

BROOKLINE BANCORP INC  
Form 10-Q  
November 03, 2017

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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, 2017

Commission file number 0-23695

Brookline Bancorp, Inc.  
(Exact name of registrant as specified in its charter)

Delaware 04-3402944  
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

131 Clarendon Street, Boston, MA 02116  
(Address of principal executive offices) (Zip Code)

(617) 425-4600  
(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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 12-b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller Reporting Company

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.

Edgar Filing: BROOKLINE BANCORP INC - Form 10-Q

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES  NO

At November 3, 2017, the number of shares of common stock, par value \$0.01 per share, outstanding was 76,652,372.

---

Table of Contents

BROOKLINE BANCORP, INC. AND SUBSIDIARIES

FORM 10-Q

Table of Contents

	Page
<u>Part I</u> <u>Financial Information</u>	
<u>Item 1.</u> <u>Unaudited Consolidated Financial Statements</u>	
<u>Unaudited Consolidated Balance Sheets at September 30, 2017 and December 31, 2016</u>	1
<u>Unaudited Consolidated Statements of Income for the Three Months and Nine Months Ended September 30, 2017 and 2016</u>	2
<u>Unaudited Consolidated Statements of Comprehensive Income for the Three Months and Nine Months Ended September 30, 2017 and 2016</u>	3
<u>Unaudited Consolidated Statements of Changes in Equity for the Nine Months Ended September 30, 2017 and 2016</u>	4
<u>Unaudited Consolidated Statements of Cash Flows for the Nine Months Ended September 30, 2017 and 2016</u>	6
<u>Notes to Unaudited Consolidated Financial Statements</u>	8
<u>Item 2.</u> <u>Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	56
<u>Item 3.</u> <u>Quantitative and Qualitative Disclosures About Market Risk</u>	94
<u>Item 4.</u> <u>Controls and Procedures</u>	97
<u>Part II</u> <u>Other Information</u>	
<u>Item 1.</u> <u>Legal Proceedings</u>	98
<u>Item</u> <u>1A.</u> <u>Risk Factors</u>	98
<u>Item 2.</u> <u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	98
<u>Item 3.</u> <u>Defaults Upon Senior Securities</u>	98
<u>Item 4.</u> <u>Mine Safety Disclosures</u>	98
<u>Item 5.</u> <u>Other Information</u>	98
<u>Item 6.</u> <u>Exhibits</u>	99
<u>Signatures</u>	100



Table of Contents

## PART I — FINANCIAL INFORMATION

## Item 1. Unaudited Consolidated Financial Statements

## BROOKLINE BANCORP, INC. AND SUBSIDIARIES

## Unaudited Consolidated Balance Sheets

	At September 30, 2017	At December 31, 2016
	(In Thousands Except Share Data)	
<b>ASSETS</b>		
Cash and due from banks	\$35,392	\$ 36,055
Short-term investments	27,971	31,602
Total cash and cash equivalents	63,363	67,657
Investment securities available-for-sale	522,910	523,634
Investment securities held-to-maturity (fair value of \$107,220 and \$85,271, respectively)	107,738	87,120
Total investment securities	630,648	610,754
Loans held-for-sale	2,973	13,078
Loans and leases:		
Commercial real estate loans	3,029,009	2,918,567
Commercial loans and leases	1,585,296	1,495,408
Consumer loans	1,025,135	984,889
Total loans and leases	5,639,440	5,398,864
Allowance for loan and lease losses	(65,413)	(53,666)
Net loans and leases	5,574,027	5,345,198
Restricted equity securities	62,135	64,511
Premises and equipment, net of accumulated depreciation of \$61,716 and \$58,790, respectively	81,159	76,176
Deferred tax asset	28,093	25,247
Goodwill	137,890	137,890
Identified intangible assets, net of accumulated amortization of \$33,219 and \$31,649, respectively	6,563	8,133
Other real estate owned ("OREO") and repossessed assets, net	4,398	1,399
Other assets	95,035	88,086
Total assets	\$6,686,284	\$ 6,438,129
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Deposits:		
Demand checking accounts	\$905,472	\$ 900,474
Interest-bearing deposits:		
NOW accounts	318,284	323,160
Savings accounts	665,558	613,061
Money market accounts	1,749,040	1,733,359
Certificate of deposit accounts	1,167,329	1,041,022
Total interest-bearing deposits	3,900,211	3,710,602
Total deposits	4,805,683	4,611,076
Borrowed funds:		
Advances from the Federal Home Loan Bank of Boston ("FHLBB")	872,579	910,774
Subordinated debentures and notes	83,229	83,105
Other borrowed funds	30,087	50,207
Total borrowed funds	985,895	1,044,086

Edgar Filing: BROOKLINE BANCORP INC - Form 10-Q

Mortgagors' escrow accounts	8,151	7,645
Accrued expenses and other liabilities	74,019	72,573
Total liabilities	5,873,748	5,735,380
Commitments and contingencies (Note 12)		
Stockholders' Equity:		
Brookline Bancorp, Inc. stockholders' equity:		
Common stock, \$0.01 par value; 200,000,000 shares authorized; 81,695,695 shares issued and 75,744,445 shares issued, respectively	817	757
Additional paid-in capital	697,888	616,734
Retained earnings, partially restricted	160,225	136,671
Accumulated other comprehensive loss	(1,893	) (3,818
Treasury stock, at cost; 4,572,954 shares and 4,707,096 shares, respectively	(51,452	) (53,837
Unallocated common stock held by Employee Stock Ownership Plan ("ESOP"); 150,921 shares and 176,688 shares, respectively	(823	) (963
Total Brookline Bancorp, Inc. stockholders' equity	804,762	695,544
Noncontrolling interest in subsidiary	7,774	7,205
Total stockholders' equity	812,536	702,749
Total liabilities and stockholders' equity	\$6,686,284	\$ 6,438,129

See accompanying notes to unaudited consolidated financial statements.

1

---

Table of Contents

## BROOKLINE BANCORP, INC. AND SUBSIDIARIES

## Unaudited Consolidated Statements of Income

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
	(In Thousands Except Share Data)			
Interest and dividend income:				
Loans and leases	\$63,054	\$ 57,858	\$182,750	\$ 167,474
Debt securities	3,154	2,822	9,310	8,829
Marketable and restricted equity securities	788	804	2,311	2,213
Short-term investments	180	47	342	149
Total interest and dividend income	67,176	61,531	194,713	178,665
Interest expense:				
Deposits	5,984	5,112	16,607	14,875
Borrowed funds	4,349	4,069	12,582	11,980
Total interest expense	10,333	9,181	29,189	26,855
Net interest income	56,843	52,350	165,524	151,810
Provision for credit losses	2,911	2,215	17,186	7,138
Net interest income after provision for credit losses	53,932	50,135	148,338	144,672
Non-interest income:				
Deposit fees	2,547	2,289	7,508	6,650
Loan fees	282	330	772	977
Loan level derivative income, net	844	858	1,432	3,697
Gain on sales of investment securities, net	—	—	11,393	—
Gain on sales of loans and leases held-for-sale	1,049	588	1,709	1,986
Other	1,251	1,264	3,544	3,893
Total non-interest income	5,973	5,329	26,358	17,203
Non-interest expense:				
Compensation and employee benefits	21,067	20,369	61,761	58,179
Occupancy	3,650	3,411	10,952	10,328
Equipment and data processing	4,210	3,826	12,437	11,468
Professional services	973	997	3,115	2,925
FDIC insurance	842	956	2,648	2,677
Advertising and marketing	839	844	2,513	2,558
Amortization of identified intangible assets	519	623	1,570	1,879
Merger and acquisition expense	205	—	205	—
Other	3,103	2,362	8,758	7,707
Total non-interest expense	35,408	33,388	103,959	97,721
Income before provision for income taxes	24,497	22,076	70,737	64,154
Provision for income taxes	8,330	7,804	24,924	22,868
Net income before noncontrolling interest in subsidiary	16,167	14,272	45,813	41,286
Less net income attributable to noncontrolling interest in subsidiary	801	655	2,122	2,203
Net income attributable to Brookline Bancorp, Inc.	\$ 15,366	\$ 13,617	\$ 43,691	\$ 39,083
Earnings per common share:				
Basic	\$0.20	\$ 0.19	\$0.59	\$ 0.56
Diluted	0.20	0.19	0.59	0.56
Weighted average common shares outstanding during the year:				
Basic	76,452,530	70,299,722	73,743,658	70,228,127

Edgar Filing: BROOKLINE BANCORP INC - Form 10-Q

Diluted	76,759,430	70,450,760	74,117,180	70,394,465
Dividends declared per common share	\$0.09	\$ 0.09	\$0.27	\$ 0.27

See accompanying notes to unaudited consolidated financial statements.

2

---



Table of Contents

## BROOKLINE BANCORP, INC. AND SUBSIDIARIES

## Unaudited Consolidated Statements of Comprehensive Income

	Three Months Ended September 30, 2017		Nine Months Ended September 30, 2016	
	2017	2016	2017	2016
	(In Thousands)			
Net income before noncontrolling interest in subsidiary	\$16,167	\$14,272	\$45,813	\$41,286
Investment securities available-for-sale:				
Unrealized securities holding gains (losses)	439	(1,672 )	3,002	11,486
Income tax (benefit) expense	(157 )	599	(1,077 )	(4,114 )
Net unrealized securities holding gains (losses) before reclassification adjustments, net of taxes	282	(1,073 )	1,925	7,372
Comprehensive income	16,449	13,199	47,738	48,658
Net income attributable to noncontrolling interest in subsidiary	801	655	2,122	2,203
Comprehensive income attributable to Brookline Bancorp, Inc.	\$15,648	\$12,544	\$45,616	\$46,455

See accompanying notes to unaudited consolidated financial statements.

3

Table of Contents

## BROOKLINE BANCORP, INC. AND SUBSIDIARIES

## Unaudited Consolidated Statements of Changes in Stockholders' Equity

Nine Months Ended September 30, 2017 and 2016

	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive (Loss) Income	Treasury Stock	Unallocated Common Stock Held by ESOP	Total Brookline Bancorp, Inc. Stockholders' Equity	Noncontrolling Interest in Subsidiary	Total Stockholders' Equity
	(In Thousands)								
Balance at December 31, 2016	\$757	\$616,734	\$136,671	\$ (3,818 )	\$ (53,837)	\$ (963 )	\$ 695,544	\$ 7,205	\$ 702,749
Net income attributable to Brookline Bancorp, Inc.	—	—	43,691	—	—	—	43,691	—	43,691
Net income attributable to noncontrolling interest in subsidiary	—	—	—	—	—	—	—	2,122	2,122
Issuance of common stock	60	81,943	—	—	—	—	82,003	—	82,003
Issuance of noncontrolling units	—	—	—	—	—	—	—	118	118
Other comprehensive income	—	—	—	1,925	—	—	1,925	—	1,925
Common stock dividends of \$0.27 per share	—	—	(20,137 )	—	—	—	(20,137 )	—	(20,137 )
Dividend distribution to owners of noncontrolling interest in subsidiary	—	—	—	—	—	—	—	(1,671 )	(1,671 )
Compensation under recognition and retention plan	—	(1,016 )	—	—	2,385	—	1,369	—	1,369
Common stock held by ESOP committed to be released (25,767 shares)	—	227	—	—	—	140	367	—	367
Balance at September 30, 2017	\$817	\$697,888	\$160,225	\$ (1,893 )	\$ (51,452)	\$ (823 )	\$ 804,762	\$ 7,774	\$ 812,536

See accompanying notes to unaudited consolidated financial statements.

4

---

Table of Contents

## BROOKLINE BANCORP, INC. AND SUBSIDIARIES

## Unaudited Consolidated Statements of Changes in Stockholders' Equity (Continued)

Nine Months Ended September 30, 2017 and 2016

	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive (Loss) Income	Treasury Stock	Unallocated Common Stock Held by ESOP	Total Brookline Bancorp, Inc. Stockholders' Equity	Noncontrolling Interest in Subsidiary Equity	Total Stockholders' Equity
	(In Thousands)								
Balance at December 31, 2015	\$757	\$616,899	\$109,675	\$(2,476 )	\$(56,208)	\$(1,162 )	\$667,485	\$6,001	\$673,486
Net income attributable to Brookline Bancorp, Inc.	—	—	39,083	—	—	—	39,083	—	39,083
Net income attributable to noncontrolling interest in subsidiary	—	—	—	—	—	—	—	2,203	2,203
Issuance of noncontrolling interest	—	—	—	—	—	—	—	76	76
Other comprehensive income	—	—	—	7,372	—	—	7,372	—	7,372
Common stock dividends of \$0.27 per share	—	—	(19,018 )	—	—	—	(19,018 )	—	(19,018 )
Dividend distribution to owners of noncontrolling interest in subsidiary	—	—	—	—	—	—	—	(1,734 )	(1,734 )
Compensation under recognition and retention plans	—	(1,023 )	—	—	2,057	—	1,034	—	1,034
Common stock held by ESOP committed to be released (27,279 shares)	—	266	—	—	—	149	415	—	415
Balance at September 30, 2016	\$757	\$616,142	\$129,740	\$4,896	\$(54,151)	\$(1,013 )	\$696,371	\$6,546	\$702,917

See accompanying notes to unaudited consolidated financial statements.

5

---

Table of Contents

## BROOKLINE BANCORP, INC. AND SUBSIDIARIES

## Unaudited Consolidated Statements of Cash Flows

	Nine Months Ended September 30,	
	2017	2016
	(In Thousands)	
Cash flows from operating activities:		
Net income attributable to Brookline Bancorp, Inc.	\$43,691	\$ 39,083
Adjustments to reconcile net income to net cash provided from operating activities:		
Net income attributable to noncontrolling interest in subsidiary	2,122	2,203
Provision for credit losses	17,186	7,138
Origination of loans and leases held-for-sale	(20,231 )	(35,568 )
Proceeds from sales of loans and leases held-for-sale, net	23,852	37,516
Deferred income tax benefit	(3,923 )	(191 )
Depreciation of premises and equipment	5,446	5,320
Amortization of investment securities premiums and discounts, net	1,320	1,787
Amortization of deferred loan and lease origination costs, net	4,909	4,438
Amortization of identified intangible assets	1,570	1,879
Amortization of debt issuance costs	75	56
Accretion of acquisition fair value adjustments, net	(1,467 )	(3,105 )
Gain on sales of investment securities, net	(11,393 )	—
Gain on sales of loans and leases held-for-sale	(1,709 )	(1,986 )
Gain on sales of OREO and other repossessed assets, net	(79 )	(84 )
Write-down of OREO and other repossessed assets	430	51
Compensation under recognition and retention plans	1,720	1,250
ESOP shares committed to be released	367	415
Net change in:		
Cash surrender value of bank-owned life insurance	(780 )	(782 )
Other assets	(6,117 )	(20,493 )
Accrued expenses and other liabilities	1,301	8,661
Net cash provided from operating activities	58,290	47,588
Cash flows from investing activities:		
Proceeds from maturities, calls, and principal repayments of investment securities available-for-sale	54,966	76,207
Purchases of investment securities available-for-sale	(52,448 )	(77,275 )
Proceeds from maturities, calls, and principal repayments of investment securities held to maturity	3,154	41,381
Purchases of investment securities held-to-maturity	(23,884 )	(25,045 )
Proceeds from redemption/sales of restricted equity securities	18,111	2,817
Purchase of restricted equity securities	(4,342 )	(2,383 )
Proceeds from sales of loans and leases held-for-investment, net	25,445	23,116
Net increase in loans and leases	(273,700)	(377,638 )
Purchase of premises and equipment, net	(10,604 )	(2,747 )
Proceeds from sales of OREO and other repossessed assets	2,873	2,647
Net cash used for investing activities	(260,429)	(338,920 )

(Continued)

See accompanying notes to unaudited consolidated financial statements.

6

---

Table of Contents

## BROOKLINE BANCORP, INC. AND SUBSIDIARIES

## Unaudited Consolidated Statements of Cash Flows (Continued)

	Nine Months Ended September 30,	
	2017	2016
	(In Thousands)	
Cash flows from financing activities:		
Increase in demand checking, NOW, savings and money market accounts	68,300	240,714
Increase in certificates of deposit	126,307	18,247
Proceeds from FHLBB advances	3,158,111	5,137,549
Repayment of FHLBB advances	(3,195,278)	(5,096,506)
(Decrease) increase in other borrowed funds, net	(20,120 )	412
Increase in mortgagors' escrow accounts, net	506	650
Proceeds from issuance of common stock	82,003	—
Payment of dividends on common stock	(20,137 )	(19,018 )
Payment of income taxes for shares withheld in share based activity	(294 )	—
Proceeds from issuance of noncontrolling units	118	76
Payment of dividends to owners of noncontrolling interest in subsidiary	(1,671 )	(1,734 )
Net cash provided from financing activities	197,845	280,390
Net decrease in cash and cash equivalents	(4,294 )	(10,942 )
Cash and cash equivalents at beginning of period	67,657	75,489
Cash and cash equivalents at end of period	\$63,363	\$ 64,547
Supplemental disclosure of cash flow information:		
Cash paid during the period for:		
Interest on deposits, borrowed funds and subordinated debt	\$31,411	\$ 30,005
Income taxes	26,141	22,949
Non-cash investing activities:		
Transfer from loans and leases held-for-sale to loans and leases	\$7,500	\$ 8,284
Transfer from loans to other real estate owned	6,223	2,423

See accompanying notes to unaudited consolidated financial statements.



Table of Contents

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**

Notes to Unaudited Consolidated Financial Statements

At and for the Nine Months Ended September 30, 2017 and 2016

(1) Basis of Presentation

Overview

Brookline Bancorp, Inc. (the "Company") is a bank holding company (within the meaning of the Bank Holding Company Act of 1956, as amended) and the parent of Brookline Bank, a Massachusetts-chartered savings bank; Bank Rhode Island ("BankRI"), a Rhode Island-chartered financial institution; and First Ipswich Bank ("First Ipswich"), a Massachusetts-chartered trust company (collectively referred to as the "Banks"). The Banks are all members of the Federal Reserve System. The Company is also the parent of Brookline Securities Corp. ("BSC"). The Company's primary business is to provide commercial, business and retail banking services to its corporate, municipal and retail customers through the Banks and its non-bank subsidiaries.

Brookline Bank, which includes its wholly-owned subsidiaries BBS Investment Corp., Longwood Securities Corp. and its 84.2%-owned subsidiary, Eastern Funding LLC ("Eastern Funding"), operates 25 full-service banking offices in the greater Boston metropolitan area. BankRI, which includes its wholly-owned subsidiaries, Acorn Insurance Agency, BRI Realty Corp., Macrolease Corporation ("Macrolease"), BRI Investment Corp. and its wholly-owned subsidiary, BRI MSC Corp., operates 20 full-service banking offices in the greater Providence, Rhode Island area. First Ipswich, which includes its wholly-owned subsidiaries, First Ipswich Insurance Agency and First Ipswich Securities II Corp., operates six full-service banking offices on the north shore of eastern Massachusetts.

The Company's activities include acceptance of commercial, municipal and retail deposits, origination of mortgage loans on commercial and residential real estate located principally in Massachusetts and Rhode Island, origination of commercial loans and leases to small- and mid-sized businesses, investment in debt and equity securities, and the offering of cash management and investment advisory services. The Company also provides specialty equipment financing through its subsidiaries Eastern Funding, which is based in New York City, New York, and Macrolease, which is based in Plainview, New York.

The Company and the Banks are supervised, examined and regulated by the Board of Governors of the Federal Reserve System ("FRB"). As Massachusetts-chartered savings bank and trust companies, Brookline Bank and First Ipswich, respectively, are also subject to regulation under the laws of the Commonwealth of Massachusetts and the jurisdiction of the Massachusetts Division of Banks. As a Rhode Island-chartered financial institution, BankRI is subject to regulation under the laws of the State of Rhode Island and the jurisdiction of the Banking Division of the Rhode Island Department of Business Regulation.

The Federal Deposit Insurance Corporation ("FDIC") offers insurance coverage on all deposits up to \$250,000 per depositor at each of the Banks. As FDIC-insured depository institutions, the Banks are also secondarily subject to supervision, examination and regulation by the FDIC. Additionally, as a Massachusetts-chartered savings bank, Brookline Bank is also insured by the Depositors Insurance Fund ("DIF"), a private industry-sponsored insurance company. The DIF insures savings bank deposits in excess of the FDIC insurance limits. As such, Brookline Bank offers 100% insurance on all deposits as a result of a combination of insurance from the FDIC and the DIF. Brookline Bank is required to file reports with the DIF.

Basis of Financial Statement Presentation

The unaudited consolidated financial statements of the Company presented herein have been prepared pursuant to the rules of the Securities and Exchange Commission ("SEC") for quarterly reports on Form 10-Q and do not include all of the information and note disclosures required by U.S. generally accepted accounting principles ("GAAP"). In the opinion of Management, all adjustments (consisting of normal recurring adjustments) and disclosures considered necessary for the fair presentation of the accompanying consolidated financial statements have been included. Interim results are not necessarily reflective of the results of the entire year. The accompanying unaudited consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Annual Report on Form 10-K for the fiscal year ended December 31, 2016.

The unaudited consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany transactions and balances are eliminated in consolidation.

Table of Contents

BROOKLINE BANCORP, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements (Continued)

At and for the Nine Months Ended September 30, 2017 and 2016

In preparing these consolidated financial statements, Management is required to make significant estimates and assumptions that affect the reported amounts of assets, liabilities, income, expenses and disclosure of contingent assets and liabilities. Actual results could differ from those estimates based upon changing conditions, including economic conditions and future events. Material estimates that are particularly susceptible to significant change in the near-term include the determination of the allowance for loan and lease losses, the determination of fair market values of assets and liabilities, including acquired loans and leases, the review of goodwill and intangibles for impairment and the review of deferred tax assets for valuation allowances.

The judgments used by Management in applying these critical accounting policies may be affected by a further and prolonged deterioration in the economic environment, which may result in changes to future financial results. For example, subsequent evaluations of the loan and lease portfolio, in light of the factors then prevailing, may result in significant changes in the allowance for loan and lease losses in future periods, and the inability to collect outstanding principal may result in increased loan and lease losses.

Reclassification

Certain previously reported amounts have been reclassified to conform to the current year's presentation.

Recent Accounting Pronouncements

In May 2017, the FASB issued ASU 2017-09, Compensation-Stock Compensation (Topic 718): Scope of Modification Accounting. FASB issued this Update to address the diversity in practice as well as the cost and complexity when applying the guidance in Topic 718, Compensation - Stock Compensation, to a change to the terms or conditions of a share-based payment award. For public entities, this ASU is effective for annual reporting periods beginning after December 15, 2017. Management has evaluated this ASU and has determined that ASU 2017-09 does apply. As of September 30, 2017, the Company has adopted the ASU and the adoption did not have a material impact on the Company's consolidated financial statements.

In March 2017, the FASB issued Accounting Standards Update ASU 2017-07, Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost (Topic 715). This ASU was issued primarily to improve the presentation of net periodic pension cost and net periodic postretirement benefit cost. This ASU is effective for annual reporting periods beginning after December 15, 2017. Management believes that this ASU applies and has determined the impact to be immaterial as of September 30, 2017. Management will meet to discuss and will put together a project team to assess steps to adoption prior to implementation of the standard in 2018.

In February 2017, the FASB issued ASU 2017-05, Other Income Gains and Losses from the Derecognition of Nonfinancial Assets (Subtopic 610-20). This ASU was issued to clarify the scope of Subtopic 610-20, and to add guidance for partial sales of nonfinancial assets. For public entities, this ASU is effective for annual reporting periods beginning after December 15, 2017. Management believes that this ASU applies and has determined the impact to be immaterial as of September 30, 2017.

