | 17.17% | \$75,859                      | 8.00% | \$87,711  | 9.25% | \$94,823   | 10.00% |
| Tier 1 risk-based capital            | 150,926   | 15.92% | 56,894                        | 6.00% | 68,747  | 7.25% | 75,859   | 8.00%  |
| Tier 1 leverage                      | 150,926   | 14.31% | 42,178                        | 4.00% | 42,178  | 4.00% | 52,722   | 5.00%  |
| Tier 1 common equity                 | 121,955   | 12.86% | 42,670                        | 4.50% | 54,523  | 5.75% | 61,635   | 6.50%  |
| Parke Bank:                          |           |        |                               |       |   |       |  |        |
| Total risk-based capital             | \$159,435 | 16.81% | \$75,861                      | 8.00% | \$87,714  | 9.25% | \$94,826   | 10.00% |
| Tier 1 risk-based capital            | 147,524   | 15.56% | 56,896                        | 6.00% | 68,749  | 7.25% | 75,861   | 8.00%  |
| Tier 1 leverage                      | 147,524   | 13.99% | 42,175                        | 4.00% | 42,175  | 4.00% | 52,719   | 5.00%  |
| Tier 1 common equity                 | 147,524   | 15.56% | 42,672                        | 4.50% | 54,525  | 5.75% | 61,637   | 6.50%  |

\*The minimums under Basel III increase by .625% (the capital conservation buffer) annually until 2019. The fully phased-in minimums are 10.5% (Total risk-based capital), 8.5% (Tier 1 risk-based capital), and 7.0% (Tier 1 common equity).

## NOTE 11. SUBSEQUENT EVENTS

Accounting guidance establishes general standards of accounting for, and disclosure of, events that occur after the balance sheet date but before financial statements are issued or are available to be issued. Accordingly, Management has evaluated subsequent events after September 30, 2018 through the date the financial statements were issued and determined that no subsequent events warranted recognition in or disclosure in the interim financial statements.





## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### Forward-Looking Statements

The Company may from time to time make written or oral "forward-looking statements" including statements contained in this Report and in other communications by the Company which are made in good faith pursuant to the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements, such as statements of the Company's plans, objectives, expectations, estimates and intentions, involve risks and uncertainties and are subject to change based on various important factors (some of which are beyond the Company's control). The following factors, among others, could cause the Company's financial performance to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward-looking statements: the strength of the United States economy in general and the strength of the local economies in which the Company conducts operations; the effects of, and changes in, trade, monetary and fiscal policies and laws, including interest rate policies of the Board of Governors of the Federal Reserve System, inflation, interest rate, market and monetary fluctuations; the timely development of, and acceptance of, new products and services of the Company and the perceived overall value of these products and services by users, including the features, pricing and quality compared to competitors' products and services; the impact of changes in financial services laws and regulations (including laws concerning taxes, banking, securities and insurance); technological changes; acquisitions; changes in consumer spending and saving habits; and the success of the Company at managing the risks involved in the foregoing.

The Company cautions that the foregoing list of important factors is not exclusive. The Company also cautions readers not to place undue reliance on these forward-looking statements, which reflect management's analysis only as of the date on which they are given. The Company is not obligated to publicly revise or update these forward-looking statements to reflect events or circumstances that arise after any such date.

Throughout this report, "Parke Bancorp" and "the Company" refer to Parke Bancorp Inc. and its consolidated subsidiaries. The Company is collectively referred to as "we," "us" or "our." Parke Bank is referred to as the "Bank." In the following discussion we provide information about our results of operations, financial condition, liquidity and asset quality. We intend that this information facilitate your understanding and assessment of significant changes and trends related to our financial condition and results of operations. You should read this section in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in our Annual Report on Form 10-K for the year ended December 31, 2017.

### Overview

We are a bank holding company and are headquartered in Washington Township, New Jersey. Through the Bank, we provide personal and business financial services to individuals and small to mid-sized businesses in New Jersey and Pennsylvania. The Bank has branches in Galloway Township, Northfield, Washington Township, Collingswood, New Jersey and Philadelphia, Pennsylvania. The vast majority of our revenue and income is currently generated through the Bank.

We manage our Company for the long term. We are focused on the fundamentals of growing customers, loans, deposits and revenue and improving profitability, while investing for the future and managing risk, expenses and capital. We continue to invest in our products, markets and brand, and embrace our commitments to our customers, shareholders, employees and the communities where we do business. Our approach is concentrated on organically growing and deepening client relationships across our businesses that meet our risk/return measures.

We focus on small to mid - sized business and retail customers and offer a range of loan products, deposits services, and other financial products through our retail branches and other channels. The Company's results of operations are

dependent primarily on its net interest income, which is the difference between the interest income earned on its interest earning-assets and the interest expense paid on its interest-bearing liabilities. In our operations, we have three major lines of lending: residential real estate mortgage, commercial real estate mortgage, and construction lending. Our interest income are primarily generated from our lending and investment activities. Our deposit products include checking, savings, money market accounts, and certificates of deposit. The majority of our deposit accounts are obtained through our retail banking business, which provides us with low cost funding to grow our lending efforts. The Company also generates income from loan and deposit fees and other non-interest related activities. The Company's non-interest expense primarily consists of employee compensation, administration, and other operating expenses.

Our business operations are subject to risks and uncertainties that could material affect our operating results. While economic growth has continued and the macroeconomic environment remains positive, there continue to be various economic, political and other risks

and uncertainties that could impact the Company's businesses and future results, particularly changes in the U.S. economic condition, market interest rates, the Federal Reserve monetary policy, and other government policies and actions of regulatory agencies.

At September 30, 2018, we had total assets of \$1.34 billion, and total equity of \$149.2 million. Net income available to common shareholders for three and nine months ended September 30, 2018 was \$6.1 million and \$17.6 million, respectively.

## Results of Operations

### Three Months Ended September 30, 2018 Compared to Three Months Ended September 30, 2017

**Net Income:** Our net income available to common shareholders for the third quarter of 2018 increased \$2.2 million, or 58.0% to \$6.1 million compared to \$3.9 million for the same period last year. Earnings per share were \$0.60 per basic common share and \$0.56 per diluted common share for the third quarter of 2018 compared to \$0.46 per basic common share and \$0.38 per diluted common share for the same period last year. The increase in net income available to common shareholders primarily resulted from a \$3.2 million increase in interest income and \$1.1 million increase in non-interest income, partially offset by a \$1.6 million increase in interest expense and a \$322,000 increase in non-interest expense.

**Net Interest Income:** Our net interest income increased \$1.6 million, or 14.8% to \$12.3 million for the third quarter of 2018 compared to \$10.7 million for the third quarter of 2017. Interest income for the third quarter of 2018 increased to \$16.0 million, an increase of \$3.2 million, or 24.7%, from \$12.8 million for the third quarter of 2017. The increase in interest income resulted from the combined effects of higher average loan balances and higher yields. Interest expense increased to \$3.7 million for the three months ended September 30, 2018, from \$2.1 million for the three months ended September 30, 2017. The increase was attributable to an increase in average interest bearing deposits and an increase in the average rates paid on deposits and borrowings.