In January 2017, the FASB issued ASU 2017-04, Intangibles - Goodwill and Other (Topic 350). This ASU was issued to simplify the subsequent measurement of goodwill by eliminating Step 2 from the goodwill impairment test. For public entities, this ASU is effective for the fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. Early adoption is permitted and application should be on a prospective basis. Management has evaluated this ASU and has determined that ASU 2017-04 does apply. As of September 30, 2017, the Company has adopted the ASU and determined the impact to be immaterial.

In August 2016, the FASB issued ASU 2016-15, Statement of Cash Flows (Topic 230). This ASU was issued to provide clarification and uniformity on the presentation and classification of certain cash receipts and cash payments in the statement of cash flows under Topic 230. The amendments presented in this ASU are effective for fiscal years

beginning after December 15, 2017. As of September 30, 2017, management believes that ASU 2016-15 does apply, and after completing an internal analysis has determined the impact of adoption of this ASU in 2018 to the financial statement presentation to be immaterial.

In June 2016, the FASB issued ASU 2016-13, Financial instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments. The intent of this ASU is to replace the current GAAP method of calculating credit losses. Current GAAP uses a higher threshold at which likely losses can be calculated and recorded. The new process will require institutions to account for likely losses that originally would not have been part of the calculation. The calculation will

Table of Contents

BROOKLINE BANCORP, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements (Continued)

At and for the Nine Months Ended September 30, 2017 and 2016

incorporate future forecasting in addition to historical and current measures. For public entities that file with the SEC, this ASU is effective for the fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. This ASU must be applied prospectively to debt securities marked as other than temporarily impaired. A retrospective approach will be applied cumulatively to retained earnings. Early adoption is permitted as of the fiscal years beginning after December 15, 2018. Management has determined that ASU 2016-13 does apply, but has not determined the impact, if any, as of September 30, 2017. In preparation for the adoption in 2019 of this ASU, management formed a steering committee which has developed an approach for implementation and has selected a third party software service provider.

In May 2016, the FASB issued ASU 2016-12, Revenue from Contracts with Customers (Topic 606): Narrow-Scope Improvements and Practical Expedients. The intention of this ASU is to provide additional clarification on specific issues brought forth by the FASB and the International Accounting Standards Board Joint Transition Resource Group for Revenue Recognition in relation to Topic 606 and revenue recognition. This ASU is to have the same effective date as ASU 2015-14 which deferred the effective date of ASU 2014-09 to December 15, 2017. Management has determined that ASU 2016-12 does apply as of September 30, 2017. Management assembled a project team to address the changes pursuant to Topic 606 and the majority of the work was performed on the contracts and management believes there will be no material impact. The standard will be effective on January 1, 2018.

In March 2016, the FASB issued ASU 2016-09, Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting. This ASU was issued as part of the FASB Simplification Initiative which intends to reduce the complexity of GAAP while improving usefulness to users. The ASU was effective for annual periods beginning after December 15, 2016, and interim periods within those annual reporting periods with early adoption available. The Company adopted ASU 2016-09 effective January 1, 2017 and the adoption did not have a material impact on the Company's consolidated financial statements.

In March 2016, the FASB issued ASU 2016-08, Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations (Reporting Revenue Gross versus Net). This ASU was issued to clarify how to recognize revenue depending on an entities position, in relation to another entity involved, on contracts with customers. The entity can either be a principal party or an agent, and must record revenue accordingly. This ASU is not yet effective. Since this ASU affects ASU 2014-09, and that effective date was deferred, this ASU remains suspended too. Management has determined that this ASU does apply as of September 30, 2017. Management assembled a project team to address the changes pursuant to Topic 606 and the majority of the work was performed on the contracts. The project is substantially complete and Management believes that there is no material impact as a result of the adoption. The standard will be effective on January 1, 2018.

In February 2016, FASB issued ASU 2016-02, Leases. This ASU requires lessees to put most leases on their balance sheet but recognize expenses on their income statements in a manner similar to current accounting. This ASU also eliminates current real estate-specific provisions for all companies. For lessors, this ASU modifies the classification criteria and the accounting for sales-type and direct financing leases. This ASU is effective for fiscal years beginning after December 15, 2018, including interim periods therein. Early adoption is permitted. Management believes that this ASU applies and has not determined the impact, if any, as of September 30, 2017. Management has met to discuss the impact and will assemble a project team to assess steps required for adoption prior to implementation of the standard in 2019.

In January 2016, the FASB issued ASU 2016-01, Financial Instruments. This ASU significantly revises an entity's accounting related to (1) the classification and measurement of investments in equity securities and (2) the presentation of certain fair value changes for financial liabilities measured at fair value. It also amends certain disclosure requirements associated with the fair value of financial instruments. This ASU is effective for fiscal years beginning after December 15, 2017, including interim periods therein. Management has determined that this ASU does apply and has not determined the impact, if any, as of September 30, 2017. Management has put together a steering committee which has made progress identifying the additional data requirements necessary to implement the

ASU and has determined an approach for implementation which includes the selection of a third party software service provider. A project team will be formed to ensure the availability of the elements needed for exit price disclosure prior to implementation of the standard in 2018.

In August 2015, the FASB issued ASU 2015-14, Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date. This ASU was issued to defer the effective date of ASU 2014-09 for all entities by one year. In effect, public business entities, certain not-for-profit entities, and certain employee benefit plans should apply the guidance in ASU 2014-09 to annual reporting periods (including interim reporting periods within those period) beginning after December 15, 2017. Management has determined that this ASU does apply as of September 30, 2017. A significant amount of the Company's revenues are derived from interest income on financial assets, which are excluded from the scope of the amended guidance.

Table of Contents

BROOKLINE BANCORP, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements (Continued)

At and for the Nine Months Ended September 30, 2017 and 2016

Management assembled a project team to address the changes pursuant to Topic 606 and the project team has completed the scope assessment and contract review for in-scope revenue streams. To date, the Company has not identified any significant changes in the timing of revenue recognition when considering the amended accounting guidance; however, the Company's implementation efforts are ongoing and such assessments may change prior to the implementation date of January 1, 2018.

(2) Acquisitions

First Commons Bank, N.A.

On September 20, 2017, the Company and First Commons Bank, N.A. ("First Commons Bank") entered into a definitive agreement and plan of merger (the "Merger Agreement") pursuant to which First Commons Bank will merge with and into Brookline Bank. The Company expects to consummate the transaction during the first quarter of 2018, subject to approval by First Commons Bank shareholders, the receipt of all required regulatory approvals, and the satisfaction of customary closing conditions.

Under the terms of the Merger Agreement, the Company will pay \$16.70 per share for the outstanding shares and warrants and \$2.9 million in cash for the outstanding options of First Commons Bank representing a total transaction value of approximately \$56.0 million. First Commons Bank stockholders will receive 1.171 shares of the Company's common stock for each First Commons Bank share they own, subject to adjustment based on Company's ten-day, volume-weighted average stock price between \$13.19 and \$15.33. The Company has the option to pay up to 50% of the consideration for the outstanding shares in cash.

First Commons Bank is a national banking association which was organized in 2009 and is headquartered in Newton Centre, a village of Newton, Massachusetts. First Commons Bank operates its business from two banking offices located in Massachusetts. First Commons Bank is engaged principally in the business of attracting deposits from the general public and investing those deposits in residential and commercial real estate loans, and in consumer and small business loans.

At September 30, 2017, First Commons Bank had total consolidated assets of approximately \$311.4 million, loans of approximately \$259.7 million, deposits of approximately \$267.5 million and stockholders' equity of approximately \$35.6 million.

The Company recorded \$205.0 thousand of merger and acquisition expense in connection with the proposed acquisition of First Commons Bank for the three and nine months ended September 30, 2017.

Table of Contents

## BROOKLINE BANCORP, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements (Continued)

At and for the Nine Months Ended September 30, 2017 and 2016

## (3) Investment Securities

The following tables set forth investment securities available-for-sale and held-to-maturity at the dates indicated:

	At September 30, 2017			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
	(In Thousands)			
Investment securities available-for-sale:				
GSE debentures	\$ 139,443	\$ 481	\$ 580	\$ 139,344
GSE CMOs	138,137	34	2,891	135,280
GSE MBSs	182,913	590	1,385	182,118
SBA commercial loan asset-backed securities	77	—	—	77
Corporate debt obligations	58,638	336	83	58,891
U.S. Treasury bonds	4,822	—	11	4,811
Trust preferred securities	1,471	—	68	1,403
Marketable equity securities	975	16	5	986
Total investment securities available-for-sale	\$ 526,476	\$ 1,457	\$ 5,023	\$ 522,910
Investment securities held-to-maturity:				
GSE debentures	\$ 38,622	\$ 11	\$ 561	\$ 38,072
GSEs MBSs	14,788	—	145	14,643
Municipal obligations	53,828	370	185	54,013
Foreign government obligations	500	—	8	492
Total investment securities held-to-maturity	\$ 107,738	\$ 381	\$ 899	\$ 107,220

	December 31, 2016			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
	(In Thousands)			
Investment securities available-for-sale:				
GSE debentures	\$ 98,122	\$ 188	\$ 1,290	\$ 97,020
GSE CMOs	161,483	37	3,480	158,040
GSE MBSs	214,946	794	2,825	212,915
SBA commercial loan asset-backed securities	107	—	—	107
Corporate debt obligations	48,308	360	183	48,485
U.S. Treasury bonds	4,801	—	64	4,737
Trust preferred securities	1,469	—	111	1,358
Marketable equity securities	966	15	9	972
Total investment securities available-for-sale	\$ 530,202	\$ 1,394	\$ 7,962	\$ 523,634
Investment securities held-to-maturity:				
GSE debentures	\$ 14,735	\$ —	\$ 634	\$ 14,101
GSEs MBSs	17,666	—	187	17,479
Municipal obligations	54,219	5	1,020	53,204
Foreign government obligations	500	—	13	487
Total investment securities held-to-maturity	\$ 87,120	\$ 5	\$ 1,854	\$ 85,271



As of September 30, 2017, the fair value of all investment securities available-for-sale was \$522.9 million, with net unrealized losses of \$3.6 million, compared to a fair value of \$523.6 million and net unrealized losses of \$6.6 million as of December 31, 2016. As of September 30, 2017, \$377.4 million, or 72.2% of the portfolio, had gross unrealized losses of \$5.0

12

---

Table of Contents

BROOKLINE BANCORP, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements (Continued)

At and for the Nine Months Ended September 30, 2017 and 2016

million, compared to \$389.0 million, or 74.3% of the portfolio, with gross unrealized losses of \$8.0 million as of December 31, 2016.

As of September 30, 2017, the fair value of all investment securities held-to-maturity was \$107.2 million, with net unrealized losses of \$0.5 million, compared to a fair value of \$85.3 million with net unrealized losses of \$1.8 million as of December 31, 2016. As of September 30, 2017, \$61.2 million, or 57.1% of the portfolio, had gross unrealized losses of \$0.9 million. There were \$82.0 million, or 96.1% of the portfolio, with net unrealized losses \$1.9 million as of December 31, 2016.

Investment Securities as Collateral

As of September 30, 2017 and December 31, 2016, respectively, \$424.1 million and \$429.1 million of investment securities were pledged as collateral for repurchase agreements; municipal deposits; treasury, tax and loan deposits; swap agreements; FRB borrowings; and FHLBB borrowings. The Banks did not have any outstanding FRB borrowings as of September 30, 2017 and December 31, 2016.

Table of Contents

## BROOKLINE BANCORP, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements (Continued)

At and for the Nine Months Ended September 30, 2017 and 2016

## Other-Than-Temporary Impairment ("OTTI")

Investment securities as of September 30, 2017 and December 31, 2016 that have been in a continuous unrealized loss position for less than twelve months or twelve months or longer are as follows:

	At September 30, 2017					
	Less than Twelve Months		Twelve Months or Longer		Total	
	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses
	(In Thousands)					
Investment securities available-for-sale:						
GSE debentures	\$81,964	\$ 492	\$3,008	\$ 88	\$84,972	\$ 580
GSE CMOs	85,854	1,338	48,779	1,553	134,633	2,891
GSE MBSs	132,593	1,129	5,656	256	138,249	1,385
SBA commercial loan asset-backed securities	36	—	34	—	70	—
Corporate debt obligations	10,304	22	2,446	61	12,750	83
U.S. Treasury bonds	4,811	11	—	—	4,811	11
Trust preferred securities	—	—	1,403	68	1,403	68
Marketable equity securities	506	5	—	—	506	5
Temporarily impaired investment securities available-for-sale	316,068	2,997	61,326	2,026	377,394	5,023
Investment securities held-to-maturity:						
GSE debentures	26,166	561	—	—	26,166	561
GSEs MBSs	14,436	145	—	—	14,436	145
Municipal obligations	20,127	185	—	—	20,127	185
Foreign government obligations	492	8	—	—	492	8
Temporarily impaired investment securities held-to-maturity	61,221	899	—	—	61,221	899
Total temporarily impaired investment securities	\$377,289	\$ 3,896	\$61,326	\$ 2,026	\$438,615	\$ 5,922

Table of Contents

## BROOKLINE BANCORP, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements (Continued)

At and for the Nine Months Ended September 30, 2017 and 2016

	December 31, 2016					
	Less than Twelve Months		Twelve Months or Longer		Total	
	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses
	(In Thousands)					
Investment securities available-for-sale:						
GSE debentures	\$67,216	\$ 1,290	\$—	\$ —	\$67,216	\$ 1,290
GSE CMOs	118,450	2,162	38,852	1,318	157,302	3,480
GSE MBSs	149,687	2,822	198	3	149,885	2,825
SBA commercial loan asset-backed securities	—	—	72	—	72	—
Corporate debt obligations	7,953	183	—	—	7,953	183
U.S. Treasury bonds	4,737	64	—	—	4,737	64
Trust preferred securities	—	—	1,358	111	1,358	111
Marketable equity securities	503	9	—	—	503	9
Temporarily impaired investment securities available-for-sale	348,546	6,530	40,480	1,432	389,026	7,962
Investment securities held-to-maturity:						
GSE debentures	14,101	634	—	—	14,101	634
GSEs MBSs	17,289	187	—	—	17,289	187
Municipal obligations	50,098	1,020	—	—	50,098	1,020
Foreign government obligations	487	13	—	—	487	13
Temporarily impaired investment securities held-to-maturity	81,975	1,854	—	—	81,975	1,854
Total temporarily impaired investment securities	\$430,521	\$ 8,384	\$40,480	\$ 1,432	\$471,001	\$ 9,816

The Company performs regular analysis on the investment securities available-for-sale portfolio to determine whether a decline in fair value indicates that an investment security is OTTI. In making these OTTI determinations, management considers, among other factors, the length of time and extent to which the fair value has been less than amortized cost; projected future cash flows; credit subordination and the creditworthiness; capital adequacy and near-term prospects of the issuers.

Management also considers the Company's capital adequacy, interest-rate risk, liquidity and business plans in assessing whether it is more likely than not that the Company will sell or be required to sell the investment securities before recovery. If the Company determines that a decline in fair value is OTTI and that it is more likely than not that the Company will not sell or be required to sell the investment security before recovery of its amortized cost, the credit portion of the impairment loss is recognized in the Company's unaudited consolidated statement of income and the noncredit portion is recognized in accumulated other comprehensive income. The credit portion of the OTTI impairment represents the difference between the amortized cost and the present value of the expected future cash flows of the investment security. If the Company determines that a decline in fair value is OTTI and it is more likely than not that it will sell or be required to sell the investment security before recovery of its amortized cost, the entire difference between the amortized cost and the fair value of the security will be recognized in the Company's unaudited consolidated statement of income.

Investment Securities Available-For-Sale Impairment Analysis

The following discussion summarizes, by investment security type, the basis for evaluating if the applicable investment securities within the Company's available-for-sale portfolio were OTTI as of September 30, 2017. Based on the analysis below and the determination that, it is more likely than not that the Company will not sell or be

required to sell the investment securities before recovery of its amortized cost. The Company's ability and intent to hold these investment securities until recovery is supported by the Company's strong capital and liquidity positions as well as its historically low portfolio turnover. As such, management has determined that the investment securities are not OTTI as of September 30, 2017. If market

15

---

Table of Contents

BROOKLINE BANCORP, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements (Continued)

At and for the Nine Months Ended September 30, 2017 and 2016

conditions for investment securities worsen or the creditworthiness of the underlying issuers deteriorates, it is possible that the Company may recognize additional OTTI in future periods.

**U.S. Government-Sponsored Enterprises**

The Company invests in securities issued by U.S. Government-sponsored enterprises ("GSEs"), including GSE debentures, mortgage-backed securities ("MBSs"), and collateralized mortgage obligations ("CMOs"). GSE securities include obligations issued by the Federal National Mortgage Association ("FNMA"), the Federal Home Loan Mortgage Corporation ("FHLMC"), the Government National Mortgage Association ("GNMA"), the Federal Home Loan Banks ("FHLB") and the Federal Farm Credit Bank. As of September 30, 2017, only GNMA MBSs and CMOs, and Small Business Administration ("SBA") commercial loan asset-backed securities in our available-for-sale portfolio with an estimated fair value of \$24.9 million were backed explicitly by the full faith and credit of the U.S. Government, compared to \$26.2 million as of December 31, 2016.

As of September 30, 2017, the Company owned 44 GSE debentures with a total fair value of \$139.3 million, and a net unrealized loss of \$0.1 million. As of December 31, 2016, the Company held 29 GSE debentures with a total fair value of \$97.0 million, and a net unrealized loss of \$1.1 million. As of September 30, 2017, 28 of the 44 securities in this portfolio were in an unrealized loss position. As of December 31, 2016, 21 of the 29 securities in this portfolio were in an unrealized loss position. All securities are performing and backed by the implicit (FHLB/FNMA/FHLMC) or explicit (GNMA/SBA) guarantee of the U.S. Government. During the nine months ended September 30, 2017, the Company purchased a total of \$42.1 million GSE debentures. This compares to \$32.3 million purchased during the same period in 2016.

As of September 30, 2017, the Company owned 62 GSE CMOs with a total fair value of \$135.3 million and a net unrealized loss of \$2.9 million. As of December 31, 2016, the Company held 62 GSE CMOs with a total fair value of \$158.0 million with a net unrealized loss of \$3.4 million. As of September 30, 2017, 47 of the 62 securities in this portfolio were in an unrealized loss position. As of December 31, 2016, 47 of the 62 securities in this portfolio were in an unrealized loss position. All securities are performing and backed by the implicit (FHLB/FNMA/FHLMC) or explicit (GNMA) guarantee of the U.S. Government. During the nine months ended September 30, 2017, the Company did not purchase any GSE CMOs, as compared to the same period in 2016, when the Company purchased a total of \$3.1 million of GSE CMOs.

As of September 30, 2017, the Company owned 191 GSE MBSs with a total fair value of \$182.1 million and a net unrealized loss of \$0.8 million. As of December 31, 2016, the Company held 195 GSE MBSs with a total fair value of \$212.9 million with a net unrealized loss of \$2.0 million. As of September 30, 2017, 66 of the 191 securities in this portfolio were in an unrealized loss position. As of December 31, 2016, 60 of the 195 securities in this portfolio were in an unrealized loss position. All securities are performing and backed by the implicit (FHLB/FNMA/FHLMC) or explicit (GNMA) guarantee of the U.S. Government. During the nine months ended September 30, 2017, the Company did not purchase any GSE MBSs, as compared to the same period in 2016, when the Company purchased a total of \$36.7 million of GSE MBSs.

**SBA Commercial Loan Asset-Backed**

As of September 30, 2017, the Company owned five SBA securities with a total fair value of \$0.1 million, which approximated amortized cost. As of December 31, 2016, the Company owned six SBA securities with a total fair value of \$0.1 million, which approximated amortized cost. As of September 30, 2017, four of the five securities in this portfolio were in an unrealized loss position. As of December 31, 2016, four of the six securities in this portfolio were in an unrealized loss position. All securities are performing and backed by the explicit guarantee of the U.S. Government. During the nine months ended September 30, 2017 and 2016, the Company did not purchase any SBA securities.

**Corporate Obligations**

The Company may invest in high-quality corporate obligations to provide portfolio diversification and improve the overall yield on the portfolio. As of September 30, 2017, the Company held 18 corporate obligation securities with a

total fair value of \$58.9 million and a net unrealized gain of \$0.3 million. As of December 31, 2016, the Company held 16 corporate obligation securities with a total fair value of \$48.5 million and a net unrealized gain of \$0.2 million. As of September 30, 2017, three of the eighteen securities in this portfolio were in an unrealized loss position. As of December 31, 2016, three of the sixteen securities in this portfolio were in an unrealized loss position. Full collection of the obligations is expected because the financial condition of the issuers is sound, they have not defaulted on scheduled payments, the obligations are rated investment grade, and the Company has the ability and intent to hold the obligations for a period of time to recover the amortized cost.

Table of Contents

BROOKLINE BANCORP, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements (Continued)

At and for the Nine Months Ended September 30, 2017 and 2016

During the nine months ended September 30, 2017 and 2016, the Company purchased a total of \$10.3 million and \$5.1 million of corporate obligations, respectively.

**U.S. Treasury Bonds**

The Company invests in securities issued by the U.S. government. As of September 30, 2017, the Company owned one U.S. Treasury bond with a total fair value of \$4.8 million and an unrealized loss of \$11.0 thousand. This compares to one U.S. Treasury bond with a total fair value of \$4.7 million and an unrealized loss of \$0.1 million as of December 31, 2016. During the nine months ended September 30, 2017 and 2016, the Company did not purchase any U.S. Treasury bonds.

**Trust Preferred Securities**

Trust preferred securities represent subordinated debt issued by financial institutions. As of September 30, 2017, the Company owned two trust preferred securities with a total fair value of \$1.4 million and an unrealized loss of \$0.1 million. This compares to two trust preferred securities with a total fair value of \$1.4 million and an unrealized loss of \$0.1 million as of December 31, 2016. As of September 30, 2017 and December 31, 2016, both of the securities in this portfolio were in unrealized loss positions. Full collection of the obligations is expected because the financial condition of the issuers is sound, neither of the issuers has defaulted on scheduled payments, the obligations are rated investment grade, and the Company has the ability and intent to hold the obligations for a period of time to recover the amortized cost.

**Marketable Equity Securities**

From time to time, the Company will invest in mutual funds for community reinvestment purposes. As of September 30, 2017 and December 31, 2016, the Company owned marketable equity securities with a fair value of \$1.0 million, which approximated amortized cost. As of September 30, 2017 and December 31, 2016, one of the two securities in this portfolio was in an unrealized loss position. During the nine months ended September 30, 2017 and 2016, the Company did not purchase any marketable equity securities.

**Investment Securities Held-to-Maturity Impairment Analysis**

The following discussion summarizes by investment security type, the basis for evaluating if the applicable investment securities within the Company's held-to-maturity portfolio were OTTI at September 30, 2017.

Management has the ability and the intent to hold the securities until maturity.

**U.S. Government-Sponsored Enterprises**

As of September 30, 2017, the Company owned 13 GSE debentures with a total fair value of \$38.1 million and a net unrealized loss of \$0.6 million. As of December 31, 2016, the Company owned five GSE debentures with a total fair value of \$14.1 million and an unrealized loss of \$0.6 million. As of September 30, 2017, nine of the thirteen securities in this portfolio were in an unrealized loss position. At December 31, 2016, all five of the securities in this portfolio were in unrealized loss positions. All securities are performing and backed by the implicit (FHLB/FNMA/FHLMC) or explicit (GNMA) guarantee of the U.S. Government. During the nine months ended September 30, 2017 and 2016, the Company purchased a total of \$23.9 million and \$17.7 million in GSE debentures, respectively.

As of September 30, 2017, the Company owned 11 GSE MBSs with a total fair value of \$14.6 million and an unrealized loss of \$0.1 million. As of December 31, 2016, the Company owned 11 GSE MBSs with a total fair value of \$17.5 million and an unrealized loss of \$0.2 million. As of September 30, 2017 and December 31, 2016, eight of the eleven securities in this portfolio were in an unrealized loss position. All securities are performing and backed by the implicit (FHLB/FNMA/FHLMC) or explicit (GNMA) guarantee of the U.S. Government. During the nine months ended September 30, 2017, the Company did not purchase any GSE MBSs, as compared to the same period in 2016, when the Company purchased a total of \$2.4 million of GSE MBSs.

**Municipal Obligations**

The Company invests in certain state and municipal securities with high credit ratings for portfolio diversification and tax planning purposes. As of September 30, 2017, the Company owned 100 municipal obligation securities with a total fair value of \$54.0 million and a net unrealized gain of \$0.2 million. As of December 31, 2016, the Company



owned 100 municipal obligation securities with a total fair value of \$53.2 million and an unrealized loss of \$1.0 million. As of September 30, 2017, 37 of the 100 securities in this portfolio were in an unrealized loss position as compared to December 31, 2016, when 93 of the

17

---

Table of Contents

## BROOKLINE BANCORP, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements (Continued)

At and for the Nine Months Ended September 30, 2017 and 2016

100 securities were in an unrealized loss position. During the nine months ended September 30, 2017, the Company did not purchase any municipal obligations, as compared to the same period in 2016, when the Company purchased a total of \$4.4 million of municipal obligations.

**Foreign Government Obligations**

The Company holds an investment in foreign government bonds. As of September 30, 2017 and December 31, 2016, the Company owned one foreign government obligation security with a fair value of \$0.5 million, which approximated cost. As of September 30, 2017 and December 31, 2016 respectively, the security was in an unrealized loss position. During the nine months ended September 30, 2017, the Company did not purchase any foreign government obligations, as compared to the same period in 2016, when the Company repurchased the foreign government obligation security that matured.

**Portfolio Maturities**

The final stated maturities of the debt securities are as follows for the periods indicated:

	At September 30, 2017			At December 31, 2016		
	Amortized Cost	Estimated Fair Value	Weighted Average Rate	Amortized Cost	Estimated Fair Value	Weighted Average Rate
(Dollars in Thousands)						
<b>Investment securities available-for-sale:</b>						
Within 1 year	\$13,589	\$13,672	2.51%	\$13	\$13	0.17%
After 1 year through 5 years	133,047	133,571	2.03%	81,524	81,833	2.14%
After 5 years through 10 years	128,377	127,821	2.03%	128,956	127,952	2.03%
Over 10 years	250,488	246,860	2.01%	318,743	312,864	2.03%
	\$525,501	\$521,924	2.03%	\$529,236	\$522,662	2.04%
<b>Investment securities held-to-maturity:</b>						
Within 1 year	\$798	\$798	1.00%	\$190	\$190	1.00%
After 1 year through 5 years	49,124	49,214	1.69%	23,012	22,750	1.30%
After 5 years through 10 years	43,236	42,772	1.82%	46,442	45,042	1.75%
Over 10 years	14,580	14,436	1.93%	17,476	17,289	2.11%
	\$107,738	\$107,220	1.77%	\$87,120	\$85,271	1.70%

Actual maturities of debt securities will differ from those presented above since certain obligations amortize and may also provide the issuer the right to call or prepay the obligation prior to scheduled maturity without penalty. MBSs and CMOs are included above based on their final stated maturities; the actual maturities, however, may occur earlier due to anticipated prepayments and stated amortization of cash flows.

As of September 30, 2017, issuers of debt securities with an estimated fair value of \$21.5 million had the right to call or prepay the obligations. Of the \$21.5 million, approximately \$15.0 million matures in 1 - 5 years, \$6.5 million matures in 6 - 10 years, and none mature after ten years. As of December 31, 2016, issuers of debt securities with an estimated fair value of approximately \$27.9 million had the right to call or prepay the obligations. Of the \$27.9 million, \$3.0 million matures in 1-5 years, \$23.5 million matures in 6-10 years, and \$1.4 million matures after ten years.

Table of Contents

## BROOKLINE BANCORP, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements (Continued)

At and for the Nine Months Ended September 30, 2017 and 2016

## Security Sales

On February 3, 2017, the Company, through its wholly owned subsidiary, Brookline Securities Corp. ("Brookline Securities"), received \$319.04 in cash and 14.876 shares of Community Bank Systems, Inc. ("CBU") common stock in exchange for each of the 9,721 shares of Northeast Retirement Services, Inc. ("NRS") stock held by Brookline Securities. The exchange was completed in accordance with the merger agreement entered into between NRS and CBU. As part of the merger agreement, the Company was restricted to selling 5,071 shares of CBU per day in the open market. During the quarter ended March 31, 2017, the Company completed the sale of all the CBU shares. When securities are sold, the adjusted cost of the specific security sold is used to compute the gain or loss on the sale. The table below summarizes the activity with respect to the sale of the CBU shares.

	Nine Months Ended September 30, 2017 (In Thousands)
Sales of marketable and restricted equity securities	\$ 11,393
Gross gains from sales	11,612
Gross losses from sales	(219 )
Gain on sales of securities, net	\$ 11,393

Brookline Securities held one Class A Common Stock share and 2,070 Class B Common Stock shares of the Savings Bank Life Insurance Company of Massachusetts ("SBLI"). In July 2017, SBLI converted from a Massachusetts stock insurance company to a Massachusetts mutual insurance company and, as a result, Brookline Securities received \$500 for one share of Class A Common Stock and \$128 per share for its 2,070 shares of Class B Common Stock of SBLI, in exchange for \$265.5 thousand in cash. Brookline Securities recognized a nominal gain on the exchange.

There were no security sales during the three month period ended September 30, 2016 and the nine month period ended September 30, 2016.

Table of Contents

## BROOKLINE BANCORP, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements (Continued)

At and for the Nine Months Ended September 30, 2017 and 2016

## (4) Loans and Leases

The following tables present loan and lease balances and weighted average coupon rates for the originated and acquired loan and lease portfolios at the dates indicated:

	At September 30, 2017					
	Originated	Weighted	Acquired	Weighted	Total	Weighted
	Balance	Average	Balance	Average	Balance	Average
		Coupon		Coupon		Coupon
	(Dollars In Thousands)					
Commercial real estate loans:						
Commercial real estate	\$2,002,369	4.11%	\$117,071	4.33%	\$2,119,440	4.12%
Multi-family mortgage	718,495	4.05%	25,417	4.48%	743,912	4.06%
Construction	165,657	4.33%	—	—%	165,657	4.33%
Total commercial real estate loans	2,886,521	4.11%	142,488	4.36%	3,029,009	4.12%
Commercial loans and leases:						
Commercial	679,984	4.24%	9,026	5.51%	689,010	4.26%
Equipment financing	837,702	7.24%	4,814	5.91%	842,516	7.23%
Condominium association	53,770	4.44%	—	—%	53,770	4.44%
Total commercial loans and leases	1,571,456	5.85%	13,840	5.65%	1,585,296	5.85%
Consumer loans:						
Residential mortgage	593,922	3.76%	58,493	4.22%	652,415	3.80%
Home equity	311,718	4.05%	45,264	4.49%	356,982	4.11%
Other consumer	15,627	5.36%	111	18.00%	15,738	5.45%
Total consumer loans	921,267	3.89%	103,868	4.35%	1,025,135	3.94%
Total loans and leases	\$5,379,244	4.58%	\$260,196	4.42%	\$5,639,440	4.57%

Table of Contents

## BROOKLINE BANCORP, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements (Continued)

At and for the Nine Months Ended September 30, 2017 and 2016

	At December 31, 2016					
	Originated	Weighted	Acquired	Weighted	Total	Weighted
	Balance	Average	Balance	Average	Balance	Average
		Coupon		Coupon		Coupon
	(Dollars In Thousands)					
Commercial real estate loans:						
Commercial real estate	\$1,907,254	3.95%	\$143,128	4.24	% \$2,050,382	3.97%
Multi-family mortgage	701,450	3.79%	29,736	4.53	% 731,186	3.82%
Construction	136,785	3.79%	214	3.67	% 136,999	3.79%
Total commercial real estate loans	2,745,489	3.90%	173,078	4.29	% 2,918,567	3.92%
Commercial loans and leases:						
Commercial	621,285	4.11%	14,141	5.44	% 635,426	4.14%
Equipment financing	793,702	7.06%	6,158	5.86	% 799,860	7.05%
Condominium association	60,122	4.39%	—	—	% 60,122	4.39%
Total commercial loans and leases	1,475,109	5.71%	20,299	5.57	% 1,495,408	5.71%
Consumer loans:						
Residential mortgage	555,430	3.67%	68,919	3.98	% 624,349	3.70%
Home equity	289,361	3.50%	52,880	4.26	% 342,241	3.62%
Other consumer	18,171	5.48%	128	17.92	% 18,299	5.57%
Total consumer loans	862,962	3.65%	121,927	4.12	% 984,889	3.71%
Total loans and leases	\$5,083,560	4.38%	\$315,304	4.31	% \$5,398,864	4.38%

The net unamortized deferred loan origination fees and costs included in total loans and leases were \$15.3 million and \$14.2 million as of September 30, 2017 and December 31, 2016, respectively.

The Company's Banks and subsidiaries lend primarily in eastern Massachusetts, southern New Hampshire and Rhode Island, with the exception of equipment financing, 28.1% of which is in the greater New York and New Jersey metropolitan area and 71.9% of which is in other areas in the United States of America as of September 30, 2017.

Accretable Yield for the Acquired Loan Portfolio

The following table summarizes activity in the accretable yield for the acquired loan portfolio for the periods indicated:

	Three Months		Nine Months	
	Ended September 30, 2017	2016	Ended September 30, 2017	2016
	(In Thousands)			
Balance at beginning of period	\$13,702	\$18,038	\$14,353	\$20,796
Accretion	(2,872 )	(1,479 )	(6,604 )	(3,914 )
Reclassification from (to) nonaccretable difference as a result of changes in expected cash flows	871	(377 )	3,952	(700 )
Balance at end of period	\$11,701	\$16,182	\$11,701	\$16,182

On a quarterly basis, subsequent to acquisition, management reforecasts the expected cash flows for acquired ASC 310-30 loans, taking into account prepayment speeds, probability of default and loss given defaults. Management compares cash flow projections per the reforecast to the original cash flow projections and determines whether any reduction in cash flow expectations are due to deterioration, or if the change in cash flow expectation is related to noncredit events. This cash flow analysis is used to evaluate the need for a provision for loan and lease losses and/or prospective yield adjustments. During the three months ended September 30, 2017 and 2016, accretable yield

adjustments totaling \$0.9 million and \$0.4 million, respectively, were made for certain loan pools. During the nine months ended September 30, 2017 and 2016, accretable yield

Table of Contents

## BROOKLINE BANCORP, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements (Continued)

At and for the Nine Months Ended September 30, 2017 and 2016

adjustments totaling \$4.0 million and \$0.7 million, respectively, were made for certain loan pools. These accretable yield adjustments, which are subject to continued re-assessment, will be recognized over the remaining lives of those pools.

**Loans and Leases Pledged as Collateral**

As of September 30, 2017 and December 31, 2016, there were \$2.0 billion and \$2.1 billion, respectively, of loans and leases pledged as collateral for repurchase agreements; municipal deposits; treasury, tax and loan deposits; swap agreements; FRB borrowings; and FHLBB borrowings. The Banks did not have any outstanding FRB borrowings as of September 30, 2017 and December 31, 2016.

**(5) Allowance for Loan and Lease Losses**

The following tables present the changes in the allowance for loan and lease losses and the recorded investment in loans and leases by portfolio segment for the periods indicated:

	Three Months Ended September 30, 2017			
	Commercial			
	Real Estate	Commercial	Consumer	Total
	(In Thousands)			
Balance at June 30, 2017	\$27,954	\$ 31,099	\$ 5,468	\$64,521
Charge-offs	(65 )	(1,965 )	(113 )	(2,143 )
Recoveries	—	109	80	189
Provision for loan and lease losses	979	1,832	35	2,846
Balance at September 30, 2017	\$28,868	\$ 31,075	\$ 5,470	\$65,413
	Three Months Ended September 30, 2016			
	Commercial			
	Real Estate	Commercial	Consumer	Total
	(In Thousands)			
Balance at June 30, 2016	\$29,861	\$ 22,916	\$ 4,481	\$57,258
Charge-offs	(50 )	(545 )	(244 )	(839 )
Recoveries	—	170	149	319
(Credit) provision for loan and lease losses	(1,755 )	3,923	(14 )	2,154
Balance at September 30, 2016	\$28,056	\$ 26,464	\$ 4,372	\$58,892
	Nine Months Ended September 30, 2017			
	Commercial			
	Real Estate	Commercial	Consumer	Total
	(In Thousands)			
Balance at December 31, 2016	\$27,645	\$ 20,906	\$ 5,115	\$53,666
Charge-offs	(294 )	(6,267 )	(329 )	(6,890 )
Recoveries	476	800	263	1,539
Provision for loan and lease losses	1,041	15,636	421	17,098
Balance at September 30, 2017	\$28,868	\$ 31,075	\$ 5,470	\$65,413

Table of Contents

## BROOKLINE BANCORP, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements (Continued)

At and for the Nine Months Ended September 30, 2017 and 2016

	Nine Months Ended September 30, 2016			
	Commercial			
	Real Estate	Commercial	Consumer	Total
	(In Thousands)			
Balance at December 31, 2015	\$30,151	\$ 22,018	\$ 4,570	\$56,739
Charge-offs	(1,534 )	(3,250 )	(1,254 )	(6,038 )
Recoveries	—	495	605	1,100
(Credit) provision for loan and lease losses	(561 )	7,201	451	7,091
Balance at September 30, 2016	\$28,056	\$ 26,464	\$ 4,372	\$58,892

The liability for unfunded credit commitments, which is included in other liabilities, was \$1.5 million at September 30, 2017 and December 31, 2016, respectively. The changes in the liability for unfunded credit commitments reflect changes in the estimate of loss exposure associated with certain unfunded credit commitments. No credit commitments were charged off against the liability account in the nine-month periods ended September 30, 2017 and 2016.

## Provision for Credit Losses

The provisions for credit losses are set forth below for the periods indicated:

	Three Months Ended		Nine Months Ended	
	September 30, 2017	September 30, 2016	September 30, 2017	September 30, 2016
	(In Thousands)			
Provision (credit) for loan and lease losses:				
Commercial real estate	\$979	\$(1,755)	\$1,041	\$(561 )
Commercial	1,832	3,923	15,636	7,201
Consumer	35	(14 )	421	451
Total provision for loan and lease losses	2,846	2,154	17,098	7,091
Unfunded credit commitments	65	61	88	47
Total provision for credit losses	\$2,911	\$2,215	\$17,186	\$7,138

## Allowance for Loan and Lease Losses Methodology

Management has established a methodology to determine the adequacy of the allowance for loan and lease losses that assesses the risks and losses inherent in the loan and lease portfolio. Additions to the allowance for loan and lease losses are made by charges to the provision for credit losses. Losses on loans and leases are charged off against the allowance when all or a portion of a loan or lease is considered uncollectible. Subsequent recoveries on loans previously charged off, if any, are credited to the allowance when realized.

Management uses a consistent and systematic process and methodology to evaluate the adequacy of the allowance for loan and lease losses on a quarterly basis. For purposes of determining the allowance for loan and lease losses, the Company has segmented certain loans and leases in the portfolio by product type into the following segments: (1) commercial real estate loans, (2) commercial loans and leases, and (3) consumer loans. Portfolio segments are further disaggregated into classes based on the associated risks within the segments. Commercial real estate loans are divided into three classes: commercial real estate loans, multi-family mortgage loans, and construction loans. Commercial loans and leases are divided into three classes: commercial loans which include taxi medallion loans, equipment financing, and loans to condominium associations. Consumer loans are divided into three classes: residential mortgage loans, home equity loans, and other consumer loans. A formula-based credit evaluation approach is applied to each group, coupled with an analysis of certain loans for impairment. For each class of loan, management



makes significant judgments in selecting the estimation method that fits the credit characteristics of its class and portfolio segment as set forth below.

The general allowance related to loans collectively evaluated for impairment is determined using a formula-based approach utilizing the risk ratings of individual credits and loss factors derived from historic portfolio loss rates, which include estimates of incurred losses over an estimated loss emergence period (“LEP”). The LEP was generated utilizing a charge-off

Table of Contents

BROOKLINE BANCORP, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements (Continued)

At and for the Nine Months Ended September 30, 2017 and 2016

look-back analysis which studied the time from the first indication of elevated risk of repayment (or other early event indicating a problem) to eventual charge-off to support the LEP considered in the allowance calculation. This reserving methodology established the approximate number of months of LEP that represents incurred losses for each portfolio. In addition to quantitative measures, relevant qualitative factors include, but are not limited to: (1) levels and trends in past due and impaired loans, (2) levels and trends in charge-offs, (3) changes in underwriting standards, policy exceptions, and credit policy, (4) experience of lending management and staff, (5) economic trends, (6) industry conditions, (7) effects of changes in credit concentrations, (8) interest rate environment, and (9) regulatory and other changes. The general allowance related to the acquired loans collectively evaluated for impairment is determined based upon the degree, if any, of deterioration in the pooled loans subsequent to acquisition. The qualitative factors used in the determination are the same as those used for originated loans.

Specific valuation allowances are established for impaired originated loans with book values greater than the discounted present value of expected future cash flows or, in the case of collateral-dependent impaired loans, for any excess of a loan's book balance over the fair value of its underlying collateral. Specific valuation allowances are established for acquired loans with deterioration in the discounted present value of expected future cash flows since acquisitions or, in the case of collateral dependent impaired loans, for any increase in the excess of a loan's book balance greater than the fair value of its underlying collateral. A specific valuation allowance for losses on troubled debt restructured ("TDR") loans is determined by comparing the net carrying amount of the troubled debt restructured loan with the restructured loan's cash flows discounted at the original effective rate. Impaired loans are reviewed quarterly with adjustments made to the calculated reserve as necessary.

As of September 30, 2017, management believes that the methodology for calculating the allowance is sound and that the allowance provides a reasonable basis for determining and reporting on probable losses in the Company's loan portfolios.

As of September 30, 2017, the Company had a portfolio of approximately \$27.1 million in loans secured by taxi medallions issued by the cities of Boston and Cambridge. As of December 31, 2016, this portfolio was approximately \$31.1 million. Application-based mobile ride services, such as Uber and Lyft, have generated increased competition in the transportation sector, resulting in a reduction in taxi utilization and, as a result, a reduction in the collateral value and credit quality of taxi medallion loans. This has increased the likelihood that loans secured by taxi medallions may default, or that the borrowers may be unable to repay these loans at maturity, potentially resulting in an increase in past due loans, troubled debt restructurings, and charge-offs. The Company's allowance calculation included a further segmentation of the commercial loans and leases to reflect the increased risk in the Company's taxi medallion portfolio. This allowance calculation segmentation represents management's estimations of the current risks associated with the portfolio.

As of September 30, 2017, the Company had an allowance for loan and lease losses associated with taxi medallion loans of \$7.2 million of which \$5.7 million were specific reserves and \$1.5 million was a general reserve. As of December 31, 2016, the Company had an allowance for loan and lease losses associated with taxi medallion loans of \$1.3 million of which \$0.1 million were specific reserves and \$1.2 million was a general reserve. The increase in the allowance for loan and leases associated with taxi medallion loans was primarily driven by the increase in specific reserves due to changes in the underlying collateral value of taxi medallions and the increase in general reserve due to the increase in the historical loss factor applied to the taxi medallion loans. The total troubled debt restructured loans and leases secured by taxi medallions increased by \$0.6 million from \$6.1 million at December 31, 2016 to \$6.7 million at September 30, 2017 due to six taxi medallion relationships which were restructured during the first quarter of 2017. The total loans and leases secured by taxi medallions that were placed on nonaccrual increased to \$15.1

million at September 30, 2017 from \$13.4 million at December 31, 2016 due to the six restructured taxi medallion relationships mentioned above which were placed on nonaccrual status. In addition, further declines in demand for taxi services or further deterioration in the value of taxi medallions may result in higher delinquencies and losses beyond that provided for in the allowance for loan and lease losses.

The general allowance for loan and lease losses was \$57.9 million as of September 30, 2017, compared to \$53.5 million as of December 31, 2016. The general allowance for loan and lease losses increased by \$4.4 million during the nine months ended September 30, 2017, as a result of the continued growth in the Company's loan portfolios and the increase in historical loss factors applied to taxi medallion and commercial real estate loan portfolios.

The specific allowance for loan and lease losses was \$7.5 million as of September 30, 2017, compared to \$0.2 million as of December 31, 2016. The specific allowance increased by \$7.3 million during the nine months ended September 30, 2017,

Table of Contents

BROOKLINE BANCORP, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements (Continued)

At and for the Nine Months Ended September 30, 2017 and 2016

primarily due to the reduction in collateral values for taxi medallion loans and the increase in specific reserves for one commercial loan.

**Credit Quality Assessment**

At the time of loan origination, a rating is assigned based on the capacity to pay and general financial strength of the borrower, the value of assets pledged as collateral, and the evaluation of third party support such as a guarantor. The Company continually monitors the quality of the loan portfolio using all available information. The officer responsible for handling each loan is required to initiate changes to risk ratings when changes in facts and circumstances occur that warrant an upgrade or downgrade in a loan rating. Based on this information, loans demonstrating certain payment issues or other weaknesses may be categorized as delinquent, impaired, nonperforming and/or put on nonaccrual status. Additionally, in the course of resolving such loans, the Company may choose to restructure the contractual terms of certain loans to match the borrower's ability to repay the loan based on their current financial condition. If a restructured loan meets certain criteria, it may be categorized as a troubled debt restructuring.

The Company reviews numerous credit quality indicators when assessing the risk in its loan portfolio. For all loans, the Company utilizes an eight-grade loan rating system, which assigns a risk rating to each borrower based on a number of quantitative and qualitative factors associated with a loan transaction. Factors considered include industry and market conditions; position within the industry; earnings trends; operating cash flow; asset/liability values; debt capacity; guarantor strength; management and controls; financial reporting; collateral; and other considerations. In addition, the Company's independent loan review group evaluates the credit quality and related risk ratings in all loan portfolios. The results of these reviews are reported to the Risk Committee of the Board of Directors on a periodic basis and annually to the Board of Directors. For the consumer loans, the Company heavily relies on payment status for calibrating credit risk.

The ratings categories used for assessing credit risk in the commercial real estate, multi-family mortgage, construction, commercial, equipment financing, condominium association and other consumer loan and lease classes are defined as follows:

**1 -4 Rating—Pass**

Loan rating grades "1" through "4" are classified as "Pass," which indicates borrowers are performing in accordance with the terms of the loan and are less likely to result in loss due to the capacity of the borrower to pay and the adequacy of the value of assets pledged as collateral.

**5 Rating—Other Assets Especially Mentioned ("OAEM")**

Borrowers exhibit potential credit weaknesses or downward trends deserving management's attention. If not checked or corrected, these trends will weaken the Company's asset and position. While potentially weak, currently these borrowers are marginally acceptable; no loss of principal or interest is envisioned.

**6 Rating—Substandard**

Borrowers exhibit well defined weaknesses that jeopardize the orderly liquidation of debt. Substandard loans may be inadequately protected by the current net worth and paying capacity of the obligors or by the collateral pledged, if any. Normal repayment from the borrower is in jeopardy. Although no loss of principal is envisioned, there is a distinct possibility that a partial loss of interest and/or principal will occur if the deficiencies are not corrected. Collateral coverage may be inadequate to cover the principal obligation.

**7 Rating—Doubtful**

Borrowers exhibit well-defined weaknesses that jeopardize the orderly liquidation of debt with the added provision that the weaknesses make collection of the debt in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable. Serious problems exist to the point where partial loss of principal is likely.

**8 Rating—Definite Loss**

Borrowers deemed incapable of repayment. Loans to such borrowers are considered uncollectible and of such little value that continuation as active assets of the Company is not warranted.