**Provision for loan losses:** The provision for loan losses increased \$100,000 for the three months ended September 30, 2018 to \$600,000 compared to \$500,000 for the same period last year. The increase was due primarily to higher average loan volume. For more information about our provision and allowance for loan and lease losses and our loss experience, see "Financial Condition-Allowance for Loan and Lease Losses" below and NOTE 4 to the consolidated financial statements.

**Non-interest Income:** Our non-interest income was \$1.1 million for the three months ended September 30, 2018, an increase of \$1.1 million compared to \$14,000 for the same period last year. The increase was primarily attributable to an increase in fee income related to the commercial deposit accounts, and a decrease in expenses related to the sale of other real estate owned (OREO), partially offset by decrease in gains on the sale of SBA loans during the third quarter of 2018.

**Non-interest Expense:** Our non-interest expense increased \$322,000 to \$3.9 million for the three months ended September 30, 2018, from \$3.6 million for the three months ended September 30, 2017. The increase was primarily due to a \$68,000 increase in occupancy expense and a \$371,000 increase in compensation and benefits, partially offset by a \$147,000 decrease in professional services expense.

**Income Tax:** Income tax expense was \$2.6 million on income before taxes of \$8.8 million for the three months ended September 30, 2018, resulting in an effective tax rate of 29.6%, compared to income tax expense of \$2.4 million on income before taxes of \$6.6 million for the same period of 2017, resulting in an effective tax rate of 36.9%. Income tax expense increased \$180,000 primarily due to the combined effects of increased income for the quarter and the impact of the Tax Cuts and Jobs Act enacted in December of 2017.

Nine Months Ended September 30, 2018 Compared to Nine Months Ended September 30, 2017

Net income: Our net income available to common shareholders for the nine months ended September 30, 2018 increased \$7.1 million, or 68.5% to \$17.6 million compared to \$10.4 million for the nine months ended September 30, 2017. Earnings per share were \$1.88 per basic common share and \$1.65 per diluted common share for the nine months ended September 30, 2018 compared to \$1.25 per basic common share and \$1.05 per diluted common share for the same period last year. The increase in the net income available to common shareholders primarily resulted from a \$8.7 million increase in interest income, a \$1.6 million increase in non-interest income, and a \$800,000 decrease in the provision for loan losses, offset in part by a \$3.6 million increase in interest expense.

Net interest income: Our net interest income increased \$5.1 million, or 17.3% to \$34.9 million for the nine months ended September 30, 2018 compared to \$29.7 million for the same period last year. Interest income for the nine months ended September 30, 2018 increased to \$44.4 million, an increase of \$8.7 million, or 24.4% from \$35.7 million for the same period of 2017. The increase in interest income resulted primarily from higher average loan balances and higher yields. Interest expense increased to \$9.5 million for the

nine months ended September 30, 2018 from \$6.0 million for the same period of 2017. The increase was attributable to the combined effects of an increase in average interest bearing deposits and an increase in the average rates paid on deposits and borrowings.

**Provision for loan losses:** The provision for loan losses was \$1.2 million for the nine month ended September 30, 2018 compared to the provision for loan losses of \$2.0 million for the same period last year. The \$800,000 decrease was due primarily to improved loan credit quality. For more information about our provision and allowance for loan and lease losses and our loss experience, see “Financial Condition-Allowance for Loan and Lease Losses” below and NOTE 4 to the consolidated financial statements.

**Non-interest income:** Our non-interest income was \$2.6 million for the nine months ended September 30, 2018, an increase of \$1.6 million, or 160.1%, compared to \$1.0 million for the same period last year. The increase was primarily due to increased fee income from loan and commercial deposit accounts as well as decrease in expenses related to the sale of OREO.

**Non-interest expense:** Our non-interest expense increased \$962,000 to \$11.8 million for the nine months ended September 30, 2018, from \$10.9 million for the nine months ended September 30, 2017. The increase was primarily due to a \$239,000 increase in occupancy expense, and a \$685,000 increase in compensation and benefits reflecting the growth of the business.

**Income Tax:** Income tax expense was \$6.4 million on income before taxes of \$24.5 million for the nine months ended September 30, 2018, resulting in an effective tax rate of 26.0%, compared to income tax expense of \$6.6 million on income before taxes of \$17.9 million for the same period of 2017, resulting in an effective tax rate of 36.8%. Income tax expense decreased by \$217,000 primarily due to the Tax Cuts and Jobs Act enacted in December of 2017.

#### Net Interest Income

Net interest income is the interest earned on debt securities, loans and other interest-earning assets minus the interest paid on deposits, short-term borrowings and long-term debt. The net interest margin is the average yield of net interest income on average earning assets. Net interest income and the net interest margin in any one period can be significantly affected by a variety of factors including the mix and overall size of our earning assets portfolio and the cost of funding those assets.

The following tables presents the average daily balances of assets, liabilities and equity and the respective interest earned or paid on interest-earning assets and interest-bearing liabilities, as well as average annualized rates, for the periods indicated.

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|   | For the Three Months Ended September 30,<br>2018 |                                |                | 2017               |                                |                |
|---|--|--------------------------------|----------------|--------------------|--------------------------------|----------------|
|   | Average<br>Balance                               | Interest<br>Income/<br>Expense | Yield/<br>Cost | Average<br>Balance | Interest<br>Income/<br>Expense | Yield/<br>Cost |
|   | (amounts in thousands, except percentages)       |                                |                |                    |                                |                |
| <b>Assets</b>                               |  |                                |                |                    |                                |                |
| Loans                                       | \$1,142,427                                      | \$15,337                       | 5.33%          | \$943,060          | \$12,404                       | 5.22%          |
| Investment securities                       | 40,469   | 333                            | 3.26%          | 49,054             | 349                            | 2.82%          |
| Federal funds sold and cash equivalents     | 71,837   | 343                            | 1.89%          | 30,133             | 85                             | 1.12%          |
| Total interest-earning assets               | 1,254,733  | 16,013                         | 5.06%          | 1,022,247          | 12,838                         | 4.98%          |
| Other assets                                | 58,727   |                                |                | 64,271             |                                |                |
| Allowance for loan losses                   | (17,504 )  |                                |                | (16,403 )          |                                |                |
| Total assets                                | \$1,295,956                                      |                                |                | \$1,070,115        |                                |                |
| <b>Liabilities and Shareholders' Equity</b> |  |                                |                |                    |                                |                |
| Interest bearing deposits:                  |  |                                |                |                    |                                |                |
| NOWs  | 50,274   | \$68                           | 0.54%          | 44,271             | 53                             | 0.47%          |
| Money markets                               | 182,037  | 806                            | 1.76%          | 141,339            | 308                            | 0.86%          |
| Savings                                     | 149,591  | 200                            | 0.53%          | 181,470            | 243                            | 0.53%          |
| Time deposits                               | 330,506  | 1,386                          | 1.66%          | 284,315            | 833                            | 1.16%          |
| Brokered certificates of deposit            | 102,124  | 591                            | 2.30%          | 75,269             | 230                            | 1.21%          |
| Total interest-bearing deposits             | 814,532  | 3,051                          | 1.49%          | 726,664            | 1,667                          | 0.91%          |
| Borrowings                                  | 118,216  | 686                            | 2.30%          | 113,053            | 480                            | 1.68%          |
| Total interest-bearing liabilities          | 932,748  | 3,737                          | 1.59%          | 839,717            | 2,147                          | 1.01%          |
| Non-interest bearing deposits               | 206,767  |                                |                | 88,737             |                                |                |
| Other liabilities                           | 8,176  |                                |                | 6,419              |                                |                |
| Total non-interest bearing liabilities      | 214,943  |                                |                | 95,156             |                                |                |
| Equity                                      | 148,265  |                                |                | 135,242            |                                |                |
| Total liabilities and shareholders' equity  | \$1,295,956                                      |                                |                | \$1,070,115        |                                |                |
| Net interest income                         |  | \$12,276                       |                |                    | \$10,691                       |                |
| Interest rate spread                        |  |                                | 3.47%          |                    |                                | 3.97%          |
| Net interest margin                         |  |                                | 3.88%          |                    |                                | 4.15%          |