Assets rated as "OAEM," "substandard" or "doubtful" based on criteria established under banking regulations are collectively referred to as "criticized" assets.

Table of Contents

## BROOKLINE BANCORP, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements (Continued)

At and for the Nine Months Ended September 30, 2017 and 2016

## Credit Quality Information

The following tables present the recorded investment in loans in each class as of September 30, 2017, by credit quality indicator.

	At September 30, 2017							
	Commercial Real Estate	Multi- Family Mortgage	Construction	Commercial	Equipment Financing	Condominium Association	Other Consumer	Total
	(In Thousands)							
Originated:								
Loan rating:								
Pass	\$1,990,531	\$717,703	\$164,797	\$644,134	\$826,837	\$53,770	\$15,598	\$4,413,370
OAEM	5,177	—	—	8,638	748	—	—	14,563
Substandard	6,460	792	860	24,128	5,729	—	29	37,998
Doubtful	201	—	—	3,084	4,388	—	—	7,673
Total originated	2,002,369	718,495	165,657	679,984	837,702	53,770	15,627	4,473,604
Acquired:								
Loan rating:								
Pass	105,302	25,120	—	7,037	4,800	—	110	142,369
OAEM	9,906	—	—	269	—	—	1	10,176
Substandard	1,761	297	—	1,720	14	—	—	3,792
Doubtful	102	—	—	—	—	—	—	102
Total acquired	117,071	25,417	—	9,026	4,814	—	111	156,439
Total loans	\$2,119,440	\$743,912	\$165,657	\$689,010	\$842,516	\$53,770	\$15,738	\$4,630,043

As of September 30, 2017, there were no loans categorized as definite loss.

Table of Contents

## BROOKLINE BANCORP, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements (Continued)

At and for the Nine Months Ended September 30, 2017 and 2016

At September 30, 2017  
Residential                      Home Equity  
Mortgage  
(Dollars In Thousands)

## Originated:

## Loan-to-value ratio:

Less than 50%	\$151,791	23.3	%	\$149,477	41.9	%
50% - 69%	256,413	39.3	%	75,490	21.1	%
70% - 79%	160,117	24.5	%	61,081	17.1	%
80% and over	24,318	3.7	%	25,626	7.2	%
Data not available*	1,283	0.2	%	44	—	%
Total originated	593,922	91.0	%	311,718	87.3	%

## Acquired:

## Loan-to-value ratio:

Less than 50%	17,102	2.6	%	27,383	7.8	%
50%—69%	19,734	3.0	%	14,852	4.1	%
70%—79%	12,020	1.8	%	1,372	0.4	%
80% and over	8,552	1.3	%	859	0.2	%
Data not available*	1,085	0.3	%	798	0.2	%
Total acquired	58,493	9.0	%	45,264	12.7	%

Total loans	\$652,415	100.0%		\$356,982	100.0%	
-------------	-----------	--------	--	-----------	--------	--

---

\* Represents in process general ledger accounts for which data are not available.

Table of Contents

## BROOKLINE BANCORP, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements (Continued)

At and for the Nine Months Ended September 30, 2017 and 2016

The following tables present the recorded investment in loans in each class as of December 31, 2016, by credit quality indicator.

	At December 31, 2016							
	Commercial Real Estate	Multi- Family Mortgage	Construction	Commercial	Equipment Financing	Condominium Association	Other Consumer	Total
	(In Thousands)							
Originated:								
Loan rating:								
Pass	\$1,899,162	\$700,046	\$136,607	\$583,940	\$786,050	\$60,122	\$12,018	\$4,177,945
OAEM	1,538	—	178	8,675	824	—	—	11,215
Substandard	6,288	1,404	—	28,595	4,848	—	12	41,147
Doubtful	266	—	—	75	1,980	—	—	2,321
Total originated	1,907,254	701,450	136,785	621,285	793,702	60,122	12,030	4,232,628
Acquired:								
Loan rating:								
Pass	131,850	29,153	214	10,312	6,158	—	128	177,815
OAEM	1,408	270	—	249	—	—	—	1,927
Substandard	9,768	313	—	3,017	—	—	—	13,098
Doubtful	102	—	—	563	—	—	—	665
Total acquired	143,128	29,736	214	14,141	6,158	—	128	193,505
Total loans	\$2,050,382	\$731,186	\$136,999	\$635,426	\$799,860	\$60,122	\$12,158	\$4,426,133

As of December 31, 2016, there were no loans categorized as definite loss.



Table of Contents

BROOKLINE BANCORP, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements (Continued)

At and for the Nine Months Ended September 30, 2017 and 2016

	At December 31, 2016			
	Residential		Home Equity	
	Mortgage			
	(Dollars In Thousands)			
Originated:				
Loan-to-value ratio:				
Less than 50%	\$ 138,030	22.1 %	\$ 153,679	44.9 %
50%—69%	229,799	36.9 %	61,553	18.1 %
70%—79%	162,614	26.0 %	49,987	14.6 %
80% and over	21,859	3.5 %	23,317	6.8 %
Data not available*	3,128	0.5 %	825	0.2 %
Total originated	555,430	89.0 %	289,361	84.6 %
Acquired:				
Loan-to-value ratio:				
Less than 50%	17,809	2.9 %	32,334	9.4 %
50%—69%	24,027	3.8 %	15,059	4.4 %
70%—79%	14,030	2.2 %	3,069	0.9 %
80% and over	10,069	1.6 %	1,016	0.3 %
Data not available*	2,984	0.5 %	1,402	0.4 %
Total acquired	68,919	11.0 %	52,880	15.4 %
Total loans	\$ 624,349	100.0 %	\$ 342,241	100.0 %

---

\* Represents in process general ledger accounts for which data are not available.

The following table presents information regarding foreclosed residential real estate property for the periods indicated:

	At September 30, 2017	At December 31, 2016
Foreclosed residential real estate property held by the creditor	\$ —	\$ 251
Recorded investment in mortgage loans collateralized by residential real estate property that are in the process of foreclosure	1,508,213	



Table of Contents

## BROOKLINE BANCORP, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements (Continued)

At and for the Nine Months Ended September 30, 2017 and 2016

## Age Analysis of Past Due Loans and Leases

The following tables present an age analysis of the recorded investment in total loans and leases as of September 30, 2017 and December 31, 2016.

	At September 30, 2017					Total Loans and Leases	Loans and Leases Past Due Greater Than 90 Days and Accruing	
	31-60 Days	61-90 Days	Greater Than 90 Days	Total	Current		Nonaccrual Loans and Leases	
	(In Thousands)							
Originated:								
Commercial real estate loans:								
Commercial real estate	\$726	\$400	\$1,006	\$2,132	\$2,000,237	\$2,002,369	\$—	\$ 2,915
Multi-family mortgage	4,019	919	—	4,938	713,557	718,495	—	792
Construction	3,021	—	860	3,881	161,776	165,657	—	860
Total commercial real estate loans	7,766	1,319	1,866	10,951	2,875,570	2,886,521	—	4,567
Commercial loans and leases:								
Commercial	1,241	944	15,118	17,303	662,681	679,984	—	21,335
Equipment financing	1,625	900	3,611	6,136	831,566	837,702	46	9,858
Condominium association	317	38	—	355	53,415	53,770	—	—
Total commercial loans and leases	3,183	1,882	18,729	23,794	1,547,662	1,571,456	46	31,193
Consumer loans:								
Residential mortgage	963	214	1,516	2,693	591,229	593,922	—	1,730
Home equity	1,046	1	126	1,173	310,545	311,718	1	402
Other consumer	226	26	15	267	15,360	15,627	—	29
Total consumer loans	2,235	241	1,657	4,133	917,134	921,267	1	2,161
Total originated loans and leases	\$13,184	\$3,442	\$22,252	\$38,878	\$5,340,366	\$5,379,244	\$47	\$ 37,921

(Continued)

Table of Contents

## BROOKLINE BANCORP, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements (Continued)

At and for the Nine Months Ended September 30, 2017 and 2016

	At September 30, 2017					Total Loans and Leases	Loans and Leases Past Due Greater Than 90 Days and Accruing	Nonaccrual Loans and Leases
	31-60 Days	61-90 Days	Greater Than 90 Days	Total	Current			
	(In Thousands)							
Acquired:								
Commercial real estate loans:								
Commercial real estate	\$799	\$147	\$731	\$1,677	\$115,394	\$117,071	\$661	\$136
Multi-family mortgage	—	—	3	3	25,414	25,417	3	—
Total commercial real estate loans	799	147	734	1,680	140,808	142,488	664	136
Commercial loans and leases:								
Commercial	5	21	1,198	1,224	7,802	9,026	167	1,032
Equipment financing	—	—	14	14	4,800	4,814	14	—
Total commercial loans and leases	5	21	1,212	1,238	12,602	13,840	181	1,032
Consumer loans:								
Residential mortgage	710	550	1,729	2,989	55,504	58,493	1,489	239
Home equity	557	74	269	900	44,364	45,264	142	645
Other consumer	—	—	—	—	111	111	—	—
Total consumer loans	1,267	624	1,998	3,889	99,979	103,868	1,631	884
Total acquired loans and leases	\$2,071	\$792	\$3,944	\$6,807	\$253,389	\$260,196	\$2,476	\$2,052
Total loans and leases	\$15,255	\$4,234	\$26,196	\$45,685	\$5,593,755	\$5,639,440	\$2,523	\$39,973

Table of Contents

## BROOKLINE BANCORP, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements (Continued)

At and for the Nine Months Ended September 30, 2017 and 2016

	At December 31, 2016						Loans and Leases Past Due Greater Than 90 Days and Accruing	
	Past Due							
	31-60 Days	61-90 Days	Greater Than 90 Days	Total	Current	Total Loans and Leases	Due Greater Than 90 Days	Nonaccrual Loans and Leases
(In Thousands)								
Originated:								
Commercial real estate loans:								
Commercial real estate	\$1,525	\$2,075	\$429	\$4,029	\$1,903,225	\$1,907,254	\$2	\$5,035
Multi-family mortgage	2,296	—	291	2,587	698,863	701,450	—	1,404
Construction	547	—	—	547	136,238	136,785	—	—
Total commercial real estate loans	4,368	2,075	720	7,163	2,738,326	2,745,489	2	6,439
Commercial loans and leases:								
Commercial	5,396	815	10,014	16,225	605,060	621,285	—	20,587
Equipment financing	2,983	1,444	5,341	9,768	783,934	793,702	—	6,758
Condominium association	266	—	—	266	59,856	60,122	—	—
Total commercial loans and leases	8,645	2,259	15,355	26,259	1,448,850	1,475,109	—	27,345
Consumer loans:								
Residential mortgage	3,745	2,294	163	6,202	549,228	555,430	—	2,455
Home equity	25	219	5	249	289,112	289,361	3	128
Other consumer	549	87	16	652	17,519	18,171	—	149
Total consumer loans	4,319	2,600	184	7,103	855,859	862,962	3	2,732
Total originated loans and leases	\$17,332	\$6,934	\$16,259	\$40,525	\$5,043,035	\$5,083,560	\$5	\$36,516

(Continued)

Table of Contents

## BROOKLINE BANCORP, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements (Continued)

At and for the Nine Months Ended September 30, 2017 and 2016

	At December 31, 2016				Current	Total Loans and Leases	Loans and Leases Past Due Greater Than 90 Days and Accruing	Nonaccrual Loans and Leases
	Past Due							
	31-60 Days	61-90 Days	Greater Than 90 Days	Total				
(In Thousands)								
Acquired:								
Commercial real estate loans:								
Commercial real estate	\$925	\$—	\$4,011	\$4,936	\$138,192	\$143,128	\$ 3,786	\$ 305
Multi-family mortgage	—	—	—	—	29,736	29,736	—	—
Construction	—	—	—	—	214	214	—	—
Total commercial real estate loans	925	—	4,011	4,936	168,142	173,078	3,786	305
Commercial loans and leases:								
Commercial	306	—	2,651	2,957	11,184	14,141	264	2,387
Equipment financing	—	—	—	—	6,158	6,158	—	—
Total commercial loans and leases	306	—	2,651	2,957	17,342	20,299	264	2,387
Consumer loans:								
Residential mortgage	—	318	2,865	3,183	65,736	68,919	2,820	46
Home equity	288	97	339	724	52,156	52,880	202	823
Other consumer	—	1	—	1	127	128	—	—
Total consumer loans	288	416	3,204	3,908	118,019	121,927	3,022	869
Total acquired loans and leases	\$1,519	\$416	\$9,866	\$11,801	\$303,503	\$315,304	\$ 7,072	\$ 3,561
Total loans and leases	\$18,851	\$7,350	\$26,125	\$52,326	\$5,346,538	\$5,398,864	\$ 7,077	\$ 40,077

Table of Contents

BROOKLINE BANCORP, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements (Continued)

At and for the Nine Months Ended September 30, 2017 and 2016

Commercial Real Estate Loans—As of September 30, 2017, loans outstanding in the three classes within this segment expressed as a percentage of total loans and leases outstanding were as follows: commercial real estate loans -- 37.6%; multi-family mortgage loans -- 13.2%; and construction loans -- 2.9%.

Loans in this portfolio that are on nonaccrual status and/or risk-rated "substandard" or worse are evaluated on an individual loan basis for impairment. For non-impaired commercial real estate loans, loss factors are applied to outstanding loans by risk rating for each of the three classes in the portfolio. The factors applied are based primarily on historic loan loss experience and an assessment of internal and external factors and other relevant information.

Commercial Loans and Leases—As of September 30, 2017, loans and leases outstanding in the three classes within this segment expressed as a percent of total loans and leases outstanding were as follows: commercial loans and leases -- 12.2%; equipment financing loans -- 14.9%; and loans to condominium associations -- 1.0%.

Loans and leases in this portfolio that are on nonaccrual status and/or risk-rated "substandard" or worse are evaluated on an individual basis for impairment. For non-impaired commercial loans and leases, loss factors are applied to outstanding loans by risk rating for each of the three classes in the portfolio.

Consumer Loans—As of September 30, 2017, loans outstanding within the four classes within this segment expressed as a percent of total loans and leases outstanding were as follows: residential mortgage loans -- 11.6%, home equity loans -- 6.3%, and other consumer loans -- 0.3%.

Significant risk characteristics related to the residential mortgage and home equity loan portfolios are the geographic concentration of the properties financed within selected communities in the greater Boston and Providence metropolitan areas. The payment status and loan-to-value ratio are the primary credit quality indicator used for residential mortgage loans and home equity loans. Generally, loans are not made when the loan-to-value ratio exceeds 80% unless private mortgage insurance is obtained and/or there is a financially strong guarantor. Consumer loans that become 90 days or more past due, or are placed on nonaccrual.

Impaired Loans and Leases

A loan is considered to be impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts due (both interest and principal) according to the contractual terms of the loan agreement. The Company has defined the population of impaired loans to include nonaccrual loans and troubled debt restructured ("TDR") loans.

When the ultimate collectability of the total principal of an impaired loan or lease is in doubt and the loan is on nonaccrual status, all payments are applied to principal, under the cost recovery method. When the ultimate collectability of the total principal of an impaired loan or lease is not in doubt and the loan or lease is on nonaccrual status, contractual interest is credited to interest income when received, under the cash basis method.

The following tables include the recorded investment and unpaid principal balances of impaired loans and leases with the related allowance amount, if applicable, for the originated and acquired loan and lease portfolios at the dates indicated. Also presented are the average recorded investments in the impaired loans and leases and the related amount of interest recognized during the period that the impaired loans were impaired.

Table of Contents

## BROOKLINE BANCORP, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements (Continued)

At and for the Nine Months Ended September 30, 2017 and 2016

	At September 30, 2017			At December 31, 2016		
	Recorded Investment (1) (In Thousands)	Unpaid Principal Balance	Related Allowance	Recorded Investment (2)	Unpaid Principal Balance	Related Allowance
Originated:						
With no related allowance recorded:						
Commercial real estate	\$9,620	\$9,612	\$ —	\$9,113	\$9,104	\$ —
Commercial	24,749	24,737	—	39,269	39,210	—
Consumer	3,545	3,536	—	4,823	4,815	—
Total originated with no related allowance recorded	37,914	37,885	—	53,205	53,129	—
With an allowance recorded:						
Commercial real estate	3,061	3,061	1	3,984	3,984	28
Commercial	17,993	17,946	7,488	605	605	97
Total originated with an allowance recorded	21,054	21,007	7,489	4,589	4,589	125
Total originated impaired loans and leases	58,968	58,892	7,489	57,794	57,718	125
Acquired:						
With no related allowance recorded:						
Commercial real estate	2,112	2,112	—	10,400	10,400	—
Commercial	2,042	2,042	—	3,948	3,948	—
Consumer	4,807	4,807	—	6,384	6,399	—
Total acquired with no related allowance recorded	8,961	8,961	—	20,732	20,747	—
With an allowance recorded:						
Consumer	171	171	21	253	253	27
Total acquired with an allowance recorded	171	171	21	253	253	27
Total acquired impaired loans and leases	9,132	9,132	21	20,985	21,000	27
Total impaired loans and leases	\$68,100	\$68,024	\$ 7,510	\$78,779	\$78,718	\$ 152

(1) Includes originated and acquired nonaccrual loans of \$37.5 million and \$2.1 million, respectively as of September 30, 2017.

(2) Includes originated and acquired nonaccrual loans of \$34.1 million and \$3.6 million, respectively as of December 31, 2016.



Table of Contents

## BROOKLINE BANCORP, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements (Continued)

At and for the Nine Months Ended September 30, 2017 and 2016

	Three Months Ended			
	September 30, 2017		September 30, 2016	
	Average Interest	Average Interest	Average Interest	Average Interest
	Recorded Income	Recorded Income	Recorded Income	Recorded Income
	Investment Recognized	Investment Recognized	Investment Recognized	Investment Recognized
	(In Thousands)			
Originated:				
With no related allowance recorded:				
Commercial real estate	\$9,841	\$ 83	\$6,636	\$ 49
Commercial	26,329	173	21,474	147
Consumer	3,559	14	3,480	18
Total originated with no related allowance recorded	39,729	270	31,590	214
With an allowance recorded:				
Commercial real estate	3,061	38	4,549	48
Commercial	18,210	—	14,390	3
Consumer	—	—	248	—
Total originated with an allowance recorded	21,271	38	19,187	51
Total originated impaired loans and leases	61,000	308	50,777	265
Acquired:				
With no related allowance recorded:				
Commercial real estate	2,116	8	9,952	67
Commercial	2,218	8	4,127	29
Consumer	4,837	18	8,475	16
Total acquired with no related allowance recorded	9,171	34	22,554	112
With an allowance recorded:				
Commercial real estate	—	—	—	—
Commercial	—	—	486	—
Consumer	171	1	423	2
Total acquired with an allowance recorded	171	1	909	2
Total acquired impaired loans and leases	9,342	35	23,463	114
Total impaired loans and leases	\$70,342	\$ 343	\$74,240	\$ 379

Table of Contents

## BROOKLINE BANCORP, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements (Continued)

At and for the Nine Months Ended September 30, 2017 and 2016

	Nine Months Ended		September 30, 2016	
	September 30, 2017		September 30, 2016	
	Average Interest		Average Interest	
	Recorded Income		Recorded Income	
	Investment Recognized		Investment Recognized	
	(In Thousands)			
Originated:				
With no related allowance recorded:				
Commercial real estate	\$10,200	\$ 205	\$5,655	\$ 119
Commercial	24,206	522	16,602	412
Consumer	4,712	44	3,865	55
Total originated with no related allowance recorded	39,118	771	26,122	586
With an allowance recorded:				
Commercial real estate	3,377	124	4,957	146
Commercial	20,771	1	13,017	5
Consumer	—	—	165	—
Total originated with an allowance recorded	24,148	125	18,139	151
Total originated impaired loans and leases	63,266	896	44,261	737
Acquired:				
With no related allowance recorded:				
Commercial real estate	5,009	54	8,341	126
Commercial	2,615	26	4,254	66
Consumer	5,551	52	7,795	51
Total acquired with no related allowance recorded	13,175	132	20,390	243
With an allowance recorded:				
Commercial real estate	—	—	1,458	—
Commercial	—	—	486	—
Consumer	169	3	490	6
Total acquired with an allowance recorded	169	3	2,434	6
Total acquired impaired loans and leases	13,344	135	22,824	249
Total impaired loans and leases	\$76,610	\$ 1,031	\$67,085	\$ 986

Table of Contents

## BROOKLINE BANCORP, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements (Continued)

At and for the Nine Months Ended September 30, 2017 and 2016

The following tables present information regarding impaired and non-impaired loans and leases at the dates indicated:

	At September 30, 2017			
	Commercial Real Estate	Commercial	Consumer	Total
	(In Thousands)			
Allowance for Loan and Lease Losses:				
Originated:				
Individually evaluated for impairment	\$1	\$7,488	\$—	\$7,489
Collectively evaluated for impairment	28,058	23,499	5,364	56,921
Total originated loans and leases	28,059	30,987	5,364	64,410
Acquired:				
Individually evaluated for impairment	—	—	21	21
Collectively evaluated for impairment	156	14	22	192
Acquired with deteriorated credit quality	653	74	63	790
Total acquired loans and leases	809	88	106	1,003
Total allowance for loan and lease losses	\$28,868	\$31,075	\$5,470	\$65,413
Loans and Leases:				
Originated:				
Individually evaluated for impairment	\$12,677	\$37,545	\$3,320	\$53,542
Collectively evaluated for impairment	2,873,844	1,533,911	917,947	5,325,702
Total originated loans and leases	2,886,521	1,571,456	921,267	5,379,244
Acquired:				
Individually evaluated for impairment	—	1,522	1,912	3,434
Collectively evaluated for impairment	36,283	6,641	60,472	103,396
Acquired with deteriorated credit quality <sup>(1)</sup>	106,205	5,677	41,484	153,366
Total acquired loans and leases	142,488	13,840	103,868	260,196
Total loans and leases	\$3,029,009	\$1,585,296	\$1,025,135	\$5,639,440

---

(1) Includes impaired loans of \$5.3 million as of September 30, 2017.

Table of Contents

## BROOKLINE BANCORP, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements (Continued)

At and for the Nine Months Ended September 30, 2017 and 2016

	At December 31, 2016			
	Commercial Real Estate	Commercial	Consumer	Total
	(In Thousands)			
Allowance for Loan and Lease Losses:				
Originated:				
Individually evaluated for impairment	\$28	\$97	\$—	\$125
Collectively evaluated for impairment	26,830	20,682	4,776	52,288
Total originated loans and leases	26,858	20,779	4,776	52,413
Acquired:				
Individually evaluated for impairment	—	—	27	27
Collectively evaluated for impairment	221	13	34	268
Acquired with deteriorated credit quality	566	114	278	958
Total acquired loans and leases	787	127	339	1,253
Total allowance for loan and lease losses	\$27,645	\$20,906	\$5,115	\$53,666
Loans and Leases:				
Originated:				
Individually evaluated for impairment	\$13,097	\$37,637	\$4,711	\$55,445
Collectively evaluated for impairment	2,732,392	1,437,472	858,251	5,028,115
Total originated loans and leases	2,745,489	1,475,109	862,962	5,083,560
Acquired:				
Individually evaluated for impairment	690	3,047	2,028	5,765
Collectively evaluated for impairment	47,599	10,863	70,115	128,577
Acquired with deteriorated credit quality <sup>(1)</sup>	124,789	6,389	49,784	180,962
Total acquired loans and leases	173,078	20,299	121,927	315,304
Total loans and leases	\$2,918,567	\$1,495,408	\$984,889	\$5,398,864

---

(1) Includes impaired loans of \$14.6 million as of December 31, 2016.

Table of Contents

## BROOKLINE BANCORP, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements (Continued)

At and for the Nine Months Ended September 30, 2017 and 2016

## Troubled Debt Restructured Loans and Leases

A specific valuation allowance for losses on troubled debt restructured loans is determined by comparing the net carrying amount of the troubled debt restructured loan with the restructured loan's cash flows discounted at the original effective rate.

The following table sets forth information regarding troubled debt restructured loans and leases at the dates indicated:

	At September 30, 2017	At December 31, 2016
(In Thousands)		
Troubled debt restructurings:		
On accrual	\$ 14,024	\$ 13,883
On nonaccrual	15,290	11,919
Total troubled debt restructurings	\$ 29,314	\$ 25,802

Total troubled debt restructuring loans and leases increased by \$3.5 million to \$29.3 million at September 30, 2017 from

\$25.8 million at December 31, 2016, primarily driven by the restructuring of six commercial loans, offset by the repayment of other troubled debt restructured loans.

The recorded investment in troubled debt restructurings and the associated specific allowances for loan and lease losses, in the originated and acquired loan and lease portfolios, that were modified during the periods indicated, are as follows.

At and for the Three Months Ended September 30, 2017										
	Recorded Investment		Specific Allowance		Nonaccrual Loans and Leases		Additional Commitment		Defaulted <sup>(1)</sup> Number of Recorded Loans/ Investment Leases	
	Number of At Modification Leases	At End of Period	for Loan and Lease Losses							
(Dollars in Thousands)										
Originated:										
Commercial	1	\$ 350	\$ 350	\$ 152	\$ 350	\$	—	\$	—	—
Equipment financing	5	817	804	—	804	—	—	—	—	—
Total originated	6	\$ 1,167	\$ 1,154	\$ 152	\$ 1,154	\$	—	\$	—	—

(1) Includes loans and leases that have been modified within the past twelve months and subsequently had payment defaults during the period indicated.

There were no acquired loans and leases that met the definition of a troubled debt restructured during the three months ended September 30, 2017.

Table of Contents

## BROOKLINE BANCORP, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements (Continued)

At and for the Nine Months Ended September 30, 2017 and 2016

	At and for the Three Months Ended September 30, 2016						
	Recorded Investment	At End of Modification Period	Specific Allowance for Loan and Lease Losses	Nonaccrual Loans and Leases	Additional Commitment	Defaulted <sup>(1)</sup>	
	Number of At Leases	Number of Leases				Number of Recorded Leases	Investment
	(Dollars in Thousands)						
Originated:							
Commercial	2	\$ 812	\$ 812	\$ 220	\$ 473	\$	—1 \$ 348
Equipment financing	1	433	433	—	433	—	2 353
Total originated	3	1,245	1,245	220	906	—	3 701
Acquired:							
Home equity	4	323	323	20	146	—	—
Total acquired	4	323	323	20	146	—	—
Total loans and leases	7	\$ 1,568	\$ 1,568	\$ 240	\$ 1,052	\$	—3 \$ 701

(1) Includes loans and leases that have been modified within the past twelve months and subsequently had payment defaults during the period indicated.

	At and for the Nine Months Ended September 30, 2017						
	Recorded Investment	At End of Modification Period	Specific Allowance for Loan and Lease Losses	Nonaccrual Loans and Leases	Additional Commitment	Defaulted <sup>(1)</sup>	
	Number of At Leases	Number of Leases				Number of Recorded Leases	Investment
	(Dollars in Thousands)						
Originated:							
Commercial real estate	1	\$ 190	\$ 189	\$ —	\$ —	\$	—\$ —
Commercial	10	7,861	6,793	2,520	5,111	—	2 3,431
Equipment financing	14	2,401	2,321	—	2,136	—	—
Total originated	25	\$ 10,452	\$ 9,303	\$ 2,520	\$ 7,247	\$	—2 \$ 3,431

There were no acquired loans and leases that met the definition of a troubled debt restructured during the nine months ended September 30, 2017.

Table of Contents

## BROOKLINE BANCORP, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements (Continued)

At and for the Nine Months Ended September 30, 2017 and 2016

	At and for the Nine Months Ended September 30, 2016						
	Recorded Investment	Specific Allowance	Defaulted <sup>(1)</sup>				
	Number of At Loans Leases	At End of Modification Period	for Loan and Lease Losses	Nonaccrual Loans and Leases	Additional Commitment	Number of Recorded Loans/ Investment Leases	
(Dollars in Thousands)							
Originated:							
Commercial real estate	2	\$1,155	\$1,127	\$ —	\$ 1,127	\$ —	— \$ —
Commercial	22	9,701	9,504	3,478	9,136	—	2 376
Equipment financing	3	797	786	—	786	—	2 353
Total originated	27	11,653	11,417	3,478	11,049	—	4 729
Acquired:							
Commercial	—	—	—	—	—	—	2 696
Residential mortgage	5	374	372	20	146	—	—
Total acquired	5	374	372	20	146	—	2 696
Total loans and leases	32	\$12,027	\$11,789	\$ 3,498	\$ 11,195	\$ —	—6 \$ 1,425

The following table sets forth the Company's end-of-period balances for troubled debt restructurings that were modified during the periods indicated, by type of modification.

	Three Months Ended September 30, 2017		Nine Months Ended September 30, 2016	
	2017	2016	2017	2016
(In Thousands)				
Loans with one modification:				
Extended maturity	\$—	\$528	\$4,463	\$604
Adjusted principal	—	—	19	410
Interest only	350	—	350	2,346
Combination maturity, principal, interest rate	804	1,040	2,253	8,201
Total loans with one modification	1,154	1,568	7,085	11,561
Loans with more than one modification:				
Extended maturity	—	—	1,870	228
Combination maturity, principal, interest rate	—	—	348	—
Total loans with more than one modification	—	—	2,218	228

Total loans with modifications \$1,154 \$1,568 \$9,303 \$11,789

The troubled debt restructuring loans and leases that were modified for the nine months ended September 30, 2017 and 2016 were \$9.3 million and \$11.8 million, respectively. The decrease in troubled debt restructuring loans and leases that were modified for the nine months ended September 30, 2017 was primarily due to the decrease in the modification of loans and leases secured by taxi medallions.

There was \$2.2 million in troubled debt restructuring loans and leases with more than one modification during the nine months ended September 30, 2017 and none during the three months ended September 30, 2017.

The net charge-offs of the performing and nonperforming troubled debt restructuring loans and leases for the three and nine months ended September 30, 2017 were \$0.6 million and \$2.6 million, respectively, driven by the charge-off of five

42

---



Table of Contents

## BROOKLINE BANCORP, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements (Continued)

At and for the Nine Months Ended September 30, 2017 and 2016

commercial loans secured by taxi medallions. The net charge-offs for performing and nonperforming troubled debt restructuring loans and leases for the three and nine months ended September 30, 2016 were \$28.0 thousand and \$110.0 thousand, respectively.

As of September 30, 2017 and 2016, there were no commitments to lend funds to debtors owing receivables whose terms had been modified in troubled debt restructurings.

**(6) Goodwill and Other Intangible Assets**

The following table sets forth the carrying value of goodwill and other intangible assets at the dates indicated:

	At September 30, 2017	At December 31, 2016
	(In Thousands)	
Goodwill	\$ 137,890	\$ 137,890
Other intangible assets:		
Core deposits	5,474	7,044
Trade name	1,089	1,089
Total other intangible assets	6,563	8,133
Total goodwill and other intangible assets	\$ 144,453	\$ 146,023

At December 31, 2013, the Company concluded that the BankRI name would continue to be utilized in its marketing strategies; therefore, the trade name with carrying value of \$1.1 million, has an indefinite life and ceased to amortize.

The weighted-average amortization period for the core deposit intangible is 8.1 years.

The estimated aggregate future amortization expense (in thousands) for other intangible assets for each of the next five years and thereafter is as follows:

Remainder of 2017 \$519

Year ending:

2018	1,669
2019	1,295
2020	944
2021	601
2022	299
Thereafter	147
Total	\$5,474

**(7) Accumulated Other Comprehensive Income (Loss)**

For the three and nine months ended September 30, 2017 and 2016, the Company's accumulated other comprehensive income (loss) includes the following two components: (i) unrealized holding gains (losses) on investment securities available-for-sale; and (ii) adjustment of accumulated obligation for postretirement benefits.

Table of Contents

## BROOKLINE BANCORP, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements (Continued)

At and for the Nine Months Ended September 30, 2017 and 2016

Changes in accumulated other comprehensive income (loss) by component, net of tax, were as follows for the periods indicated:

	Three Months Ended September 30, 2017		
	Investment Securities Available-for-Sale	Postretirement Benefits	Accumulated Other Comprehensive Loss
	(In Thousands)		
Balance at June 30, 2017	\$(2,570)	\$ 395	\$ (2,175 )
Other comprehensive income	282	—	282
Balance at September 30, 2017	\$(2,288)	\$ 395	\$ (1,893 )

	Three Months Ended September 30, 2016		
	Investment Securities Available-for-Sale	Postretirement Benefits	Accumulated Other Comprehensive Loss
	(In Thousands)		
Balance at June 30, 2016	\$5,618	\$ 351	\$ 5,969
Other comprehensive loss	(1,073 )	—	(1,073 )
Balance at September 30, 2016	\$4,545	\$ 351	\$ 4,896

	Nine Months Ended September 30, 2017		
	Investment Securities Available-for-Sale	Postretirement Benefits	Accumulated Other Comprehensive Loss
	(In Thousands)		
Balance at December 31, 2016	\$(4,213)	\$ 395	\$ (3,818 )
Other comprehensive income	1,925	—	1,925
Balance at September 30, 2017	\$(2,288)	\$ 395	\$ (1,893 )

	Nine Months Ended September 30, 2016		
	Investment Securities Available-for-Sale	Postretirement Benefits	Accumulated Other Comprehensive Loss
	(In Thousands)		
Balance at December 31, 2015	\$(2,827)	\$ 351	\$ (2,476 )
Other comprehensive income	7,372	—	7,372
Balance at September 30, 2016	\$4,545	\$ 351	\$ 4,896

The Company did not reclassify any amounts out of accumulated other comprehensive income (loss) for the three and nine months ended September 30, 2017 and 2016.

## (8) Derivatives and Hedging Activities

The Company utilizes loan level derivatives which consist of interest-rate contracts (swaps, caps and floors), and risk participation agreements as part of the Company's interest-rate risk management strategy for certain assets and liabilities and not for speculative purposes. Based on the Company's intended use for the loan level derivatives at inception, the Company designates the derivative as either an economic hedge of an asset or liability, or a hedging instrument subject to the hedge accounting provisions of FASB ASC Topic 815, "Derivatives and Hedging".

Interest-rate swap, cap and floor agreements are entered into as hedges against future interest-rate fluctuations on specifically identified assets or liabilities. The Company did not have derivative fair value hedges or derivative cash flow hedges as of September 30, 2017 or December 31, 2016.

Table of Contents

## BROOKLINE BANCORP, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements (Continued)

At and for the Nine Months Ended September 30, 2017 and 2016

Derivatives not designated as hedges are not speculative but rather result from a service the Company provides to certain customers for a fee. The Company executes loan level derivative products such as interest-rate swap agreements with commercial banking customers to aid them in managing their interest-rate risk. The interest-rate swap contracts allow the commercial banking customers to convert floating-rate loan payments to fixed-rate loan payments. The Company concurrently enters into offsetting swaps with a third party financial institution, effectively minimizing its net risk exposure resulting from such transactions. The third-party financial institution exchanges the customer's fixed-rate loan payments for floating-rate loan payments. As the interest-rate swap agreements associated with this program do not meet hedge accounting requirements, changes in the fair value are recognized directly in earnings.

The Company utilizes risk participation agreements with other banks participating in commercial loan arrangements. Participating banks guarantee the performance on borrower-related interest rate swap contracts. Risk participation agreements are derivative financial instruments and are recorded at fair value. These derivatives are not designated as hedges and therefore, changes in fair value are recorded directly through earnings at each reporting period.

Under a risk participation-out agreement, a derivative asset, the Company participates out a portion of the credit risk associated with the interest rate swap position executed with the commercial borrower, for a fee paid to the participating bank. Under a risk participation-in agreement, a derivative liability, the Company assumes, or participates in, a portion of the credit risk associated with the interest rate swap position with the commercial borrower, for a fee received from the other bank.

The Company offers foreign exchange contracts to commercial borrowers to accommodate their business needs. These foreign exchange contracts do not qualify as hedges for accounting purposes. To mitigate the market and liquidity risk associated with these foreign exchange contracts, the Company enters into similar offsetting positions. Asset derivatives and liability derivatives are included in other assets and accrued expenses and other liabilities on the unaudited consolidated balance sheets.

The following tables presents the Company's customer related derivative positions for the periods indicated below for those derivatives not designated as hedging.

	Notional Amount Maturing						Fair Value	
	Number of Positions	Less than 1 year	Less than 2 years	Less than 3 years	Less than 4 years	Thereafter		Total
September 30, 2017 (Dollars In Thousands)								
<b>Loan level derivatives</b>								
Receive fixed, pay variable	61	\$—	\$5,996	\$—	-\$28,378	\$431,096	\$465,470	\$9,975
Pay fixed, receive variable	61	—	5,996	—	28,378	431,096	465,470	9,975
Risk participation-out agreements	5	—	—	—	8,732	20,126	28,858	49
Risk participation-in agreements	1	—	—	—	—	3,825	3,825	14
<b>Foreign exchange contracts</b>								
Buys foreign currency, sells U.S. currency	25	\$1,200	\$—	\$—	-\$—	\$—	\$1,200	\$22
Sells foreign currency, buys U.S. currency	50	1,208	—	—	—	—	1,208	14

Table of Contents

## BROOKLINE BANCORP, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements (Continued)

At and for the Nine Months Ended September 30, 2017 and 2016

	Notional Amount Maturing						Total	Fair Value
	Number of Positions	Less than 1 year	Less than 2 years	Less than 3 years	Less than 4 years	Thereafter		
December 31, 2016 (Dollars In Thousands)								
Loan level derivatives								
Receive fixed, pay variable	54	\$—	\$4,025	\$2,141	\$29,501	\$348,113	\$383,780	\$9,738
Pay fixed, receive variable	54	—	4,025	2,141	29,501	348,113	383,780	9,738
Risk participation-out agreements	5	—	—	—	9,078	7,883	16,961	20
Foreign exchange contracts								
Buys foreign currency, sells U.S. currency	3	\$195	\$—	\$—	\$—	\$—	\$195	\$—
Sells foreign currency, buys U.S. currency	3	195	—	—	—	—	195	—

As of December 31, 2016, the Company held no risk participation-in agreements. As of December 31, 2016, the fair value of the foreign exchange contracts was nominal. Refer also to Note 11, "Fair Value of Financial Instruments."

Certain derivative agreements contain provisions that require the Company to post collateral if the derivative exposure exceeds a threshold amount. The Company posted collateral of \$28.4 million and \$34.5 million in the normal course of business as of September 30, 2017 and December 31, 2016, respectively.

The tables below present the offsetting of derivatives and amounts subject to master netting agreements not offset in the unaudited consolidated balance sheet at the dates indicated.

At September 30, 2017

	Gross Amounts Recognized	Gross Amounts Offset in the Statement of Financial Position	Net Amounts Presented in the Statement of Financial Position	Gross Amounts Not Offset in the Statement of Financial Instruments Pledged	Cash Collateral Pledged	Net Amount
(In Thousands)						
Asset derivatives						
Loan level derivatives	\$9,975	\$—	\$9,975	\$—	\$—	—\$9,975
Risk participation-out agreements	49	—	49	—	—	49
Foreign exchange contracts	22	—	22	—	—	22
Total	\$10,046	\$—	\$10,046	\$—	\$—	—\$10,046
Liability derivatives						
Loan level derivatives	\$9,975	\$—	\$9,975	\$28,371	\$—	—\$—
Risk participation-in agreements	14	—	14	—	—	—
Foreign exchange contracts	14	—	14	—	—	—
Total	\$10,003	\$—	\$10,003	\$28,371	\$—	—\$—

Table of Contents

## BROOKLINE BANCORP, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements (Continued)

At and for the Nine Months Ended September 30, 2017 and 2016

	At December 31, 2016			Gross Amounts Not Offset in the Statement of Financial Position		
	Gross Amounts Recognized	Gross Amounts Offset in the Statement of Financial Position	Net Amounts Presented in the Statement of Financial Position	Financial Instruments Pledged	Cash Collateral Pledged	Net Amount
	(In Thousands)					
Asset derivatives						
Loan level derivatives	\$9,738	\$ —	\$ 9,738	\$ —	\$ —	\$ 9,738
Risk participation-out agreements	20	—	20	—	—	20
Total	\$9,758	\$ —	\$ 9,758	\$ —	\$ —	\$ 9,758
Liability derivatives						
Loan level derivatives	\$9,738	\$ —	\$ 9,738	\$ 33,744	\$ 720	\$ —
Total	\$9,738	\$ —	\$ 9,738	\$ 33,744	\$ 720	\$ —

As of December 31, 2016, the Company held no risk participation-in agreements. As of December 31, 2016, the fair value of the foreign exchange contracts was nominal.

The Company has agreements with certain of its derivative counterparties that contain credit-risk-related contingent provisions. These provisions provide the counterparty with the right to terminate its derivative positions and require the Company to settle its obligations under the agreements if the Company defaults on certain of its indebtedness or if the Company fails to maintain its status as a well-capitalized institution.

**(9) Stock Based Compensation**

As of September 30, 2017, the Company had three active recognition and retention plans: the 2003 Recognition and Retention Plan (the "2003 RRP") with 1,250,000 authorized shares, the 2011 Restricted Stock Award Plan ("2011 RSA") with 500,000 authorized shares and the 2014 Equity Incentive Plan ("2014 Plan") with 1,750,000 authorized shares. The 2003 RRP, the 2011 RSA and the 2014 Plan are collectively referred to as the "Plans". The purpose of the Plans is to promote the long-term financial success of the Company and its subsidiaries by providing a means to attract, retain and reward individuals who contribute to such success and to further align their interests with those of the Company's stockholders.

Of the awarded shares, generally 50% vest ratably over three years with one-third of such shares vesting at each of the first, second and third anniversary dates of the awards. These are referred to as "time-based shares". The remaining 50% of each award has a cliff vesting schedule and will vest three years after the award date based on the level of the Company's achievement of identified performance targets in comparison to the level of achievement of such identified performance targets by a defined peer group comprised of 17 financial institutions. These are referred to as "performance-based shares". The specific performance measure targets relate to return on assets, return on tangible equity, asset quality and total stockholder return (share price appreciation from date of award plus dividends paid as a percent of the Company's common stock share price on the date of award). If a participant leaves the Company prior to the third anniversary date of an award, any unvested shares are forfeited. Dividends declared with respect to shares awarded will be held by the Company and paid to the participant only when the shares vest.

Under all the Plans, shares of the Company's common stock were reserved for issuance as restricted stock awards to officers, employees, and non-employee directors of the Company. Shares issued upon vesting may be either authorized but unissued shares or reacquired shares held by the Company as treasury shares. Any shares not issued because vesting requirements are not met will be retired back to treasury and be made available again for issuance under the Plans.

During the three and nine months ended September 30, 2017, 151,083 and 163,204 shares were issued upon satisfaction of required conditions of the Plans. During the three and nine months ended September 30, 2016, 134,809 and 136,139 shares were issued upon satisfaction of required conditions of the Plans.

Total expense for the Plans was \$0.7 million and \$0.6 million for the three months ended September 30, 2017 and 2016, respectively. Total expense for the Plans was \$1.8 million and \$1.4 million for the nine months ended September 30, 2017 and

Table of Contents

## BROOKLINE BANCORP, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements (Continued)

At and for the Nine Months Ended September 30, 2017 and 2016

2016, respectively. The increase in the total expense for the Plans for the three and nine months ended September 30, 2017 is due to the increase in the grant price of the shares which is driven by the Company's stock price.

## (10) Earnings per Share ("EPS")

The following table is a reconciliation of basic EPS and diluted EPS:

	Three Months Ended			
	September 30, 2017		September 30, 2016	
	Basic	Fully Diluted	Basic	Fully Diluted
(Dollars in Thousands, Except Per Share Amounts)				
Numerator:				
Net income	\$15,366	\$ 15,366	\$13,617	\$ 13,617
Denominator:				
Weighted average shares outstanding	76,452,539	76,452,539	70,299,720	70,299,722
Effect of dilutive securities	—	306,891	—	151,038
Adjusted weighted average shares outstanding	76,452,539	76,759,430	70,299,720	70,450,760
EPS	\$0.20	\$ 0.20	\$0.19	\$ 0.19
	Nine Months Ended			
	September 30, 2017		September 30, 2016	
	Basic	Fully Diluted	Basic	Fully Diluted
(Dollars in Thousands, Except Per Share Amounts)				
Numerator:				
Net income	\$43,691	\$ 43,691	\$39,083	\$ 39,083
Denominator:				
Weighted average shares outstanding	73,743,658	73,743,658	70,228,127	70,228,127
Effect of dilutive securities	—	373,522	—	166,338
Adjusted weighted average shares outstanding	73,743,658	74,117,180	70,228,127	70,394,465
EPS	\$0.59	\$ 0.59	\$0.56	\$ 0.56

## (11) Fair Value of Financial Instruments

A description of the valuation methodologies used for assets and liabilities measured at fair value on a recurring and non-recurring basis, as well as the general classification of such instruments pursuant to the valuation hierarchy, is set forth below. There were no changes in the valuation techniques used during the three and nine months ended September 30, 2017 and 2016.



Table of Contents

## BROOKLINE BANCORP, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements (Continued)

At and for the Nine Months Ended September 30, 2017 and 2016

## Assets and Liabilities Recorded at Fair Value on a Recurring Basis

The following tables set forth the carrying value of assets and liabilities measured at fair value on a recurring basis at the dates indicated:

	Carrying Value as of September 30, 2017			
	Level 1	Level 2	Level 3	Total
	(In Thousands)			
Assets:				
Investment securities available-for-sale:				
GSE debentures	\$—	\$139,344	\$—	—\$139,344
GSE CMOs	—	135,280	—	135,280
GSE MBSs	—	182,118	—	182,118
SBA commercial loan asset-backed securities	—	77	—	77
Corporate debt obligations	—	58,891	—	58,891
U.S. Treasury bonds	—	4,811	—	4,811
Trust preferred securities	—	1,403	—	1,403
Marketable equity securities	986	—	—	986
Total investment securities available-for-sale	\$986	\$521,924	\$—	—\$522,910
Loan level derivatives	\$—	\$9,975	\$—	—\$9,975
Risk participation-out agreements	—	49	—	49
Foreign exchange contracts	—	22	—	22
Liabilities:				
Loan level derivatives	\$—	\$9,975	\$—	—\$9,975
Risk participation-in agreements	—	14	—	14
Foreign exchange contracts	—	14	—	14

	Carrying Value as of December 31, 2016			
	Level 1	Level 2	Level 3	Total
	(In Thousands)			
Assets:				
Investment securities available-for-sale:				
GSE debentures	\$—	\$97,020	\$—	—\$97,020
GSE CMOs	—	158,040	—	158,040
GSE MBSs	—	212,915	—	212,915
SBA commercial loan asset-backed securities	—	107	—	107
Corporate debt obligations	—	48,485	—	48,485
U.S. Treasury bonds	—	4,737	—	4,737
Trust preferred securities	—	1,358	—	1,358
Marketable equity securities	972	—	—	972
Total investment securities available-for-sale	\$972	\$522,662	\$—	—\$523,634
Loan level derivatives	\$—	\$9,738	\$—	—\$9,738
Risk participation-out agreements	—	20	—	20
Liabilities:				
Loan level derivatives	\$—	\$9,738	\$—	—\$9,738



Table of Contents

BROOKLINE BANCORP, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements (Continued)

At and for the Nine Months Ended September 30, 2017 and 2016

As of December 31, 2016, the fair value of the foreign exchange contracts was nominal. As of December 31, 2016, the Company held no risk participation-in agreements.