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|   | For the Nine Months Ended September 30,<br>2018 |                                |                | 2017               |                                |                |
|---|---|--------------------------------|----------------|--------------------|--------------------------------|----------------|
|   | Average<br>Balance                              | Interest<br>Income/<br>Expense | Yield/<br>Cost | Average<br>Balance | Interest<br>Income/<br>Expense | Yield/<br>Cost |
| (amounts in thousands, except percentages)  |   |                                |                |                    |                                |                |
| <b>Assets</b>                               |   |                                |                |                    |                                |                |
| Loans                                       | \$1,079,771                                     | \$42,593                       | 5.27%          | \$905,954          | \$34,409                       | 5.08%          |
| Investment securities                       | 42,358  | 1,014                          | 3.20%          | 50,066             | 1,073                          | 2.87%          |
| Federal funds sold and cash equivalents     | 62,001  | 791                            | 1.71%          | 29,972             | 220                            | 0.98%          |
| Total interest-earning assets               | 1,184,130                                       | 44,398                         | 5.01%          | 985,992            | 35,702                         | 4.84%          |
| Other assets                                | 58,952  |                                |                | 63,058             |                                |                |
| Allowance for loan losses                   | (17,222 )                                       |                                |                | (16,013 )          |                                |                |
| Total assets                                | \$1,225,860                                     |                                |                | \$1,033,037        |                                |                |
| <b>Liabilities and Shareholders' Equity</b> |   |                                |                |                    |                                |                |
| <b>Interest bearing deposits:</b>           |   |                                |                |                    |                                |                |
| NOWs  | 52,366  | 194                            | 0.50%          | 40,854             | 153                            | 0.50%          |
| Money markets                               | 168,317   | 1,892                          | 1.50%          | 133,816            | 726                            | 0.73%          |
| Savings                                     | 159,605   | 634                            | 0.53%          | 183,196            | 727                            | 0.53%          |
| Time deposits                               | 306,836   | 3,399                          | 1.48%          | 286,848            | 2,482                          | 1.16%          |
| Brokered certificates of deposit            | 100,583   | 1,505                          | 2.00%          | 73,283             | 591                            | 1.08%          |
| Total interest-bearing deposits             | 787,707   | 7,624                          | 1.29%          | 717,997            | 4,679                          | 0.87%          |
| Borrowings                                  | 119,262   | 1,882                          | 2.11%          | 102,064            | 1,276                          | 1.67%          |
| Total interest-bearing liabilities          | 906,969   | 9,506                          | 1.40%          | 820,061            | 5,955                          | 0.97%          |
| Non-interest bearing deposits               | 168,296   |                                |                | 74,539             |                                |                |
| Other liabilities                           | 7,520   |                                |                | 6,153              |                                |                |
| Total non-interest bearing liabilities      | 175,816   |                                |                | 80,692             |                                |                |
| Equity                                      | 143,075   |                                |                | 132,284            |                                |                |
| Total liabilities and shareholders' equity  | \$1,225,860                                     |                                |                | \$1,033,037        |                                |                |
| Net interest income                         |   | \$34,892                       |                |                    | \$29,747                       |                |
| Interest rate spread                        |   |                                | 3.61%          |                    |                                | 3.87%          |
| Net interest margin                         |   |                                | 3.94%          |                    |                                | 4.03%          |

**Financial Condition**

**General**

At September 30, 2018, the Company's total assets were \$1.34 billion, an increase of \$204.5 million or 18.0%, from December 31, 2017. The increase in total assets was primarily attributable to the increase in total loans outstanding, primarily one-to-four-family residential loans which increased \$102.2 million to \$518.6 million at September 30, 2018 from \$416.3 million at December 31, 2017 and an increase in cash and cash equivalents.

Total liabilities were \$1.19 billion at September 30, 2018. This represented a \$190.1 million, or 19.0%, increase from \$1.00 billion at December 31, 2017. The increase in total liabilities was primarily due to an increase in total deposits, which increased \$198.8 million, or 22.9%, to \$1.1 billion at September 30, 2018 from \$866.4 million at December 31, 2017.

Total equity was \$149.2 million and \$134.8 million at September 30, 2018 and December 31, 2017, respectively, for an increase of \$14.4 million from December 31, 2017.





The following table presents certain key condensed balance sheet data as of September 30, 2018 and December 31, 2017:

|                               | September 30,<br>2018  | December 31,<br>2017 |
|-------------------------------|------------------------|----------------------|
|                               | (Amounts in thousands) |                      |
| Cash and cash equivalents     | 86,735                 | 42,113               |
| Investment securities         | 33,679                 | 40,259               |
| Loans held for sale           | 2,217                  | 1,541                |
| Loans, net of unearned income | 1,179,849              | 1,011,717            |
| Allowance for loan losses     | (17,918 )              | (16,533 )            |
| Total assets                  | 1,341,990              | 1,137,452            |
| Total deposits                | 1,065,202              | 866,383              |
| FHLB NY borrowings            | 104,650                | 114,650              |
| Subordinated debt             | 13,403                 | 13,403               |
| Total liabilities             | 1,192,785              | 1,002,672            |
| Total equity                  | 149,205                | 134,780              |
| Total liabilities and equity  | 1,341,990              | 1,137,452            |

#### Cash and cash equivalents

Cash and cash equivalents increased \$44.6 million to \$86.7 million at September 30, 2018 from \$42.1 million at December 31, 2017, an increase of 106.0%. The increase was primarily due to the cash received from the increase of deposits.

#### Investment securities

Total investment securities decreased to \$33.7 million at September 30, 2018, from \$40.3 million at December 31, 2017, a decrease of \$6.6 million or 16.3%. The decrease was due to the normal pay downs of mortgage-backed securities and the call of one of the Bank's municipal securities of \$1.2 million. For detailed information on the composition and maturity distribution of our investment portfolio, see [NOTE 3 - Investment Securities](#) to the Financial Statements.

#### Loans

Our lending relationships are primarily with small to mid-sized businesses and individual consumers residing in and around Southern New Jersey and Philadelphia, Pennsylvania. We focus our lending efforts primarily in three lending areas: residential mortgage loans, commercial mortgage loans, and construction loans.

We originate residential mortgage loans with adjustable and fixed-rates that are secured by 1-4 family and multifamily residential properties. These loans are generally underwritten under terms, conditions and documentation acceptable to the secondary mortgage market. A substantial majority of such loans can be sold in the secondary market or pledged for potential borrowings.