Investment Securities Available-for-Sale

The fair value of investment securities is based principally on market prices and dealer quotes received from third-party and nationally-recognized pricing services for identical investment securities such as U.S. Treasury and agency securities. The Company's marketable equity securities are priced this way and are included in Level 1. These prices are validated by comparing the primary pricing source with an alternative pricing source when available. When quoted market prices for identical securities are unavailable, the Company uses market prices provided by independent pricing services based on recent trading activity and other observable information, including but not limited to market interest-rate curves, referenced credit spreads and estimated prepayment speeds where applicable. These investments include GSE debentures, GSE mortgage-related securities, SBA commercial loan asset backed securities, corporate debt securities, and trust preferred securities, all of which are included in Level 2. As of September 30, 2017 and December 31, 2016, no investment securities were valued using pricing models included in Level 3.

Additionally, management reviews changes in fair value from period to period and performs testing to ensure that prices received from the third parties are consistent with management's expectation of the market. Changes in the prices obtained from the pricing service are analyzed from month to month, taking into consideration changes in market conditions including changes in mortgage spreads, changes in U.S. Treasury security yields and changes in generic pricing of 15-year and 30-year securities. Additional analysis may include a review of prices provided by other independent parties, a yield analysis, a review of average life changes using Bloomberg analytics and a review of historical pricing for a particular security.

Derivatives and Hedging Instruments

The fair values for the interest-rate swap assets and liabilities, risk participation agreements (RPA in/out), and foreign exchange derivatives represent a Level 2 valuation and are based on settlement values adjusted for credit risks associated with the counterparties and the Company and observable market interest rate curves and foreign exchange rates where applicable. Credit risk adjustments consider factors such as the likelihood of default by the Company and its counterparties, its net exposures and remaining contractual life. To date, the Company has not realized any losses due to a counterparty's inability to pay any net uncollateralized position. Refer also to Note 8, "Derivatives and Hedging Activities."

There were no transfers between levels for assets and liabilities recorded at fair value on a recurring basis during the three and nine months ended September 30, 2017 and 2016, respectively.

Table of Contents

## BROOKLINE BANCORP, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements (Continued)

At and for the Nine Months Ended September 30, 2017 and 2016

## Assets and Liabilities Recorded at Fair Value on a Non-Recurring Basis

Assets and liabilities measured at fair value on a non-recurring basis are summarized below at the dated indicated:

	Carrying Value as of		
	September 30, 2017		
	Level 1	Level 2	Level 3
	Total		
	(In Thousands)		
Assets measured at fair value on a non-recurring basis:			
Collateral-dependent impaired loans and leases	\$—	\$32,800	\$32,800
OREO	—	3,235	3,235
Repossessed assets	—1,163	—	1,163
Total assets measured at fair value on a non-recurring basis	\$—1,163	\$36,035	\$37,198
	Carrying Value as of		
	December 31, 2016		
	Level 1	Level 2	Level 3
	Total		
	(In Thousands)		
Assets measured at fair value on a non-recurring basis:			
Collateral-dependent impaired loans and leases	\$—	\$27,282	\$27,282
OREO	—	618	618
Repossessed assets	—781	—	781
Total assets measured at fair value on a non-recurring basis	\$—781	\$27,900	\$28,681

Assets measured at fair value on a non-recurring basis:

Collateral-dependent impaired loans and leases

OREO

Repossessed assets

Total assets measured at fair value on a non-recurring basis

Collateral-Dependent Impaired Loans and Leases

For nonperforming loans and leases where the credit quality of the borrower has deteriorated significantly, fair values of the underlying collateral were estimated using purchase and sales agreements (Level 2), or comparable sales or recent appraisals (Level 3), adjusted for selling costs and other expenses.

Other Real Estate Owned

The Company records OREO at the lower of cost or fair value. In estimating fair value, the Company utilizes purchase and sales agreements (Level 2) or comparable sales, recent appraisals or cash flows discounted at an interest rate commensurate with the risk associated with these cash flows (Level 3), adjusted for selling costs and other expenses.

Repossessed Assets

Repossessed assets are carried at estimated fair value less costs to sell based on auction pricing (Level 2).

The table below presents quantitative information about significant unobservable inputs (Level 3) for assets measured at fair value on a recurring basis at the dates indicated.

	Fair Value		Valuation Technique
	At September 30, 2017	At December 31, 2016	
	(Dollars in Thousands)		
Collateral-dependent impaired loans and leases	\$32,800	\$ 27,282	Appraisal of collateral <sup>(1)</sup>
Other real estate owned	3,235	618	Appraisal of collateral <sup>(1)</sup>

<sup>(1)</sup> Fair value is generally determined through independent appraisals of the underlying collateral. The Company may also use another available source of collateral assessment to determine a reasonable estimate of the fair value of the collateral. Appraisals may be adjusted by management for qualitative factors such as economic factors and estimated liquidation expenses. The range of the unobservable inputs used may vary but is generally 0% - 10% on the discount for costs to sell and 0% - 15% on appraisal adjustments.



Table of Contents

## BROOKLINE BANCORP, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements (Continued)

At and for the Nine Months Ended September 30, 2017 and 2016

## Summary of Estimated Fair Values of Financial Instruments

The following table presents the carrying amount, estimated fair value, and placement in the fair value hierarchy of the Company's financial instruments at the dates indicated. This table excludes financial instruments for which the carrying amount approximates fair value. Financial assets for which the fair value approximates carrying value include cash and cash equivalents, restricted equity securities, and accrued interest receivable. Financial liabilities for which the fair value approximates carrying value include non-maturity deposits, short-term borrowings, and accrued interest payable.

	Carrying Value	Estimated Fair Value	Fair Value Measurements	
			Level 1 Inputs	Level 2 Inputs
(In Thousands)				
At September 30, 2017				
Financial assets:				
Investment securities held-to-maturity:				
GSE debentures	\$38,622	\$38,072	\$—	\$38,072
GSE MBSs	14,788	14,643	—	14,643
Municipal obligations	53,828	54,013	—	54,013
Foreign government obligations	500	492	—	492
Loans held-for-sale	2,973	2,973	—	2,973
Loans and leases, net	5,574,025	5,480,446	—	5,480,446
Restricted equity securities	62,135	62,135	—	62,135
Loan level derivatives	9,975	9,975	—	9,975
Risk participation-out agreements	49	49	—	49
Foreign exchange contracts	22	22	—	22
Financial liabilities:				
Certificates of deposit	1,167,329	1,164,618	—	1,164,618
Borrowed funds	985,895	967,643	—	967,643
Loan level derivatives	9,975	9,975	—	9,975
Risk participation-in agreements	14	14	—	14
Foreign exchange contracts	14	14	—	14

Table of Contents

## BROOKLINE BANCORP, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements (Continued)

At and for the Nine Months Ended September 30, 2017 and 2016

	Carrying Value	Estimated Fair Value	Fair Value Measurements	
			Level 2 Inputs	Level 3 Inputs
(In Thousands)				
At December 31, 2016				
Financial assets:				
Investment securities held-to-maturity:				
GSE debentures	\$14,735	\$14,101	\$—	\$—
GSE MBSs	17,666	17,479	—	—
Municipal obligations	54,219	53,204	—	—
Foreign government obligations	500	487	—	487
Loans held-for-sale	13,078	13,078	—	—
Loans and leases, net	5,345,198	5,195,312	—	5,195,312
Restricted equity securities	64,511	75,589	—	75,589
Loan level derivatives	9,738	9,738	—	—
Risk participation-out agreements	20	20	—	—
Financial liabilities:				
Certificates of deposit	1,041,022	1,042,653	—	—
Borrowed funds	1,044,086	1,030,753	—	—
Loan level derivatives	9,738	9,738	—	—

**Investment Securities Held-to-Maturity**

The fair values of certain investment securities held-to-maturity are estimated using market prices provided by independent pricing services based on recent trading activity and other observable information, including but not limited to market interest-rate curves, referenced credit spreads and estimated prepayment speeds where applicable. These investments include GSE debentures, GSE MBSs, and municipal obligations, all of which are included in Level 2. Additionally, fair values of foreign government obligations are estimated using pricing models and are considered to be Level 3.

**Loans Held-for-Sale**

Fair value is measured using quoted market prices when available. These assets are typically categorized as Level 1. If quoted market prices are not available, comparable market values may be utilized. These assets are typically categorized as Level 2.

**Loans and Leases**

The fair values of performing loans and leases was estimated by segregating the portfolio into its primary loan and lease categories—commercial real estate mortgage, multi-family mortgage, construction, commercial, equipment financing, condominium association, residential mortgage, home equity and other consumer. These categories were further disaggregated based upon significant financial characteristics such as type of interest rate (fixed / variable) and payment status (current / past-due). The Company discounts the contractual cash flows for each loan category using interest rates currently being offered for loans with similar terms to borrowers of similar quality and incorporates estimates of future loan prepayments. This method of estimating fair value does not incorporate the exit price concept of fair value.

**Restricted Equity Securities**

The fair values of certain restricted equity securities are estimated using observable inputs adjusted for other unobservable information, including but not limited to probability assumptions and similar discounts where applicable. These restricted equity securities are considered to be Level 3.





Table of Contents

BROOKLINE BANCORP, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements (Continued)

At and for the Nine Months Ended September 30, 2017 and 2016

Deposits

The fair values of deposit liabilities with no stated maturity (demand, NOW, savings and money market savings accounts) are equal to the carrying amounts payable on demand. The fair value of certificates of deposit represents contractual cash flows discounted using interest rates currently offered on deposits with similar characteristics and remaining maturities. The fair value estimates for deposits do not include the benefit that results from the low-cost funding provided by the Company's core deposit relationships (deposit-based intangibles).

Borrowed Funds

The fair value of federal funds purchased is equal to the amount borrowed. The fair value of FHLBB advances and repurchase agreements represents contractual repayments discounted using interest rates currently available for borrowings with similar characteristics and remaining maturities. The fair values reported for retail repurchase agreements are based on the discounted value of contractual cash flows. The discount rates used are representative of approximate rates currently offered on borrowings with similar characteristics and maturities. The fair values reported for subordinated deferrable interest debentures are based on the discounted value of contractual cash flows. The discount rates used are representative of approximate rates currently offered on instruments with similar terms and maturities.

(12) Commitments and Contingencies

Off-Balance Sheet Financial Instruments

The Company is party to off-balance sheet financial instruments in the normal course of business to meet the financing needs of its customers and to reduce its own exposure to fluctuations in interest rates. These financial instruments include loan commitments, standby and commercial letters of credits, and loan level derivatives. According to GAAP, these financial instruments are not recorded in the financial statements until they are funded or related fees are incurred or received.

The contract amounts reflect the extent of the involvement the Company has in particular classes of these instruments. Such commitments involve, to varying degrees, elements of credit risk and interest-rate risk in excess of the amount recognized in the consolidated balance sheets. The Company's exposure to credit loss in the event of non-performance by the counterparty is represented by the fair value of the instruments. The Company uses the same policies in making commitments and conditional obligations as it does for on-balance sheet instruments.

Table of Contents

## BROOKLINE BANCORP, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements (Continued)

At and for the Nine Months Ended September 30, 2017 and 2016

Financial instruments with off-balance-sheet risk at the dates indicated follow:

	At September 2017	At December 31, 2016
	(In Thousands)	
Financial instruments whose contract amounts represent credit risk:		
Commitments to originate loans and leases:		
Commercial real estate	\$95,484	\$ 27,750
Commercial	89,036	71,716
Residential mortgage	19,672	28,179
Unadvanced portion of loans and leases	526,532	580,416
Unused lines of credit:		
Home equity	383,973	340,682
Other consumer	14,119	13,157
Other commercial	306	208
Unused letters of credit:		
Financial standby letters of credit	11,270	11,720
Performance standby letters of credit	668	516
Commercial and similar letters of credit	855	785
Loan level derivatives (Notional principal amounts):		
Receive fixed, pay variable	465,470	383,780
Pay fixed, receive variable	465,470	383,780
Risk participation-out agreements	28,858	16,961
Risk participation-in agreements	3,825	—
Foreign exchange contracts (Notional amounts):		
Buys foreign currency, sells U.S. currency	1,200	195
Sells foreign currency, buys U.S. currency	1,208	195

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require the payment of a fee by the customer. Since some of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Company evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, if any, is based on management's credit evaluation of the borrower.

Standby and commercial letters of credits are conditional commitments issued by the Company to guarantee performance of a customer to a third party. These standby and commercial letters of credit are primarily issued to support the financing needs of the Company's commercial customers. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loans to customers.

From time to time, the Company enters into loan level derivatives, risk participation agreements or foreign exchange contracts with commercial customers and third-party financial institutions. These derivatives allow the Company to offer long-term fixed-rate commercial loans while mitigating the interest-rate or foreign exchange risk of holding those loans. In a loan level derivative transaction, the Company lends to a commercial customer on a floating-rate basis and then enters into an loan level derivative with that customer. Concurrently, the Company enters into offsetting swaps with a third-party financial institution, effectively minimizing its net interest-rate risk exposure resulting from such transactions.

The fair value of derivative assets and liabilities was \$10.0 million and \$10.0 million, respectively, as of September 30, 2017. The fair value of derivative assets and liabilities was \$9.8 million and \$9.7 million, respectively,

as of December 31, 2016.

55

---

Table of Contents

## BROOKLINE BANCORP, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements (Continued)

At and for the Nine Months Ended September 30, 2017 and 2016

The fair value of foreign exchange assets and liabilities was \$22.0 thousand and \$14.0 thousand, respectively, as of September 30, 2017. The fair value of foreign exchange assets and liabilities was nominal as of December 31, 2016.

**Lease Commitments**

The Company leases certain office space under various noncancellable operating leases. These leases have original terms ranging from 5 years to over 25 years. Certain leases contain renewal options and escalation clauses which can increase rental expenses based principally on the consumer price index and fair market rental value provisions.

A summary of future minimum rental payments under such leases at the dates indicated follows:

	Minimum Rental Payments (In Thousands)
Remainder of 2017	\$ 1,325
Year ending:	
2018	4,921
2019	4,053
2020	3,497
2021	2,988
2022	2,743
Thereafter	10,138
Total	\$ 29,665

Certain leases contain escalation clauses for real estate taxes and other expenditures, which are not included above. Total rental expense was \$1.4 million and \$1.3 million for the three months ended September 30, 2017 and 2016, respectively. Total rental expense was \$4.2 million and \$3.9 million for the nine months ended September 30, 2017 and 2016, respectively. The increase was due to the opening of a new branch in Danvers, Massachusetts for First Ipswich Bank, and the relocation of a branch in Brookline, Massachusetts for Brookline Bank.

**Legal Proceedings**

In the normal course of business, there are various outstanding legal proceedings. In the opinion of management, after consulting with legal counsel, the consolidated financial position and results of operations of the Company are not expected to be affected materially by the outcome of such proceedings.

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations****Forward-Looking Statements**

Certain statements contained in this Quarterly Report on Form 10-Q that are not historical facts may constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and are intended to be covered by the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements involve risks and uncertainties. These statements, which are based on certain assumptions and describe Brookline Bancorp, Inc.'s (the "Company's") future plans, strategies and expectations, can generally be identified by the use of the words "may," "will," "should," "could," "would," "plan," "potential," "estimate," "project," "believe," "intend," "anticipate," "expect," "target" and expressions. These statements include, among others, statements regarding the Company's intent, belief or expectations with respect to economic conditions, trends affecting the Company's financial condition or results of operations, and the Company's exposure to market, liquidity, interest-rate and credit risk.

Forward-looking statements are based on the current assumptions underlying the statements and other information with respect to the beliefs, plans, objectives, goals, expectations, anticipations, estimates and intentions of management and the financial condition, results of operations, future performance and business are only expectations of future results. Although the Company believes that the expectations reflected in the Company's forward-looking statements are reasonable, the Company's

Table of Contents

actual results could differ materially from those projected in the forward-looking statements as a result of, among other factors, adverse conditions in the capital and debt markets; changes in interest rates; competitive pressures from other financial institutions; the effects of weakness in general economic conditions on a national basis or in the local markets in which the Company operates, including changes which adversely affect borrowers' ability to service and repay their loans and leases; changes in the value of securities and other assets in the Company's investment portfolio; changes in loan and lease default and charge-off rates; the adequacy of allowances for loan and lease losses; deposit levels necessitating increased borrowing to fund loans and investments; operational risks including, but not limited to, cybersecurity and natural disaster; changes in government regulation; the risk that goodwill and intangibles recorded in the Company's financial statements will become impaired; and changes in assumptions used in making such forward-looking statements, as well as the other risks and uncertainties detailed in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2016 and other filings submitted to the Securities and Exchange Commission. Forward-looking statements speak only as of the date on which they are made. The Company does not undertake any obligation to update any forward-looking statement to reflect circumstances or events that occur after the date the forward-looking statements are made.

## Introduction

Brookline Bancorp, Inc., a Delaware corporation, operates as a multi-bank holding company for Brookline Bank and its subsidiaries; Bank Rhode Island and its subsidiaries ("BankRI"); First Ipswich Bank and its subsidiaries ("First Ipswich"); and Brookline Securities Corp.

As a commercially-focused financial institution with 51 full-service banking offices throughout greater Boston, the north shore of Massachusetts and Rhode Island, the Company, through Brookline Bank, BankRI and First Ipswich (the "Banks"), offers a wide range of commercial, business and retail banking services, including a full complement of cash management products, on-line and mobile banking services, consumer and residential loans and investment services, designed to meet the financial needs of small- to mid-sized businesses and individuals throughout central New England. Specialty lending activities include equipment financing primarily in the New York and New Jersey metropolitan area.

The Company focuses its business efforts on profitably growing its commercial lending businesses, both organically and through acquisitions. The Company's customer focus, multi-bank structure, and risk management are integral to its organic growth strategy and serve to differentiate the Company from its competitors. As full-service financial institutions, the Banks and their subsidiaries focus their efforts on developing and deepening long-term banking relationships with qualified customers through a full complement of products and excellent customer service, and strong risk management.

The Company manages the Banks under uniform strategic objectives, with one set of uniform policies consistently applied by one executive management team. Within this environment, the Company believes that the ability to make customer decisions locally enhances management's motivation, service levels and, as a consequence, the Company's financial results. As such, while most back-office functions are consolidated at the holding company level, branding and decision-making, including credit decisions and pricing, remain largely local in order to better meet the needs of bank customers and further motivate the Banks' commercial, business and retail bankers.

The competition for loans and leases and deposits remains intense. While the economy has improved in 2017, the Company expects the operating environment to remain challenging. The volume of loan and lease originations and loan and lease losses will depend, to a large extent, on how the economy performs. Loan and lease growth and deposit growth are also greatly influenced by the rate-setting actions of the Board of Governors of the Federal Reserve System ("FRB"). A sustained, low interest rate environment with a flat interest rate curve may negatively impact on the Company's yields and net interest margin. While the company is slightly asset sensitive and should benefit from rising rates, these rate increases could precipitate a change in the mix and volume of the Company's deposits and loans. The future operating results of the Company will depend on its ability to maintain the net interest margin, while minimizing exposure to credit risk, along with increasing sources of non-interest income, while controlling the growth of non-interest expenses.

The Company and the Banks are supervised, examined and regulated by the FRB. As a Massachusetts-chartered savings bank and trust company, respectively, Brookline Bank and First Ipswich are also subject to regulation under

the laws of the Commonwealth of Massachusetts and the jurisdiction of the Massachusetts Division of Banks. As a Rhode Island-chartered financial institution, BankRI is also subject to regulation under the laws of the State of Rhode Island and the jurisdiction of the Banking Division of the Rhode Island Department of Business Regulation. The FDIC continues to insure each of the Banks' deposits up to \$250,000 per depositor. Additionally, as a Massachusetts-chartered savings bank, Brookline Bank is also insured by the Depositors Insurance Fund ("DIF"), a private industry-sponsored company. The DIF insures savings bank deposits in excess of the FDIC insurance limits. As such, Brookline Bank offers 100% insurance on all deposits as a result of a combination of insurance from the FDIC and the DIF.

The Company's common stock is traded on the Nasdaq Global Select Market<sup>SM</sup> under the symbol "BRKL."

Table of Contents

## Selected Financial Data

The following is based in part on, and should be read in conjunction with, the consolidated financial statements and accompanying notes, and other information appearing elsewhere in this Form 10-Q.

	At and for the Three Months Ended					
	September 30, 2017	June 30, 2017	March 31, 2017	December 31, 2016	September 30, 2016	
(Dollars in Thousands, Except Per Share Data)						
<b>PER COMMON SHARE DATA</b>						
Earnings per share - Basic	\$0.20	\$0.20	\$0.19	\$0.19	\$0.19	
Earnings per share - Diluted	0.20	0.20	0.19	0.19	0.19	
Book value per share (end of period)	10.52	10.42	10.00	9.88	9.90	
Tangible book value per share (end of period) (1)	8.63	8.52	7.93	7.81	7.81	
Dividends paid per common share	0.09	0.09	0.09	0.09	0.09	
Stock price (end of period)	15.50	14.60	15.65	16.40	12.19	
<b>PERFORMANCE RATIOS (2)</b>						
Net interest margin (taxable equivalent basis)	3.57	% 3.59	% 3.53	% 3.40	% 3.48	%
Return on average assets	0.92	% 0.91	% 0.83	% 0.83	% 0.86	%
Return on average tangible assets (1)	0.94	% 0.93	% 0.85	% 0.85	% 0.88	%
Return on average stockholders' equity	7.64	% 7.76	% 7.58	% 7.59	% 7.83	%
Return on average tangible stockholders' equity (1)	9.31	% 9.58	% 9.55	% 9.60	% 9.94	%
Dividend payout ratio (1)	44.90	% 46.28	% 47.23	% 47.80	% 46.60	%
Efficiency ratio (3)	56.37	% 57.93	% 48.92	% 56.92	% 57.89	%
<b>ASSET QUALITY RATIOS</b>						
Net loan and lease charge-offs as a percentage of average loans and leases (annualized)	0.14	% 0.17	% 0.07	% 0.62	% 0.04	%
Nonperforming loans and leases as a percentage of total loans and leases	0.71	% 0.76	% 0.83	% 0.74	% 0.70	%
Nonperforming assets as a percentage of total assets	0.66	% 0.71	% 0.73	% 0.64	% 0.61	%
Total allowance for loan and lease losses as a percentage of total loans and leases	1.16	% 1.17	% 1.21	% 0.99	% 1.10	%
Allowance for loan and lease losses related to originated loans and leases as a percentage of originated loans and leases (1)	1.20	% 1.20	% 1.25	% 1.03	% 1.15	%
<b>CAPITAL RATIOS</b>						
Stockholders' equity to total assets	12.04	% 11.95	% 10.83	% 10.80	% 10.91	%
Tangible equity ratio (1)	10.09	% 9.99	% 8.79	% 8.73	% 8.82	%
<b>FINANCIAL CONDITION DATA</b>						
Total assets	\$6,686,284	\$6,658,067	\$6,497,721	\$6,438,129	\$6,380,312	
Total loans and leases	5,639,440	5,537,406	5,461,779	5,398,864	5,332,300	



Edgar Filing: BROOKLINE BANCORP INC - Form 10-Q

Allowance for loan and lease losses	65,413	64,521	66,133	53,666	58,892
Investment securities available-for-sale	522,910	540,976	528,433	523,634	524,295
Investment securities held-to-maturity	107,738	108,963	100,691	87,120	77,094
Goodwill and identified intangible assets	144,453	144,972	145,491	146,023	146,644
Total deposits	4,805,683	4,709,419	4,651,903	4,611,076	4,564,906

(Continued)

Table of Contents

At and for the Three Months Ended  
September 30, June 30, March 31, December 31, September 30,  
2017 2017 2017 2016 2016  
(Dollars in Thousands, Except Per Share Data)

Total borrowed funds	985,895	1,066,643	1,056,785	1,044,086	1,022,653
Stockholders' equity	804,762	795,618	703,873	695,544	696,371

## EARNINGS DATA

Net interest income	\$56,843	\$55,583	\$53,098	\$51,854	\$52,350
Provision for credit losses	2,911	873	13,402	3,215	2,215
Non-interest income	5,973	4,477	15,908	5,430	5,329
Non-interest expense	35,408	34,795	33,756	32,607	33,388
Net income	15,366	14,880	13,445	13,279	13,617

(1) Refer to "Non-GAAP Financial Measures and Reconciliations to GAAP".