We originate commercial real estate loans that are secured by commercial real estate properties that are owner and non-owner occupied real estate properties. These loans are typically larger in dollar size and are primarily secured by office buildings, retail buildings, warehouses and general purpose business space. The commercial mortgages loans generally have maturities of twenty years, but re-price within five years.

The construction loans we originate provide real estate acquisition development and construction funds to individuals and real estate developers. The loans are secured by the properties under development. The construction loan funds are disbursed periodically at pre-specified stages of completion.

We also originate commercial and industrial loans, which provide liquidity to businesses in the form of lines of credit and may be secured by accounts receivable, inventory, equipment or other assets. In addition, we have small consumer loan portfolio providing funds to individual borrowers.

At September 30, 2018, total loan balances net of unearned income, were \$1.18 billion, a \$168.8 million increase compared to December 31, 2017.

Loans held for sale (HFS): Loans held for sale are comprised of SBA loans originated for sale. Loans held for sale totaled \$2.2 million at September 30, 2018 and \$1.5 million at December 31, 2017.

Loans receivable: Loans receivable increased to \$1.18 billion at September 30, 2018 from \$1.01 billion at December 31, 2017. The increase was largely driven by the growth of the residential 1 - 4 family mortgage loan portfolio. Loans receivable, excluding loans held for sale, as of September 30, 2018 and December 31, 2017, consisted of the following:

|                                 | September 30, 2018 |                                    | December 31, 2017 |                                    |
|---------------------------------|--------------------|------------------------------------|-------------------|------------------------------------|
|                                 | Amount             | Percentage of Loans to total Loans | Amount            | Percentage of Loans to total Loans |
| (Dollars in thousands)          |                    |                                    |                   |                                    |
| Commercial and Industrial       | \$37,689           | 3.2 %                              | \$38,972          | 3.9 %                              |
| Construction                    | 134,436            | 11.3 %                             | 95,625            | 9.5 %                              |
| Real Estate Mortgage:           |                    |                                    |                   |                                    |
| Commercial – Owner Occupied     | 130,491            | 11.1 %                             | 126,250           | 12.5 %                             |
| Commercial – Non-owner Occupied | 291,700            | 24.7 %                             | 270,472           | 26.7 %                             |
| Residential – 1 to 4 Family     | 518,561            | 44.0 %                             | 416,317           | 41.1 %                             |
| Residential – Multifamily       | 52,038             | 4.4 %                              | 47,832            | 4.7 %                              |
| Consumer                        | 14,934             | 1.3 %                              | 16,249            | 1.6 %                              |
| Total Loans                     | \$1,179,849        | 100.00 %                           | \$1,011,717       | 100.00 %                           |

#### Deposits

At September 30, 2018, the Bank's total deposits increased to \$1.1 billion from \$866.4 million at December 31, 2017, an increase of \$198.8 million, or 22.9%. The increase in deposits was primarily related to the increase in non-interest bearing deposits and the time deposits.

|                        | September 30, 2018 | December 31, 2017 |
|------------------------|--------------------|-------------------|
| (amounts in thousands) |                    |                   |
| Noninterest-bearing    | \$236,030          | \$124,356         |
| Interest-bearing       |                    |                   |
| Checking               | 49,182             | 51,629            |
| Savings                | 144,947            | 173,226           |
| Money market           | 194,297            | 149,311           |
| Time deposits          | 440,746            | 367,861           |
| Total deposits         | \$1,065,202        | \$866,383         |

#### Borrowings

Total borrowings decreased \$10.0 million to \$118.1 million at September 30, 2018 from \$128.1 million at December 31, 2017.

Equity

Total equity increased to \$149.2 million at September 30, 2018 from \$134.8 million at December 31, 2017, an increase of \$14.4 million or 10.7%, primarily due to the retention of earnings from the period.

### Risk Management and Asset Quality

In the normal course of business the Company is exposed to a variety of operational, reputational, legal, regulatory, market, liquidity, and credit risks that could adversely affect our financial performance and financial position. Sound risk management enables us to serve our customers and deliver for our shareholders.

Our asset risk is primarily tied to credit risk. We define credit risk as the risk of loss associated with a borrower or counterparty default. Credit risk exists with many of our assets and exposures including loans, deposit overdrafts, and assets held-for-sale. The discussion below focuses on our loan portfolios, which represent the largest component of assets on our balance sheet for which we have credit risk.

We manage our credit risk by establishing what we believe are sound credit policies for underwriting new loans, while monitoring and reviewing the performance of our existing loan portfolios. We employ various credit risk management and monitoring activities to mitigate risks associated with loans we hold or originate. In making credit decisions, we consider loan concentrations and related credit quality, economic and market conditions, regulatory mandates, and changes in interest rates.

A key to our credit risk management is adherence to a well-controlled underwriting process. When we originate a loan, we assess the borrower's ability to meet the loan's terms and conditions based on the risk profile of the borrower, repayment sources, the nature of underlying collateral, and other support given current events, conditions and expectations. We actively monitor and review our loan portfolio throughout a borrower's credit cycle. A borrower's ability to repay can be adversely affected by economic and personal financial changes as well as other factors. Likewise, changes in market conditions and other external factors can affect collateral valuations. We adjust our financial assessments to reflect changes in the financial condition, cash flow, risk profile or outlook of a borrower.

We established credit monitoring and tracking systems and closely monitor economic conditions and loan performance trends to manage and evaluate our exposure to credit risk. The system supplements the credit review process by providing management with frequent reports related to loan production, loan quality, concentrations of credit risk, loan delinquencies, TDR, nonperforming loans and potential problems loans.

The Company also maintains an outsourced independent loan review program that reviews and validates the credit risk assessment program on a periodic basis. Results of these external independent reviews are presented to management. The external independent loan review process complements and reinforces the risk identification and assessment decisions made by lenders and credit risk management personnel.

Although credit policies are designed to minimize risk, management recognizes that loan losses will occur and the amount of these losses will fluctuate depending on the risk characteristics of the loan portfolio as well as general and regional economic conditions.

#### Allowance for Loan and Lease Losses:

We maintain the allowance for loan and lease losses at levels that we believe to be appropriate to absorb estimated probable credit losses incurred in the portfolios as of the balance sheet date. Refer to the Note 4 - Loans and Allowance for Loan and Lease Losses in the notes for further discussion on management's methodology for estimating the allowance for loan losses.

At September 30, 2018, the allowance for loan losses was \$17.9 million, as compared to \$16.5 million at December 31, 2017. The ratio of the allowances for loan losses to total loans was 1.52% and 1.63% at September 30, 2018 and December 31, 2017, respectively. The ratio of the allowance for loan losses to non-performing assets increased to 221.2% at September 30, 2018, compared to 140.3% at December 31, 2017. During the nine-month period ended September 30, 2018, the Company charged off \$95,000 in loans, and recovered \$280,000, compared to

\$2.0 million charged off in the nine months ended September 30, 2017, and \$302,000 in recoveries. Specific allowances for loan losses have been established in the amount of \$342,000 at September 30, 2018, as compared to \$458,000 on impaired loans at December 31, 2017. We have established reserves for all losses that we believe are both probable and reasonably estimable at September 30, 2018 and December 31, 2017. There can be no assurance, however, that further additions to the allowance will not be required in future periods.

The table below presents changes in the Company's allowance for loan losses for the periods indicated.

|  | Nine months ended      |          |
|--|------------------------|----------|
|  | 2018                   | 2017     |
|  | (amounts in thousands) |          |
| Balance at the beginning of the period | \$16,533               | \$15,580 |
| Charge-offs:                           |                        |          |
| Commercial and Industrial              | —                      | (134 )   |
| Construction:                          | (27 )                  | (687 )   |
| Real Estate Mortgage:                  |                        |          |
| Commercial – Owner Occupied            | —                      | (430 )   |
| Commercial – Non-owner Occupied        | (49 )                  | (622 )   |
| Residential – 1 to 4 Family            | —                      | (118 )   |
| Residential – Multifamily              | —                      | (50 )    |
| Consumer                               | (19 )                  | —        |
| Total charge - offs                    | (95 )                  | (2,041 ) |
| Recoveries:                            |                        |          |
| Commercial and Industrial              | 40                     | 45       |
| Construction:                          | —                      | —        |
| Real Estate Mortgage:                  |                        |          |
| Commercial – Owner Occupied            | 153                    | 94       |
| Commercial – Non-owner Occupied        | 61                     | 148      |
| Residential – 1 to 4 Family            | 26                     | 15       |
| Residential – Multifamily              | —                      | —        |
| Consumer                               | —                      | —        |
| Total recoveries                       | 280                    | 302      |
| Net recoveries (charge-offs)           | 185                    | (1,739 ) |
| Provisions for loan and lease losses   | 1,200                  | 2,000    |
| Balance at the end of the period       | \$17,918               | \$15,841 |

#### Loan Delinquencies and Nonperforming Assets:

We have established credit monitoring and tracking systems and closely monitor economic conditions and loan performance trends to manage and evaluate our exposure to credit risk. Trends in delinquency rates may be a key indicator, among other considerations, of credit risk within the loan portfolios.

The measurement of delinquency status is based on the contractual terms of each loan. Loans are considered past due if the required principal and interest payments have not been received as of the date such payments were due. Loans that are 30 days or more past due in terms of principal and interest payments are considered delinquent. Loans are placed on non-accrual status when, in management's opinion, the borrower may be unable to meet payment obligations as they become due, as well as when a loan is 90 days past due, unless the loan is well secured and in the process of collection, as required by regulatory provisions. Loans may be placed on non-accrual status regardless of whether or not such loans are considered past due. When interest accrual is discontinued, all unpaid accrued interest is reversed. Interest income is subsequently recognized only to the extent cash payments are received in excess of principal due. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

Delinquent loans totaled \$4.3 million, or 0.4% of total loans at September 30, 2018, a decrease of \$702,000 from December 31, 2017. At September 30, 2018, loans 30 to 89 days delinquent totaled \$1.2 million, an increase of



\$746,000 from December 31, 2017. Loans delinquent 90 days or more and not accruing interest totaled \$3.1 million or 0.3% of total loans at September 30, 2018, a decrease of \$1.4 million from \$4.5 million, or 0.4% of total loans at December 31, 2017. The two largest nonperforming loan relationships as of September 30, 2018 were a \$1.4 million construction loan and a \$565,000 residential one-to-four-family loan.

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The table below presents an age analysis of past due loans by loan class and the percentage of the nonperforming loans to total loans at September 30, 2018

| September 30, 2018              | 30-59<br>Days<br>Past<br>Due         | 60-89<br>Days<br>Past<br>Due | Greater<br>than 90<br>Days<br>and<br>Not<br>Accruing<br>(NPL) | Greater<br>than 90<br>Days and<br>Accruing | Current      | Total<br>Loans | NPL<br>to<br>Loan<br>Type<br>% |
|---------------------------------|--------------------------------------|------------------------------|---|--|--------------|----------------|--------------------------------|
|                                 | (amounts in thousands except ratios) |                              |   |  |              |                |                                |
| Commercial and Industrial       | \$—                                  | \$128                        | \$14  | \$   | —37,547      | \$37,689       | 0.04%                          |
| Construction                    | —                                    | —                            | 1,365   | —  | 133,071      | 134,436        | 1.02%                          |
| Real Estate Mortgage:           |                                      |                              |   |  |              |                |                                |
| Commercial – Owner Occupied     | —                                    | —                            | —   | —  | 130,491      | 130,491        | — %                            |
| Commercial – Non-owner Occupied | —                                    | —                            | 290   | —  | 291,410      | 291,700        | 0.10%                          |
| Residential – 1 to 4 Family     |                                      | 928                          | 1,417   | —  | 516,216      | 518,561        | 0.27%                          |
| Residential – Multifamily       | —                                    | —                            | —   | —  | 52,038       | 52,038         | — %                            |
| Consumer                        | 134                                  | —                            | —   | —  | 14,800       | 14,934         | — %                            |
| Total Loans                     | \$134                                | \$1,056                      | \$3,086   | \$   | —\$1,175,573 | \$1,179,849    | 0.26%                          |

#### Impaired Loans

Impaired loans include nonperforming loans and TDRs, regardless of nonperforming status. At September 30, 2018, we had \$23.0 million of loans deemed impaired compared to \$25.5 million at December 31, 2017. Impaired loans at September 30, 2018 included \$20.2 million of TDR loans.

#### Troubled Debt Restructurings (TDRs)

A TDR is a loan the terms of which have been restructured in a manner that grants a concession to a borrower experiencing financial difficulties. TDRs result from our loss mitigation activities and include rate reductions, extension of maturity and other actions, which are intended to minimize our economic loss and to avoid foreclosure or repossession of collateral. Loans classified as TDRs are considered impaired loans.

There were no loans modified as TDRs during the periods ended September 30, 2018 and December 31, 2017.

Performing TDRs (not reported as nonaccrual loans) were \$19.9 million and \$20.9 million as of September 30, 2018 and December 31, 2017, respectively. Non-performing TDRs were \$290,000 at September 30, 2018 and December 31, 2017, respectively.

#### Other Real Estate Owned (OREO)

OREO at September 30, 2018 was \$5.0 million, compared to \$7.5 million at September 30, 2017 with the largest property being a condominium development valued at \$1.5 million.

An analysis of OREO activity is as follows:

|   | For the nine<br>months ended<br>September 30,<br>2018 2017 |          |
|---|--|----------|
|   | (amounts in<br>thousands)                                  |          |
| Balance at beginning of period              | \$7,248  | \$10,528 |
| Real estate acquired in settlement of loans | 1,057  | 131      |
| Sales of OREO, net                          | (2,932)  | (1,820)  |

|  |         |          |
|--|---------|----------|
| Loss on sale of OREO and valuation adjustments | (359 )  | (1,352 ) |
| Balance at end of period                       | \$5,014 | \$7,487  |

### Liquidity and Capital Resources

Liquidity is a measure of our ability to generate cash to support asset growth, meet deposit withdrawals, satisfy other contractual obligations, and otherwise operate on an ongoing basis. At September 30, 2018, our cash position was \$86.7 million. We invest cash that is in excess of our immediate operating needs primarily in our interest-bearing account at the Federal Reserve.

Our primary source of funding has been deposits. Funds from other operations, financing arrangements, investment securities available-for-sale also provide significant sources of funding. The Company seeks to rely primarily on core deposits from customers to provide stable and cost-effective sources of funding to support loan growth. We focus on customer service which we believe has resulted in a history of customer loyalty. Stability, low cost and customer loyalty comprise key characteristics of core deposits.