(2) All performance ratios are annualized and are based on average balance sheet amounts, where applicable.

(3) Efficiency ratio is calculated by dividing non-interest expense by the sum of non-interest income and net interest income.

## Executive Overview

## Growth

Total assets of \$6.7 billion as of September 30, 2017 increased \$248.2 million, or 5.1% on an annualized basis, from December 31, 2016. The increase was primarily driven by increases in loans and leases.

Total loans and leases of \$5.6 billion as of September 30, 2017 increased \$240.6 million, or 5.9% on an annualized basis, from December 31, 2016. The Company's commercial loan portfolios, which are comprised of commercial real estate loans and commercial loans and leases, totaled \$4.6 billion, or 81.8% of total loans and leases, as of September 30, 2017, an increase of \$200.3 million, or 6.1% on an annualized basis, from \$4.4 billion, or 81.8% of total loans and leases, as of December 31, 2016.

Total deposits of \$4.8 billion as of September 30, 2017 increased \$194.6 million, or 5.6% on an annualized basis, from \$4.6 billion as of December 31, 2016. Core deposits, which include demand checking, NOW, money market and savings accounts, totaled \$3.6 billion, or 75.7% of total deposits as of September 30, 2017, an increase of \$68.3 million, or 2.6% on an annualized basis, from \$3.6 billion, or 77.4% of total deposits, as of December 31, 2016.

## Asset Quality

Nonperforming assets as of September 30, 2017 totaled \$44.4 million, or 0.66% of total assets, compared to \$41.5 million, or 0.64% of total assets, as of December 31, 2016. Net charge-offs for the three months ended September 30, 2017 were \$2.0 million, or 0.14% of average loans and leases on an annualized basis, compared to \$0.5 million, or 0.04% of average loans and leases on an annualized basis, for the three months ended September 30, 2016. The increase in nonperforming loans and leases and nonperforming assets was primarily driven by two taxi medallion loans and two commercial loans that were placed on nonaccrual.

The ratio of the allowance for loan and lease losses to total loans and leases was 1.16% as of September 30, 2017, compared to 0.99% as of December 31, 2016. Excluding the loans acquired from BankRI and First Ipswich, the allowance for loan and lease losses related to originated loans and leases as a percentage of the total originated loan and lease portfolio was 1.20% as of September 30, 2017, compared to 1.03% as of December 31, 2016. The Company continued to employ its historical underwriting methodology throughout the three month period ended September 30, 2017. Refer also to Note 5, "Allowance for Loan and Lease Losses."

## Capital Strength

The Company is a "well-capitalized" bank holding company as defined in the FRB's Regulation Y. The Company's common equity Tier 1 Capital Ratio was 12.07% as of September 30, 2017, compared to 10.48% as of December 31, 2016. The Company's Tier 1 Leverage Ratio was 10.45% as of September 30, 2017, compared to 9.16% as of December 31, 2016. As of September 30, 2017, the Company's Tier 1 Risk-Based Capital Ratio was 12.38%, compared to 10.79% as of December 31,

Table of Contents

2016. The Company's Total Risk-Based Capital Ratio was 14.92% as of September 30, 2017, compared to 13.20% as of December 31, 2016.

The Company's ratio of stockholders' equity to total assets was 12.04% and 10.80% as of September 30, 2017 and December 31, 2016, respectively. The Company's tangible equity ratio was 10.09% and 8.73% as of September 30, 2017 and December 31, 2016, respectively. The increase in the ratio of stockholders' equity to total assets and the tangible equity ratio is due to the Company's new issuance in the amount of 5,951,250 shares of the Company's common stock at a price to the public of \$14.50 per share on May 2, 2017. Refer to "Stockholder's Equity and Dividends" below for further discussion.

**Net Income**

For the three months ended September 30, 2017, the Company reported net income of \$15.4 million, or \$0.20 per basic and diluted share, an increase of \$1.7 million, or 17.1% on an annualized basis, from \$13.6 million, or \$0.19 per basic and diluted share for the three months ended September 30, 2016. This increase in net income is primarily the result of an increase in net interest income of \$4.5 million and an increase in non-interest income of \$0.6 million, offset by an increase in the provision for credit losses of \$0.7 million, an increase in non-interest expense of \$2.0 million, and an increase in provision for income taxes of \$0.5 million. Refer to "Results of Operations" below for further discussion.

For the nine months ended September 30, 2017, the Company reported net income of \$43.7 million, or \$0.59 per basic and diluted share, up \$4.6 million, or 15.7% on an annualized basis, from \$39.1 million, or \$0.56 per basic share, for the nine months ended September 30, 2016. This increase is the result of an increase in net interest income of \$13.7 million, an increase in non-interest income of \$9.2 million, offset by an increase in the provision for credit losses of \$10.0 million, an increase in non-interest expense of \$6.2 million, an increase in provision for income taxes of \$2.1 million, and a decrease in net income attributed to noncontrolling interest of \$0.1 million. Refer to "Results of Operations" below for further discussion.

The annualized return on average assets was 0.92% for the three months ended September 30, 2017, compared to 0.86% for the three months ended September 30, 2016. The annualized return on average stockholders' equity was 7.64% for the three months ended September 30, 2017, compared to 7.83% for the three months ended September 30, 2016.

The net interest margin was 3.57% for the three months ended September 30, 2017, up from 3.48% for the three months ended September 30, 2016. The increase in the net interest margin is a result of an increase in the yield on interest-earning assets by 15 basis points to 4.25% for the three months ended September 30, 2017 from 4.10% for the three months ended September 30, 2016, partially offset by an increase of 6 basis points in the Company's overall cost of funds to 0.71% for the three months ended September 30, 2017 from 0.65% for the three months ended September 30, 2016.

The net interest margin was 3.56% for the nine months ended September 30, 2017, compared to 3.46% for the nine months ended September 30, 2016. The increase in the net interest margin in a highly competitive interest rate environment is, in part, the result of an increase in the yield on interest-earning assets by 12 basis points to 4.17% for the nine months ended September 30, 2017 from 4.05% for the nine months ended September 30, 2016 partially offset by an increase of 3 basis points in interest-bearing liabilities to 0.81% for the nine months ended September 30, 2017 from 0.78% for the nine months ended September 30, 2016.

The Company's net interest margin and net interest income has shown improvement from the most recent low interest rate environment. As interest rates rise, the Company's net interest margin and net interest income may continue to be under pressure due to competitive pricing in all loan categories and the Company's ability to contain its cost of funds.

**Critical Accounting Policies**

The SEC defines "critical accounting policies" as those involving significant judgments and difficult or complex assumptions by management, often as a result of the need to make estimates about matters that are inherently uncertain or variable, which have, or could have, a material impact on the carrying value of certain assets or net income. The preparation of financial statements in accordance with U.S. generally accepted accounting principles ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses, and disclosure of contingent assets and liabilities. Actual results could differ from

those estimates. As discussed in the Company's 2016 Annual Report on Form 10-K, management has identified the valuation of available-for-sale securities, accounting for assets and liabilities acquired, the determination of the allowance for loan and lease losses, the review of goodwill and intangibles for impairment, income tax accounting, and valuation of deferred tax assets as the Company's most critical accounting policies.

#### Non-GAAP Financial Measures and Reconciliation to GAAP

In addition to evaluating the Company's results of operations in accordance with GAAP, management periodically supplements this evaluation with an analysis of certain non-GAAP financial measures, such as the return on average tangible assets, return on average tangible equity, the tangible equity ratio, tangible book value per share, dividend payout ratio, and the

Table of Contents

ratio of the allowance for loan and lease losses related to originated loans and leases as a percentage of originated loans and leases. Management believes that these non-GAAP financial measures provide information useful to investors in understanding the Company's underlying operating performance and trends, and facilitates comparisons with the performance assessment of financial performance, including non-interest expense control, while the tangible equity ratio and tangible book value per share are used to analyze the relative strength of the Company's capital position.

The following table summarizes the Company's operating earnings, operating return on average assets and operating return on average stockholders' equity for the periods indicated:

	At and for the Three Months Ended		At and for the Nine Months Ended	
	September 30,		September 30,	
	2017	2016	2017	2016
Net income, as reported	\$ 15,366	\$ 13,617	\$ 43,691	\$ 39,083
Adjustments to arrive at operating earnings:				
Merger and acquisition-related expenses	205	—	205	—
Tax effect	(70 )	—	(72 )	—
Total adjustments, net of tax	135	—	133	—
Operating earnings	\$ 15,501	\$ 13,617	\$ 43,824	\$ 39,083
Basic earnings per share, as reported	\$ 0.20	\$ 0.19	\$ 0.59	\$ 0.56
Adjustments to arrive at basic operating earnings per share:				
Merger and acquisition-related expenses	—	—	—	—
Total adjustments per share	—	—	—	—
Basic operating earnings per share	\$ 0.20	\$ 0.19	\$ 0.59	\$ 0.56
Average total assets	\$ 6,681,042	\$ 6,360,097	\$ 6,567,101	\$ 6,230,612
Operating return on average assets (annualized)	0.93	% 0.86	% 0.89	% 0.84
Average total stockholders' equity	\$ 804,666	\$ 695,205	\$ 760,447	\$ 686,134
Operating return on average stockholders' equity (annualized)	7.71	% 7.83	% 7.68	% 7.59

Table of Contents

The following table summarizes the Company's return on average tangible assets and return on average tangible stockholders' equity for the periods indicated:

	Three Months Ended					
	September 30, 2017	June 30, 2017	March 31, 2017	December 31, 2016	September 30, 2016	
	(Dollars in Thousands)					
Net income, as reported	\$15,366	\$14,880	\$13,445	\$13,279	\$13,617	
Average total assets	\$6,681,042	\$6,556,665	\$6,461,183	\$6,425,983	\$6,360,097	
Less: Average goodwill and average identified intangible assets, net	144,747	145,269	145,778	146,382	146,997	
Average tangible assets	\$6,536,295	\$6,411,396	\$6,315,405	\$6,279,601	\$6,213,100	
Return on average tangible assets (annualized)	0.94	% 0.93	% 0.85	% 0.85	% 0.88	%
Average total stockholders' equity	\$804,666	\$766,529	\$709,095	\$699,749	\$695,205	
Less: Average goodwill and average identified intangible assets, net	144,747	145,269	145,778	146,382	146,997	
Average tangible stockholders' equity	\$659,919	\$621,260	\$563,317	\$553,367	\$548,208	
Return on average tangible stockholders' equity (annualized)	9.31	% 9.58	% 9.55	% 9.60	% 9.94	%

The following tables summarize the Company's tangible equity ratio for the periods indicated:

	Three Months Ended					
	September 30, 2017	June 30, 2017	March 31, 2017	December 31, 2016	September 30, 2016	
	(Dollars in Thousands)					
Total stockholders' equity	\$804,762	\$795,618	\$703,873	\$695,544	\$696,371	
Less: Goodwill and identified intangible assets, net	144,453	144,972	145,491	146,023	146,644	
Tangible stockholders' equity	\$660,309	\$650,646	\$558,382	\$549,521	\$549,727	
Total assets	\$6,686,284	\$6,658,067	\$6,497,721	\$6,438,129	\$6,380,312	
Less: Goodwill and identified intangible assets, net	144,453	144,972	145,491	146,023	146,644	
Tangible assets	\$6,541,831	\$6,513,095	\$6,352,230	\$6,292,106	\$6,233,668	
Tangible equity ratio	10.09	% 9.99	% 8.79	% 8.73	% 8.82	%

Table of Contents

The following tables summarize the Company's tangible book value per share for the periods indicated:

	Three Months Ended				
	September 30, 2017	June 30, 2017	March 31, 2017	December 31, 2016	September 30, 2016
	(Dollars in Thousands)				
Tangible stockholders' equity	\$660,309	\$650,646	\$558,382	\$549,521	\$549,727
Common shares issued	81,695,695	81,695,695	75,744,445	75,744,445	75,744,445
Less:					
Treasury shares	4,572,954	4,717,775	4,707,096	4,707,096	4,734,512
Unallocated ESOP	150,921	159,510	168,099	176,688	185,787
Unvested restricted stock	471,702	457,966	476,854	476,854	476,938
Common shares outstanding	76,500,118	76,360,444	70,392,396	70,383,807	70,347,208
Tangible book value per share	\$8.63	\$8.52	\$7.93	\$7.81	\$7.81

The following table summarizes the Company's dividend payout ratio for the periods indicated:

	Three Months Ended				
	September 30, 2017	June 30, 2017	March 31, 2017	December 31, 2016	September 30, 2016
	(Dollars in Thousands)				
Dividends paid	\$6,899	\$6,887	\$6,350	\$6,348	\$6,346
Net income, as reported	\$15,366	\$14,880	\$13,445	\$13,279	\$13,617
Dividend payout ratio	44.90 %	46.28 %	47.23 %	47.80 %	46.60 %

The following table summarizes the Company's allowance for loan and lease losses related to originated loans and leases as a percentage of total originated loans and leases for the periods indicated:

	Three Months Ended				
	September 30, 2017	June 30, 2017	March 31, 2017	December 31, 2016	September 30, 2016
Allowance for loan and lease losses	\$65,413	\$64,521	\$66,133	\$53,666	\$58,892
Less: Allowance for acquired loan and lease losses	1,003	1,188	1,304	1,253	1,640
Allowance for originated loan and lease losses	\$64,410	\$63,333	\$64,829	\$52,413	\$57,252
Total loans and leases	\$5,639,440	\$5,537,406	\$5,461,779	\$5,398,864	\$5,332,300
Less: Total acquired loans and leases	260,196	271,157	295,055	315,304	346,377
Total originated loan and leases	\$5,379,244	\$5,266,249	\$5,166,724	\$5,083,560	\$4,985,923
Allowance for loan and lease losses related to originated loans and leases as a percentage of originated loan and leases	1.20 %	1.20 %	1.25 %	1.03 %	1.15 %





Table of Contents

## Financial Condition

## Loans and Leases

The following table summarizes the Company's portfolio of loans and leases receivables as of the dates indicated:

	At September 30, 2017		At December 31, 2016	
	Balance	Percent of Total	Balance	Percent of Total
(Dollars in Thousands)				
Commercial real estate loans:				
Commercial real estate	\$2,119,440	37.6 %	\$2,050,382	38.1 %
Multi-family mortgage	743,912	13.2 %	731,186	13.5 %
Construction	165,657	2.9 %	136,999	2.5 %
Total commercial real estate loans	3,029,009	53.7 %	2,918,567	54.1 %
Commercial loans and leases:				
Commercial	689,010	12.2 %	635,426	11.8 %
Equipment financing	842,516	14.9 %	799,860	14.8 %
Condominium association	53,770	1.0 %	60,122	1.1 %
Total commercial loans and leases	1,585,296	28.1 %	1,495,408	27.7 %
Consumer loans:				
Residential mortgage	652,415	11.6 %	624,349	11.6 %
Home equity	356,982	6.3 %	342,241	6.3 %
Other consumer	15,738	0.3 %	18,299	0.3 %
Total consumer loans	1,025,135	18.2 %	984,889	18.2 %
Total loans and leases	5,639,440	100.0 %	5,398,864	100.0 %
Allowance for loan and lease losses	(65,413 )		(53,666 )	
Net loans and leases	\$5,574,027		\$5,345,198	

The following table sets forth the growth in the Company's loan and lease portfolios during the nine months ended September 30, 2017:

	At September 30, 2017	At December 31, 2016	Dollar Change	Percent Change (Annualized)	
(Dollars in Thousands)					
Commercial real estate	\$3,029,009	\$ 2,918,567	\$ 110,442	5.0	%
Commercial	1,585,296	1,495,408	89,888	8.0	%
Consumer	1,025,135	984,889	40,246	5.4	%
Total loans and leases	\$5,639,440	\$ 5,398,864	\$ 240,576	5.9	%

The Company's loan portfolio consists primarily of first mortgage loans secured by commercial, multi-family and residential real estate properties located in the Company's primary lending area, loans to business entities, including commercial lines of credit, loans to condominium associations and loans and leases used to finance equipment used by small businesses. The Company also provides financing for construction and development projects, home equity and other consumer loans.

The Company employs seasoned commercial lenders and retail bankers who rely on community and business contacts as well as referrals from customers, attorneys and other professionals to generate loans and deposits. Existing borrowers are also an important source of business since many of them have more than one loan outstanding with the Company. The Company's ability to originate loans depends on the strength of the economy, trends in interest rates, and levels of customer demand and market competition.



## Table of Contents

The Company's current policy is that the aggregate amount of loans outstanding to any one borrower or related entities may not exceed \$35.0 million unless approved by the Board Credit Committee, a committee of the Company's Board of Directors.

As of September 30, 2017, there were ten borrowers with loans and commitments over \$35.0 million. The total of those loans and commitments were \$424.8 million, or 6.5% of total loans and commitments, as of September 30, 2017.

The Company has written underwriting policies to control the inherent risks in loan origination. The policies address approval limits, loan-to-value ratios, appraisal requirements, debt service coverage ratios, loan concentration limits and other matters relevant to loan underwriting.

### Commercial Real Estate Loans

The commercial real estate portfolio is comprised of commercial real estate loans, multi-family mortgage loans, and construction loans and is the largest component of the Company's overall loan portfolio, representing 53.7% of total loans and leases outstanding as of September 30, 2017.

Typically, commercial real estate loans are larger in size and involve a greater degree of risk than owner-occupied residential mortgage loans. Loan repayment is usually dependent on the successful operation and management of the properties and the value of the properties securing the loans. Economic conditions can greatly affect cash flows and property values.

A number of factors are considered in originating commercial real estate and multi-family mortgage loans. The qualifications and financial condition of the borrower (including credit history), as well as the potential income generation and the value and condition of the underlying property, are evaluated. When evaluating the qualifications of the borrower, the Company considers the financial resources of the borrower, the borrower's experience in owning or managing similar property and the borrower's payment history with the Company and other financial institutions. Factors considered in evaluating the underlying property include the net operating income of the mortgaged premises before debt service and depreciation, the debt service coverage ratio (the ratio of cash flow before debt service to debt service), the use of conservative capitalization rates, and the ratio of the loan amount to the appraised value.

Generally, personal guarantees are obtained from commercial real estate loan borrowers.

Commercial real estate and multi-family mortgage loans are typically originated for terms of five to fifteen years with amortization periods of 20 to 30 years. Many of the loans are priced at inception on a fixed-rate basis generally for periods ranging from two to five years with repricing periods for longer-term loans. When possible, prepayment penalties are included in loan covenants on these loans. For commercial customers who are interested in loans with terms longer than five years, the Company offers loan level derivatives to accommodate customer need.

The Company's urban and suburban market area is characterized by a large number of apartment buildings, condominiums and office buildings. As a result, commercial real estate and multi-family mortgage lending has been a significant part of the Company's activities for many years. These types of loans typically generate higher yields, but also involve greater credit risk. Many of the Company's borrowers have more than one multi-family or commercial real estate loan outstanding with the Company.

The commercial real estate portfolio is composed primarily of loans secured by apartment buildings (\$741.6 million), office buildings (\$637.8 million), retail stores (\$507.2 million), industrial properties (\$358.6 million), mixed-use properties (\$214.1 million), lodging services (\$108.3 million) and to food services (\$42.7 million) as of September 30, 2017. At that date, over 97.2% of the commercial real estate loans outstanding were secured by properties located in New England.

Construction and development financing is generally considered to involve a higher degree of risk than long-term financing on improved, occupied real estate and thus has lower concentration limits than do other commercial credit classes. Risk of loss on a construction loan is largely dependent upon the accuracy of the initial estimate of construction costs, the estimated time to sell or rent the completed property at an adequate price or rate of occupancy, and market conditions. If the estimates and projections prove to be inaccurate, the Company may be confronted with a project which, upon completion, has a value that is insufficient to assure full loan repayment.

Criteria applied in underwriting construction loans for which the primary source of repayment is the sale of the property are different from the criteria applied in underwriting construction loans for which the primary source of

repayment is the stabilized cash flow from the completed project. For those loans where the primary source of repayment is from resale of the property, in addition to the normal credit analysis performed for other loans, the Company also analyzes project costs, the attractiveness of the property in relation to the market in which it is located and demand within the market area. For those construction loans where the source of repayment is the stabilized cash flow from the completed project, the Company analyzes

65

---

## Table of Contents

not only project costs but also how long it might take to achieve satisfactory occupancy and the reasonableness of projected rental rates in relation to market rental rates.

### Commercial Loans

The commercial loan and lease portfolio is comprised of commercial loans, equipment financing loans and leases and condominium association loans and represented 28.1% of total loans outstanding as of September 30, 2017.

The commercial loan and lease portfolio is composed primarily of loans to small businesses (\$489.9 million), transportation services (\$346.4 million), recreation services (\$145.9 million), food services (\$118.1 million), manufacturing (\$97.5 million), rental and leasing services (\$75.9 million) and retail (\$70.5 million) as of September 30, 2017.

The Company provides commercial banking services to companies in its market area. Approximately 47.0% of the commercial loans outstanding as of September 30, 2017 were made to borrowers located in New England. The remaining 53.0% of the commercial loans outstanding were made to borrowers in other areas in the United States of America, primarily by the Company's equipment financing divisions. Product offerings include lines of credit, term loans, letters of credit, deposit services and cash management. These types of credit facilities have as their primary source of repayment cash flows from the operations of a business. Interest rates offered are available on a floating basis tied to the prime rate or a similar index or on a fixed-rate basis referenced on the Federal Home Loan Bank of Boston ("FHLBB") index.

Credit extensions are made to established businesses on the basis of loan purpose and assessment of capacity to repay as determined by an analysis of their financial statements, the nature of collateral to secure the credit extension and, in most instances, the personal guarantee of the owner of the business as well as industry and general economic conditions. The Company also participates in U.S. Government programs such as the Small Business Administration (the "SBA") in both the 7A program and as an SBA preferred lender.

The Company's equipment financing divisions focus on market niches in which its lenders have deep experience and industry contacts, and on making loans to customers with business experience. An important part of the Company's equipment financing loan origination volume comes from equipment manufacturers and existing customers as they expand their operations. The equipment financing portfolio is composed primarily of loans to finance laundry, tow trucks, fitness, dry cleaning and convenience store equipment. Approximately 16.0% of the commercial loans outstanding were made to borrowers located primarily in the greater New York and New Jersey metropolitan area. Typically, the loans are priced at a fixed rate of interest and require monthly payments over their three- to seven-year life. The yields earned on equipment financing loans are higher than those earned on the commercial loans made by the Banks because they involve a higher degree of credit risk. Equipment financing customers are typically small-business owners who operate with limited financial resources and who face greater risks when the economy weakens or unforeseen adverse events arise. Because of these characteristics, personal guarantees of borrowers are usually obtained along with liens on available assets. The size of loan is determined by an analysis of cash flow and other characteristics pertaining to the business and the equipment to be financed, based on detailed revenue and profitability data of similar operations.

Loans to condominium associations are for the purpose of funding capital improvements, are made for five- to ten-year terms and are secured by a general assignment of condominium association revenues. Among the factors considered in the underwriting of such loans are the level of owner occupancy, the financial condition and history of the condominium association, the attractiveness of the property in relation to the market in which it is located and the reasonableness of estimates of the cost of capital improvements to be made. Depending on loan size, funds are advanced as capital improvements are made and, in more complex situations, after completion of engineering inspections.

### Consumer Loans

The consumer loan portfolio is comprised of residential mortgage loans, home equity loans and lines of credit, and other consumer loans and represented 18.2% of total loans outstanding as of September 30, 2017. The Company focuses its mortgage and home equity lending on existing and new customers within its branch networks in its urban and suburban marketplaces in the greater Boston and Providence metropolitan areas.