We also use brokered deposits as a funding source, which is more volatile than core deposits. The Bank also joined Promontory Inter Financial Network to secure an additional alternative funding source. Promontory provides the Bank an additional source of external funds through their weekly CDARS® settlement process. The rates are comparable to brokered deposits and can be obtained within a shorter period time than brokered deposits. While deposit accounts comprise the vast majority of our funding needs, we maintain secured borrowing lines with the FHLBNY. As of September 30, 2018, the Company had lines of credit with the FHLBNY of \$286.1 million, of which \$104.7 million was outstanding at September 30, 2018.

Our investment portfolio primarily consists of mortgage-backed available for sale securities issued by US government agency and government sponsored entities. These available for sale securities are readily marketable and are available to meet our additional liquidity needs. At September 30, 2018, the Company's investment securities portfolio classified as available for sale was \$32.6 million. In addition, loans in the Company's residential real estate loan portfolio are underwritten to secondary market criteria, and accordingly could be sold in the secondary mortgage market should the need arise.

We had outstanding loan commitments of \$130.0 million at September 30, 2018. Our loan commitments are normally originated with the full amount of collateral. Such commitments have historically been drawn at only a fraction of the total commitment. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The funding requirements for such commitments occur on a measured basis over time and would be funded by normal deposit growth.

The following is a discussion of our cash flows for the nine months ended September 30, 2018 and 2017

Operating cash flows were \$18.9 million in the nine month ended September 30, 2018, compared to \$11.5 million for the same period in the prior year. The increase in operating cash flow was primarily due to higher interest income and other cash inflow in the current year, principally reflecting increased income from loans and a decrease in use of cash for purchasing SBA loan for sale.

Cash used for investing was \$160.4 million in the nine months ended September 30, 2018, compared to \$99.5 million in the prior year period. The cash used in the investing activities was primarily due to the cash outflow required for net loan growth during the period.

Cash from financing was \$186.2 million in the nine months ended September 30, 2018, compared to cash used for financing of \$72.7 million in the same period of last year. The current year included \$198.8 million of cash inflows from deposits partially offset by \$10.0 million of payment made on FHLBNY borrowings.

### Capital Adequacy

We utilize a comprehensive process for assessing the Company's overall capital adequacy. We actively review our capital strategies in light of current and anticipated business risks, future growth opportunities, industry standards, and compliance with regulatory requirements. The assessment of overall capital adequacy depends on a variety of factors, including asset quality, liquidity, earnings stability, competitive forces, economic conditions, and strength of

management. Our objective is to maintain capital at an amount commensurate with our risk profile and risk tolerance objectives, and to meet both regulatory and market expectations. We primarily manage our capital through the retention of earnings. We also use other meanings to manage our capital. Total shareholder's equity increased \$13.1 million from December 31, 2017, predominantly from the Company's net income of \$18.0 million from the period, net of common and preferred stock dividends of \$4.2 million.

Banks and bank holding companies are subject to various regulatory capital requirements administered by federal banking agencies. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank and the Company must meet specific capital guidelines that involve quantitative measures of their assets, liabilities and certain off-balance sheet items, as calculated under the regulatory accounting practices. The capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings and other factors. Prompt corrective action provisions are not applicable to bank holding companies. Failure to meet minimum capital requirements can result in regulatory actions.

Under the new capital rules issued by the Federal Banking agencies, which became effective in January 2015, the Company and the Bank elected to exclude the effects of certain Accumulated Other Comprehensive Income (“AOCI”) items from its regulatory capital calculation. At September 30, 2018, the Bank and the Company were both considered “well capitalized,”

The following table presents the regulatory capital and ratios of the Company and the Bank at September 30, 2018:

|                           | Amount                               | Ratio  | Amount     | Ratio  |
|---------------------------|--------------------------------------|--------|------------|--------|
|                           | (amounts in thousands except ratios) |        |            |        |
|                           | Company                              |        | Parke Bank |        |
| Total risk-based capital  | \$176,251                            | 16.92% | \$175,774  | 16.88% |
| Tier 1 risk-based capital | 163,166                              | 15.66% | 162,694    | 15.62% |
| Tier 1 leverage           | 163,166                              | 12.58% | 162,694    | 12.55% |
| Tier 1 common equity      | 146,749                              | 14.08% | 162,694    | 15.62% |

#### Off-Balance Sheet Arrangement and Contractual Obligations

In the ordinary course of business, we engage in financial transactions that are not recorded on the balance sheet, or may be recorded on the balance sheet in amounts that are different from the full contract or notional amount of the transaction. Our off-balance sheet arrangements include commitments to extend credit, standby letters of credit and other commitments. These transactions are primarily designed to meet the financial needs of our customers.

We enter into commitments to lend funds to customers, which are usually at a stated interest rate, if funded, and for specific purposes and time periods. When we make commitments, we are exposed to credit risk. However, the maximum credit risk for these commitments will generally be lower than the contractual amount because a significant portion of these commitments is expected to expire without being used by the customer. In addition, we manage the potential risk in commitments to lend by limiting the total amount of commitments, by monitoring maturity structure of these commitments and by applying the same credit standards for these commitments as for all of our credit activities.

For commitments to lend, we generally require collateral or a guarantee. We may require various types of collateral, including accounts receivable, inventory, property, plant and equipment and income-producing commercial properties. Collateral requirements for each loan or commitment may vary based on the commitment type and our assessment of a customer’s credit risk according to the specific credit underwriting, including credit terms and structure.

Commitments to extend credit, or net unfunded loan commitments, represent arrangements to lend funds or provide liquidity subject to specified contractual conditions. These commitments generally have fixed expiration dates, may require payment of a fee, and contain termination clauses in the event the customer’s credit quality deteriorates. At September 30, 2018 and December 31, 2017, used commitments to extend credit amounted to approximately \$130.0 million and \$118.7 million, respectively. Management believes that off-balance sheet risk is not material to the results of operations or financial condition.

Standby letters of credit are conditional commitments issued by Bank to guarantee the performance of a customer to a third party. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. At the September 30, 2018 and December 31, 2017, standby letters of credit with customers were \$18.6 million and \$14.0 million, respectively.

We have adequate resources to fund all unfunded commitments to the extent required and meet all contractual obligations as they come due. At September 30, 2018, such contractual obligations were primarily comprised of deposits, secured and unsecured borrowings, interest payments, operating leases and commitments to originating loans. There were no material changes to the table of specified contractual obligations contained in our Annual Report on Form 10-K during the nine months ended September 30, 2018.

#### Critical Accounting Policies

The Company’s accounting policies are more fully described in Note 1 of the Consolidated Financial Statements included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2017. As disclosed in Note 1, the preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions about future events that affect the amounts reported in the financial

statements and accompanying notes. Actual results could differ significantly from those estimates. The Company believes that the following discussion addresses the Company's most critical accounting policies, which are those that are most important to the portrayal of the Company's financial condition and results of operations and require management's most difficult, subjective and complex judgments.

**Allowance for Loan and Lease Losses:** The allowance for loan losses is the amount estimated by management as necessary to cover losses inherent in the loan portfolio at the balance sheet date. The allowance is established through the provision for loan losses, which is charged to income. We established our allowance in accordance with guidance provided in ASC - Contingencies (ASC 450) and Receivables (ASC 310).

Determining the appropriateness of the allowance is complex and requires significant judgment reflecting the best estimate of credit losses related to specifically identified impaired loans as well as probable loan losses in the remaining loan portfolio. These evaluations are inherently subjective, as they require material estimates and may be susceptible to significant change. The allowance for loan and lease losses is reviewed by the management of the Company monthly and discussed with the audit committee at least quarterly.

Our allowance for loan losses includes a formula-based component and an asset-specific component. The asset-specific component of the allowance relates to loans considered to be impaired, which includes loans that have been modified in TDRs as well as nonperforming loans. To determine the asset-specific component of the allowance, the loans are evaluated individually based on the borrower's ability to repay amounts owed, collateral, relative risk grade of the loans, and other factors given current events and conditions. The Company generally measures the asset-specific allowance as the difference between the fair value (net realizable value) and the recorded investment of a loan.

The formula-based component of the allowance incorporates a historical valuation allowance and a general valuation allowance. The historical loss experience is measured by type of credit and internal risk grade, loss severity, and specific homogeneous risk pools. A historical loss ratio and valuation allowance are established for each pool of similar loans and updated periodically based on actual charge-off experience and current events. The general valuation allowance is based on general economic conditions and other qualitative risk factors both internal and external to the Company. It is generally determined by evaluating, among other things: (i) the experience, ability and effectiveness of the Bank's lending management and staff; (ii) the effectiveness of the Bank's loan policies, procedures and internal controls; (iii) changes in asset quality; (iv) changes in loan portfolio volume; (v) the composition and concentrations of credit; (vi) the impact of competition on loan structuring and pricing; (vii) the effectiveness of the internal loan review function; (viii) the impact of environmental risks on portfolio risks; (ix) the impact of rising interest rates on portfolio risk; and (x) national and local economic trends and conditions, and industry conditions. Management evaluates the degree of risk that each one of these components has on the quality of the loan portfolio on a quarterly basis. Each component is determined to have either a high, high-moderate, moderate, low-moderate or low degree of risk. The results are then input into a "general allocation matrix" to determine an appropriate general valuation allowance.

When evaluating the adequacy of the allowance, the assessment is highly judgmental as the measurement relies upon estimates such as loss severity, asset valuations, default rates, the amounts and timing of interest or principal payments or other factors that are reflective of current and expected market conditions. These estimates are, in turn, dependent on factors such as the duration of current overall economic conditions, industry, portfolio, or borrower-specific factors, the expected outcome of insolvency proceedings as well as, in certain circumstances, other economic factors, including the level of future home prices. All of these estimates and assumptions require significant management judgment and certain assumptions are highly subjective.

#### Other Than Temporary Impairment on Investment Securities (OTTI):

On at least a quarterly basis, we review all debt securities that are in an unrealized loss position for OTTI. An investment security is deemed impaired if the fair value of the investment is less than its amortized cost. Amortized cost includes adjustments (if any) made to the cost basis of an investment for accretion, amortization, previous



other-than-temporary impairments. After an investment security is determined to be impaired, we evaluate whether the decline in value is other-than-temporary. Estimating recovery of the amortized cost basis of a debt security is based upon an assessment of the cash flows expected to be collected. If the present value of the cash flows expected to be collected, discounted at the security's effective yield, is less than the security's amortized cost, OTTI is considered to have occurred.

For a debt security for which there has been a decline in the fair value below amortized cost basis, if we intend to sell the security, or if it is more likely than not we will be required to sell the security before recovery of amortized cost basis, an OTTI write-down is recognized in earnings equal to the entire difference between the amortized cost basis and fair value of the security. For debt securities that are considered OTTI and that we do not intend to sell and will not be required to sell prior to recovery of our amortized cost basis, we separate the amount of the impairment into the amount that is credit related (credit loss component) and the amount due to all other factors. The credit loss component is recognized in earnings and is the difference between the security's amortized cost basis and the present value of its expected future cash flows discounted at the security's effective yield. The remaining difference between the security's fair value and the present value of expected future cash flows is due to factors that are not credit-related and, therefore, is recognized in other comprehensive income.

We have a process in place to identify debt securities that could potentially have a credit impairment that is other than temporary. This process involves monitoring late payments, pricing levels, downgrades by rating agencies, key financial ratios, financial statements, revenue forecasts and cash flow projections as indicators of credit issues. We consider relevant facts and circumstances in evaluating whether a credit or interest rate-related impairment of a security is other than temporary. Relevant facts and circumstances considered include: (1) the extent and length of time the fair value has been below cost; (2) the reasons for the decline in value; (3) the financial position and access to capital of the issuer, including the current and future impact of any specific events; (4) any change in rating agencies' credit ratings at evaluation date from acquisition date and any likely imminent action; (5) for asset-backed securities, the credit performance of the underlying collateral, including delinquency rates, level of non-performing assets, cumulative losses to date, collateral value and the remaining credit enhancement compared with expected credit losses.

**Income Taxes:** Deferred taxes are provided on a liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss carry forwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the difference between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment. Realization of deferred tax assets is dependent on generating sufficient taxable income in the future.

When tax returns are filed, it is highly likely that some positions taken would be sustained upon examination by the taxing authorities, while others are subject to uncertainty about the merits of the position taken or the amount of the position that ultimately would be sustained. The benefit of a tax position is recognized in the financial statements in the period during which, based on all available evidence, management believes it is more likely than not that the position will be sustained upon examination, including the resolution of appeals or litigation processes, if any. The evaluation of a tax position taken is considered by itself and not offset or aggregated with other positions. Tax positions that meet the more likely than not recognition threshold are measured as the largest amount of tax benefit that is more than 50 percent likely of being realized upon settlement with the applicable taxing authority. The portion of benefits associated with tax positions taken that exceeds the amount measured as described above is reflected as a liability for unrecognized tax benefits in the accompanying balance sheet along with any associated interest and penalties that would be payable to the taxing authorities upon examination.

### ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

#### Qualitative Aspects of Market Risk

Market risk is the risk of a loss in earnings or economic value due to adverse movements in market factors such as interest rates, credit spreads, foreign exchange rates, commodity prices and equity prices. We are exposed to market risk primarily by our traditional banking activities of gathering deposits and extending loans. We also are exposed to the market risk by involving in equity, debt investments, and other activities.

Our market risk is primarily related to interest rate risk. Interest rate risk is defined as the exposure of current and future earnings and capital that arises from adverse movements in interest rates. Depending on a bank's asset/liability structure, either rising or declining interest rates can negatively affect the institution's financial condition and results of operations. For example, a bank with predominantly long-term fixed-rate assets, and short-term liabilities could have an adverse earnings exposure to a rising rate environment. Conversely, a short-term or variable-rate asset base funded by longer-term liabilities could be negatively affected by falling rates. This is referred to as re-pricing or maturity mismatch risk.

Interest rate risk also arises from changes in the slope of the yield curve (yield curve risk); from imperfect correlations in the adjustment of rates earned and paid on different instruments with otherwise similar re-pricing characteristics (basis risk); and from interest rate related options imbedded in the Bank's assets and liabilities (option risk).

Our goal is to manage our interest rate risk by determining whether a given movement in interest rates affects our net income and the market value of our portfolio equity in a positive or negative way, and to execute strategies to maintain interest rate risk within established limits.

#### Quantitative Aspects of Market Risk

We view interest rate risk from two different perspectives. The traditional accounting perspective, which defines and measures interest rate risk as the change in net interest income and earnings caused by a change in interest rates, provides the best view of short-term interest rate risk exposure. We also view interest rate risk from an economic perspective, which defines and measures interest rate risk as the change in the market value of portfolio equity caused by changes in the values of assets and liabilities, which have been

caused by changes in interest rates. The market value of portfolio equity, also referred to as the economic value of equity, is defined as the present value of future cash flows from existing assets, minus the present value of future cash flows from existing liabilities.

These two perspectives give rise to income simulation and economic value simulation, each of which presents a unique picture of our risk from any movement in interest rates. Income simulation identifies the timing and magnitude of changes in income resulting from changes in prevailing interest rates over a short-term time horizon (usually one year). Economic value simulation captures more information and reflects the entire asset and liability maturity spectrum. Economic value simulation reflects the interest rate sensitivity of assets and liabilities in a more comprehensive fashion, reflecting all future time periods. It can identify the quantity of interest rate risk as a function of the changes in the economic values of assets and liabilities, and the equity of the Company. Both types of simulation assist in identifying, measuring, monitoring and controlling interest rate risk and are employed by management to ensure that variations in interest rate risk exposure will be maintained within policy guidelines.

The Bank's Asset/Liability Management Committee produces reports on a quarterly basis, which compare current baseline positions (no interest rate change) showing forecasted net income, the economic value of equity and the duration of individual asset and liability classes, and of equity. Duration is defined as the weighted average time to the receipt of the present value of future cash flows. These baseline forecasts are subjected to a series of interest rate changes in order to demonstrate or model the specific impact of the interest rate scenario tested on income, equity and duration. The model, which incorporates all asset and liability rate information, simulates the effect of various interest rate movements on income and equity value. The reports identify and measure the interest rate risk exposure present in our current asset/liability structure.

The table below sets forth an approximation of our interest rate risk exposure. The simulation uses projected re-pricing of assets and liabilities at September 30, 2018. The primary interest rate exposure measurement applied to the entire balance sheet is the effect on net interest income and earnings of a gradual change in market interest rates of plus or minus 200 basis points over a one-year time horizon, and the effect on economic value of equity of a gradual change in market rates of plus or minus 200 basis points for all projected future cash flows. Various assumptions are made regarding the prepayment speed and optionality of loans, investments and deposits, which are based on analysis, market information and in-house studies. The assumptions regarding optionality, such as prepayments of loans and the effective maturity of non-maturity deposit products are documented periodically through evaluation under varying interest rate scenarios.

Because the prospective effects of hypothetical interest rate changes are based on a number of assumptions, these computations should not be relied upon as indicative of actual results. While we believe such assumptions to be reasonable, there can be no assurance that assumed prepayment rates will approximate actual future mortgage-backed security, collateralized mortgage obligation and loan repayment activity. Further the computation does not reflect any actions that management may undertake in response to changes in interest rates. Management periodically reviews its rate assumptions based on existing and projected economic conditions.

| As of September 30, 2018:    | (Dollars in thousands except % change data) |               |          |
|------------------------------|---|---------------|----------|
| Basis point change in rates  | -200  | Base Forecast | 200      |
| Net Interest Income at Risk: |   |               |          |
| Net Interest Income          | \$53,341                                    | \$51,218      | \$50,545 |
| % change                     | 4.15  | %             | (1.31)%  |
| Economic Value at Risk:      |   |               |          |

|          |           |           |           |
|----------|-----------|-----------|-----------|
| Equity   | \$183,123 | \$146,659 | \$119,726 |
| % change | 24.86     | %         | (18.36)%  |

As of September 30, 2018, based on the scenarios above, net interest income at risk would be positively affected over a one-year time horizon in a declining rate environment and negatively affected in a rising rate environment of 200 basis points. Economic value at risk would be positively affected over a one-year time horizon in a declining rate environment and negatively affected in a rising rate environment.

Overall, our September 30, 2018 results indicate that we are adequately positioned with limited net interest income and economic value at risk and that all interest rate risk results continue to be within our policy guidelines.

## ITEM 4. CONTROLS AND PROCEDURES

### Disclosure Controls and Procedures

Evaluation of disclosure controls and procedures. Based on their evaluation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, (the "Exchange Act")), the Company's principal executive officer and principal financial officer have concluded that as of the end of the period covered by this Quarterly Report on Form 10-Q, such disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the required time periods specified in the SEC's rules and forms.

### Internal Controls

Changes in internal control over financial reporting. During the last quarter, there were no changes in the Company's internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

## PART II. OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS

On June 19, 2015, Devon Drive Lionville, LP, North Charlotte Road Pottstown, LP, Main Street Peckville, LP, Rhoads Avenue Newtown Square, LP, VG West Chester Pike, LP, 1301 Phoenix, LP, John M. Shea and George Spaeder (collectively, the "Plaintiffs"), filed suit in the U.S. District Court for the Eastern District of Pennsylvania, against Parke Bancorp, Inc., Parke Bank and Parke Bank's, President and Chief Executive Officer and Senior Vice President (collectively the "Parke Parties") alleging civil violations of the Racketeer Influenced and Corrupt Organizations Act ("RICO"), among other claims, seeking compensatory and punitive damages. The allegations stem from a series of loans made by Parke Bank to the various Plaintiffs which subsequently went into default. The Plaintiffs are alleging that funds of one or more of the Plaintiffs were used to repay loans of another. The Parke Parties believe the material allegations of wrongdoing are without merit and intend to vigorously defend against the claims asserted in this litigation. The Parke Parties have filed a motion to dismiss all of the claims asserted against the Parke Parties on the grounds that, among other things, the claims asserted were addressed in prior litigation between the parties, including foreclosure actions, and were resolved in favor of the Parke Parties.

Other than the aforementioned litigation, there are no material pending legal proceedings to which the Company or its Subs. are a party or to which any of its property is subject, other than ordinary routine litigation incidental to the business of the Company.

### ITEM 1A. RISK FACTORS

There were no material changes since December 31, 2017 to the risk factors relevant to the Company's operations that were identified in Item 1A of the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

### ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

There were no securities purchased during the three months ended September 30, 2018.

### ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

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31.1 Certification of CEO required by Rule 13a-14(a).

31.2 Certification of CFO required by Rule 13a-14(a).

32 Certification required by 18 U.S.C. §1350.

101.INS XBRL Instance Document \*

101.SCH XBRL Schema Document \*

101.CALXBRL Calculation Linkbase Document \*

101.LABXBRL Labels Linkbase Document \*

101.PRE XBRL Presentation Linkbase Document \*

101.DEF XBRL Definition Linkbase Document \*

\* Submitted as Exhibits 101 to this Form 10-Q are documents formatted in XBRL (Extensible Business Reporting Language).

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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.

PARKE BANCORP, INC.

Date: November 7, 2018 /s/ Vito S. Pantilione  
Vito S. Pantilione  
President and Chief Executive Officer  
(Principal Executive Officer)

Date: November 7, 2018 /s/ John F. Hawkins  
John F. Hawkins  
Senior Vice President and  
Chief Financial Officer  
(Principal Accounting Officer)