The Company originates adjustable- and fixed-rate residential mortgage loans secured by one- to four-family residences. Each residential mortgage loan granted is subject to a satisfactorily completed application, employment verification, credit history and a demonstrated ability to repay the debt. Generally, loans are not made when the loan-to-value ratio exceeds 80% unless private mortgage insurance is obtained and/or there is a financially strong guarantor. Appraisals are performed by outside independent fee appraisers.

In general, the Company maintains three-, five- and seven-year adjustable-rate mortgage loans and ten-year fixed-rate fully amortizing mortgage loans in its portfolio. Fixed-rate mortgage loans with maturities beyond ten years, such as 15- and

## Table of Contents

30-year fixed-rate mortgages, are generally sold into the secondary market on a servicing-released basis. The Banks act as correspondent banks in these secondary-market transactions. Loan sales in the secondary market provide funds for additional lending and other banking activities.

Underwriting guidelines for home equity loans and lines of credit are similar to those for residential mortgage loans. Home equity loans and lines of credit are limited to no more than 80% of the appraised value of the property securing the loan including the amount of any existing first mortgage liens.

Other consumer loans have historically been a modest part of the Company's loan originations. As of September 30, 2017, other consumer loans equaled \$15.7 million, or 0.3% of total loans outstanding.

### Asset Quality

#### Criticized and Classified Assets

The Company's management rates certain loans and leases as "other assets especially mentioned ("OAEM")", "substandard" or "doubtful" based on criteria established under banking regulations. These loans and leases are collectively referred to as "criticized" assets. Loans and leases rated OAEM have potential weaknesses that deserve management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects of the loan or lease at some future date. Loans and leases rated as substandard are inadequately protected by the payment capacity of the obligor or of the collateral pledged, if any. Substandard loans and leases have a well-defined weakness or weaknesses that jeopardize the liquidation of debt and are characterized by the distinct possibility that the Company will sustain some loss if existing deficiencies are not corrected. Loans and leases rated as doubtful have well-defined weaknesses that jeopardize the orderly liquidation of debt and partial loss of principal is likely. As of September 30, 2017, the Company had \$74.3 million of total assets, including acquired assets, that were designated as criticized. This compares to \$70.4 million of assets designated as criticized as of December 31, 2016. The increase in criticized assets was primarily due to the downgrade of several commercial real estate loans, offset by the payoffs of several criticized loans during the first nine months of 2017.

#### Nonperforming Assets

"Nonperforming assets" consist of nonperforming loans and leases, other real estate owned ("OREO") and other repossessed assets. Under certain circumstances, the Company may restructure the terms of a loan or lease as a concession to a borrower, except for acquired loans and leases which are individually evaluated against expected performance on the date of acquisition. These restructured loans and leases are generally considered "nonperforming loans and leases" until a history of collection of at least six months on the restructured terms of the loan or lease has been established. OREO consists of real estate acquired through foreclosure proceedings and real estate acquired through acceptance of a deed in lieu of foreclosure. Other repossessed assets consist of assets that have been acquired through foreclosure that are not real estate and are included in other assets on the Company's unaudited consolidated balance sheets.

Accrual of interest on loans generally is discontinued when contractual payment of principal or interest becomes past due 90 days or, if in management's judgment, reasonable doubt exists as to the full timely collection of interest. Exceptions may be made if the loan has matured and is in the process of renewal or is well-secured and in the process of collection. When a loan is placed on nonaccrual status, interest accruals cease and uncollected accrued interest is reversed and charged against current interest income. Interest payments on nonaccrual loans are generally applied to principal. If collection of the principal is reasonably assured, interest payments are recognized as income on the cash basis. Loans are generally returned to accrual status when principal and interest payments are current, full collectability of principal and interest is reasonably assured and a consistent record of at least six months of performance has been achieved.

In cases where a borrower experiences financial difficulties and the Company makes certain concessionary modifications to contractual terms, the loan is classified as a troubled debt restructured loan. In determining whether a debtor is experiencing financial difficulties, the Company considers, among other factors, if the debtor is in payment default or is likely to be in payment default in the foreseeable future without the modification, the debtor declared or is in the process of declaring bankruptcy, there is substantial doubt that the debtor will continue as a going concern, the debtor's entity-specific projected cash flows will not be sufficient to service its debt, or the debtor cannot obtain funds from sources other than the existing creditors at market terms for debt with similar risk characteristics.



Nonperforming assets are composed of nonaccrual loans and leases, OREO and other repossessed assets. As of September 30, 2017, the Company had nonperforming assets of \$44.4 million, representing 0.66% of total assets, compared to nonperforming assets of \$41.5 million, or 0.64% of total assets, as of December 31, 2016. The increase in nonperforming assets was primarily due to an increase of \$2.6 million in OREO, as well as an increase of \$0.4 million in repossessed assets during the first nine months of 2017.

Table of Contents

The Company evaluates the underlying collateral of each nonperforming loan and lease and continues to pursue the collection of interest and principal. Management believes that the current level of nonperforming assets remains manageable relative to the size of the Company's loan and lease portfolio. If economic conditions were to worsen or if the marketplace were to experience prolonged economic stress, management believes it is likely that the level of nonperforming assets would increase, as would the level of charged-off loans.

Past Due and Accruing

Accrual of interest on loans generally is discontinued when contractual payment of principal or interest becomes past due 90 days or, if in management's judgment, reasonable doubt exists as to the full timely collection of interest.

Exceptions may be made if the loan has matured and is in the process of renewal or is well-secured and in the process of collection. When a loan is placed on nonaccrual status, interest accruals cease and uncollected accrued interest is reversed and charged against current interest income. Interest payments on nonaccrual loans are generally applied to principal. If collection of the principal is reasonably assured, interest payments are recognized as income on the cash basis. Loans are generally returned to accrual status when principal and interest payments are current, full collectability of principal and interest is reasonably assured and a consistent record of at least six consecutive months of performance has been achieved.

As of September 30, 2017, the Company had loans and leases greater than 90 days past due and accruing of \$2.5 million, or 0.04% of total loans and leases, compared to \$7.1 million, or 0.13% of total loans and leases, as of December 31, 2016, representing an decrease of \$4.6 million. The decrease in past due and accruing loans was due to the payoffs of several past due acquired loans during the first nine months of 2017.

The following table sets forth information regarding nonperforming assets for the periods indicated:

	At September 30, 2017	At December 31, 2016	
	(Dollars in Thousands)		
Nonperforming loans and leases:			
Nonaccrual loans and leases:			
Commercial real estate	\$3,051	\$ 5,340	
Multi-family mortgage	792	1,404	
Construction	860	—	
Total commercial real estate loans	4,703	6,744	
Commercial	22,367	22,974	
Equipment financing	9,858	6,758	
Total commercial loans and leases	32,225	29,732	
Residential mortgage	1,969	2,501	
Home equity	1,047	951	
Other consumer	29	149	
Total consumer loans	3,045	3,601	
Total nonaccrual loans and leases	39,973	40,077	
Other real estate owned	3,235	618	
Other repossessed assets	1,163	781	
Total nonperforming assets	\$44,371	\$ 41,476	
Loans and leases past due greater than 90 days and accruing	\$2,523	\$ 7,077	
Total nonperforming loans and leases as a percentage of total loans and leases	0.71	% 0.74	%

Total nonperforming assets as a percentage of total assets	0.66	%	0.64	%
--	------	---	------	---

68

---

Table of Contents

## Troubled Debt Restructured Loans and Leases

As of September 30, 2017, restructured loans included \$5.0 million of commercial real estate loans, \$0.8 million of multi-family mortgage loans, \$17.3 million of commercial loans, \$3.9 million of equipment financing loans and leases, \$1.1 million of residential mortgage loans and \$1.2 million of home equity loans. As of December 31, 2016, restructured loans included \$4.9 million of commercial real estate loans, \$2.0 million of multi-family mortgage loans, \$13.7 million of commercial loans, \$2.1 million of equipment financing loans and leases, \$1.3 million of residential mortgage loans and \$1.8 million of home equity loans. A restructured loan is a loan for which the maturity date was extended, the principal was reduced, and/or the interest rate was modified to drop the required monthly payment to a more manageable amount for the borrower.

The following table sets forth information regarding troubled debt restructured loans and leases at the dates indicated:

	At September 30, 2017	At December 31, 2016
	(Dollars in Thousands)	
Troubled debt restructurings:		
On accrual	\$ 14,024	\$ 13,883
On nonaccrual	15,290	11,919
Total troubled debt restructurings	\$ 29,314	\$ 25,802

Changes in troubled debt restructured loans and leases were as follows for the periods indicated:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
	(Dollars in Thousands)			
Balance at beginning of period	\$30,878	\$31,314	\$25,802	\$22,918
Additions	1,154	1,568	9,303	11,789
Net charge-offs	(590 )	28	(2,580 )	110
Repayments	(2,128 )	(892 )	(2,289 )	(2,799 )
Other reductions <sup>(1)</sup>	—	—	(922 )	—
Balance at end of period	\$29,314	\$32,018	\$29,314	\$32,018

(1) Includes loans and leases that were removed from TDR status

## Allowances for Credit Losses

The allowance for loan and lease losses consists of general and specific allowances and reflects management's estimate of probable loan and lease losses inherent in the loan portfolio at the balance sheet date. Management uses a consistent and systematic process and methodology to evaluate the adequacy of the allowance for loan and lease losses on a quarterly basis. The allowance is calculated by loan type: commercial real estate loans, commercial loans and leases, and consumer loans, each category of which is further segregated. A formula-based credit evaluation approach is applied to each group that is evaluated collectively, primarily by loss factors, which includes estimates of incurred losses over an estimated LEP, assigned to each risk rating by type, coupled with an analysis of certain loans individually evaluated for impairment. Management continuously evaluates and challenges inputs and assumptions in the allowance for loan and lease loss.

The process to determine the allowance for loan and lease losses requires management to exercise considerable judgment regarding the risk characteristics of the loan portfolios and the effect of relevant internal and external factors. While management evaluates currently available information in establishing the allowance for loan and lease losses, future adjustments to the allowance for loan and lease losses may be necessary if conditions differ substantially from the assumptions used in making the evaluations. Management performs a comprehensive review of the allowance for loan and lease losses on a quarterly basis. In addition, various regulatory agencies, as an integral part of

their examination process, periodically review a financial institution's allowance for loan and lease losses and carrying amounts of other real estate owned. Such agencies may require the financial institution to recognize additions to the allowance based on their judgments about information available to them at the time of their examination.

The Company's general allowance methodology provides a quantification of probable losses in the portfolio. Under the current methodology, Management combines the historical loss information of the Banks to generate a single set of ratios.

Table of Contents

Management believes it is appropriate to aggregate the ratios as the Banks share common environmental factors, operate in similar markets, and utilize common underwriting standards in accordance with the Company's Credit Policy.

Management employs a similar analysis for the consolidation of the qualitative factors as it does for the quantitative factors. Again, Management believes the combination of the existing nine qualitative factors used at each of the Banks into a single group of factors for use across the Company is appropriate based on the commonality of environmental factors, markets, and underwriting standards among the Banks.

As of September 30, 2017, the Company had a portfolio of approximately \$27.1 million in loans secured by taxi medallions issued by the cities of Boston and Cambridge. As of December 31, 2016, this portfolio was approximately \$31.1 million. Application-based mobile ride services, such as Uber and Lyft, have generated increased competition in the transportation sector, resulting in a reduction in taxi utilization and, as a result, a reduction in the collateral value and credit quality of taxi medallion loans. This has increased the likelihood that loans secured by taxi medallions may default, or that the borrowers may be unable to repay these loans at maturity, potentially resulting in an increase in past due loans, troubled debt restructurings, and charge-offs. The Company's allowance calculation included a further segmentation of the commercial loans and leases to reflect the increased risk in the Company's taxi medallion portfolio. This allowance calculation segmentation represents management's estimations of the risks associated with the portfolio.

The following tables present the changes in the allowance for loan and lease losses by portfolio category for the three and nine months ended September 30, 2017 and 2016.

	At and for the Three Months Ended September 30, 2017			
	Commercial Real Estate	Commercial	Consumer	Total
	(In Thousands)			
Balance at June 30, 2017	\$27,954	\$31,099	\$5,468	\$64,521
Charge-offs	(65 )	(1,965 )	(113 )	(2,143 )
Recoveries	—	109	80	189
(Credit) provision for loan and lease losses	979	1,832	35	2,846
Balance at September 30, 2017	\$28,868	\$31,075	\$5,470	\$65,413
Total loans and leases	\$3,029,009	\$1,585,296	\$1,025,135	\$5,639,440
Total allowance for loan and lease losses as a percentage of total loans and leases	0.95	% 1.96	% 0.53	% 1.16
				%
	At and for the Three Months Ended September 30, 2016			
	Commercial Real Estate	Commercial	Consumer	Total
	(In Thousands)			
Balance at June 30, 2016	\$29,861	\$22,916	\$4,481	\$57,258
Charge-offs	(50 )	(545 )	(244 )	(839 )
Recoveries	—	170	149	319
Provision for loan and lease losses	(1,755 )	3,923	(14 )	2,154
Balance at September 30, 2016	\$28,056	\$26,464	\$4,372	\$58,892
Total loans and leases	\$2,883,428	\$1,470,866	\$978,006	\$5,332,300
Total allowance for loan and lease losses as a percentage of total loans and leases	0.97	% 1.80	% 0.45	% 1.10
				%

Table of Contents

	At and for the Nine Months Ended September 30, 2017				
	Commercial Real Estate	Commercial	Consumer	Total	
	(In Thousands)				
Balance at December 31, 2016	\$27,645	\$20,906	\$5,115	\$53,666	
Charge-offs	(294 )	(6,267 )	(329 )	(6,890 )	
Recoveries	476	800	263	1,539	
Provision for loan and lease losses	1,041	15,636	421	17,098	
Balance at September 30, 2017	\$28,868	\$31,075	\$5,470	\$65,413	
Total loans and leases	\$3,029,009	\$1,585,296	\$1,025,135	\$5,639,440	
Allowance for loan and lease losses as a percentage of total loans and leases	0.95	% 1.96	% 0.53	% 1.16	%
	At and for the Nine Months Ended September 30, 2016				
	Commercial Real Estate	Commercial	Consumer	Total	
	(In Thousands)				
Balance at December 31, 2015	\$30,151	\$22,018	\$4,570	\$56,739	
Charge-offs	(1,534 )	(3,250 )	(1,254 )	(6,038 )	
Recoveries	—	495	605	1,100	
Provision for loan and lease losses	(561 )	7,201	451	7,091	
Balance at September 30, 2016	\$28,056	\$26,464	\$4,372	\$58,892	
Total loans and leases	\$2,883,428	\$1,470,866	\$978,006	\$5,332,300	
Allowance for loan and lease losses as a percentage of total loans and leases	0.97	% 1.80	% 0.45	% 1.10	%

The allowance for loan and lease losses was \$65.4 million as of September 30, 2017, or 1.16% of total loans and leases outstanding. This compared to an allowance for loan and lease losses of \$53.5 million, or 0.99% of total loans and leases outstanding, as of December 31, 2016. The increase in the allowance for loan and lease losses and in the allowance for loan and lease losses as a percentage of total loans and leases from December 31, 2016 to September 30, 2017 was primarily due to the increase in specific reserves for taxi medallion loans as a result of a change in the underlying collateral value, the increase in the specific reserve of a number of commercial loans, the increase in historical loss factors applied to commercial real estate and commercial loan portfolios including taxi medallion loans, and loan growth of \$240.6 million for the nine months ended September 30, 2017.

Management believes that the allowance for loan and lease losses as of September 30, 2017 is appropriate based on the facts and circumstances discussed further below.

#### Commercial Real Estate Loans

The allowance for commercial real estate loan losses was \$28.9 million, or 0.95% of total commercial real estate loans outstanding, as of September 30, 2017. This compared to an allowance for commercial real estate loan losses of \$27.6 million, or 0.95% of total commercial real estate loans outstanding, as of December 31, 2016. Specific reserves on commercial real estate loans were \$1.0 thousand and \$28.0 thousand as of September 30, 2017 and December 31, 2016, respectively. The \$1.3 million increase in the allowance for commercial real estate loan losses during the first nine months of 2017 was primarily driven by originated loan growth of \$141.0 million, or 5.1% from December 31, 2016.

The ratio of total criticized and classified commercial real estate loans to total commercial real estate loans increased to 0.84% as of September 30, 2017 from 0.74% as of December 31, 2016. The ratio of originated commercial real estate loans on nonaccrual to total originated commercial real estate loans decreased to 0.16% as of September 30, 2017 from 0.23% as of December 31, 2016.

Net charge-offs in the commercial real estate loan portfolio for the three months ended September 30, 2017 and September 30, 2016 were \$65.0 thousand and \$50.0 thousand, respectively. As a percentage of average commercial real estate

71

---



Table of Contents

loan portfolio, annualized net charge-offs for the three months ended September 30, 2017 and September 30, 2016 was 0.01% and 0.01%, respectively.

Net recoveries in the commercial real estate loan portfolio totaled \$0.2 million for the nine months ended September 30, 2017, compared to net charge-offs of \$1.5 million for the nine months ended September 30, 2016. As a percentage of average commercial real estate loan portfolio, annualized net recoveries for the nine months ended September 30, 2017 was 0.01% and annualized charge-offs for the nine month ended September 30, 2016 was 0.07%.

**Commercial Loans and Leases**

The allowance for commercial loan and lease losses was \$31.1 million, or 1.96% of total commercial loans and leases outstanding, as of September 30, 2017, compared to \$20.9 million, or 1.40% of total commercial loans and leases outstanding, as of December 31, 2016. Specific reserves on commercial loans and leases increased from \$0.1 million as of December 31, 2016 to \$7.5 million as of September 30, 2017. The \$10.2 million increase in the allowance for commercial loans and lease losses during 2017 was primarily due to the increase in specific reserves for taxi medallion loans as a result of a change in the underlying collateral value, the increase in the specific reserve of a number of commercial loans, the increase in historical loss factors applied to commercial loan portfolios including taxi medallion portfolio in the first nine months of 2017, and the originated loan growth of 96.3 million, or 6.5% from December 31, 2016.

The ratio of total criticized and classified commercial loans and leases to total commercial loans and leases was 3.07% as of September 30, 2017, compared to 3.27% as of December 31, 2016. The ratio of originated commercial loans and leases on nonaccrual to total originated commercial loans and leases increased to 1.98% as of September 30, 2017 from 1.85% as of December 31, 2016.

Net charge-offs in the commercial loan and lease portfolio for the three months ended September 30, 2017 and September 30, 2016 were \$1.9 million and \$0.4 million, respectively. As a percentage of average commercial loans and leases, annualized net charge-offs for the three months ended September 30, 2017 and September 30, 2016 were 0.47% and 0.10%, respectively.

Net charge-offs in the commercial loan and lease portfolio for the nine months ended September 30, 2017 and September 30, 2016 were \$5.5 million and \$2.8 million, respectively. As a percentage of average commercial loans and leases, annualized net charge-offs for the nine months ended September 30, 2017 and September 30, 2016 were 0.47% and 0.26%, respectively.

**Consumer Loans**

The allowance for consumer loan losses, including residential loans and home equity loans and lines of credit, was \$5.5 million, or 0.53% of total consumer loans outstanding, as of September 30, 2017, compared to \$5.0 million, or 0.51% of consumer loans outstanding, as of December 31, 2016. Specific reserves on consumer loans were \$21.0 thousand and \$27.0 thousand as of September 30, 2017 and December 31, 2016, respectively. The \$0.5 million increase in the allowance for consumer loans during the first nine months of 2017 was primarily driven by the increase in the historical loss factors applied to the consumer portfolios and the originated loan growth of \$58.3 million, or 6.8%, from December 31, 2016. The ratio of originated consumer loans on nonaccrual to total originated consumer loans increased to 0.23% as of September 30, 2017 from 0.30% as of December 31, 2016. The risk of loss on a home equity loan is higher since the property securing the loan has often been previously pledged as collateral for a first mortgage loan. The Company gathers and analyzes delinquency data, to the extent that data are available on these first liens, for purposes of assessing the collectability of the second liens held by the Company even if these home equity loans are not delinquent. This data are further analyzed for performance differences between amortizing and non-amortizing home equity loans, the percentage borrowed to total loan commitment and by the amount of payments made by the borrowers. The loss exposure is not considered to be high due to the combination of current property values, the historically low loan-to-value ratios, the low level of losses experienced in the past few years and the low level of loan delinquencies as of September 30, 2017. If the local economy weakens, however, a rise in losses in those loan classes could occur. Historically, losses in these classes have been low.

Net charge-offs in the consumer loan portfolio for the three months ended September 30, 2017 and September 30, 2016 were \$33.0 thousand and \$95.0 thousand, respectively. Provisions for consumer loans recorded in these periods more than adequately covered charge-offs during those periods.

Net charge-offs in the consumer loan portfolio for the nine months ended September 30, 2017 and September 30, 2016 were \$66.0 thousand and \$649.0 thousand, respectively. Provisions for consumer loans recorded in these periods more than adequately covered charge-offs during those periods.

Table of Contents

The following table sets forth the Company's percent of allowance for loan and lease losses to the total allowance for loan and lease losses and the percent of loans to total loans for each of the categories listed at the dates indicated.

	At September 30, 2017			At December 31, 2016		
	Amount	Percent of Allowance to Total Allowance	Percent of Loans in Each Category to Total Loans	Amount	Percent of Allowance to Total Allowance	Percent of Loans in Each Category to Total Loans
(Dollars in Thousands)						
Commercial real estate	\$19,988	30.6 %	37.6 %	\$19,354	36.1 %	38.1 %
Multi-family mortgage	5,668	8.7 %	13.2 %	5,528	10.3 %	13.5 %
Construction	3,212	4.9 %	2.9 %	2,763	5.1 %	2.5 %
Total commercial real estate loans	28,868	44.2 %	53.7 %	27,645	51.5 %	54.1 %
Commercial	20,177	30.8 %	12.2 %	10,096	18.8 %	11.8 %
Equipment financing	10,482	16.0 %	14.9 %	10,345	19.3 %	14.8 %
Condominium association	416	0.6 %	1.0 %	465	0.9 %	1.1 %
Total commercial loans and leases	31,075	47.4 %	28.1 %	20,906	39.0 %	27.7 %
Residential mortgage	2,990	4.6 %	11.6 %	2,587	4.8 %	11.6 %
Home equity	2,305	3.5 %	6.3 %	2,356	4.4 %	6.3 %
Other consumer	175	0.3 %	0.3 %	172	0.3 %	0.3 %
Total consumer loans	5,470	8.4 %	18.2 %	5,115	9.5 %	18.2 %
Total	\$65,413	100.0 %	100.0 %	\$53,666	100.0 %	100.0 %

**Investment Securities**

The investment portfolio exists primarily for liquidity purposes, and secondarily as sources of interest and dividend income, interest-rate risk management and tax planning as a counterbalance to loan and deposit flows. Investment securities are utilized as part of the Company's asset/liability management and may be sold in response to, or in anticipation of, factors such as changes in market conditions and interest rates, security prepayment rates, deposit outflows, liquidity concentrations and regulatory capital requirements.

The investment policy of the Company, which is reviewed and approved by the Board of Directors on an annual basis, specifies the types of investments that are acceptable, required investment ratings by at least one nationally recognized rating agency, concentration limits and duration guidelines. Compliance with the investment policy is monitored on a regular basis. In general, the Company seeks to maintain a high degree of liquidity and targets cash, cash equivalents and investment securities available-for-sale balances between 10% and 30% of total assets.

Cash, cash equivalents, and investment securities increased \$15.6 million, or 3.1% on an annualized basis, to \$694.0 million as of September 30, 2017 from \$678.4 million as of December 31, 2016. The increase was primarily driven by an increase in deposit balances, offset by growth in loans and leases and investment securities. Cash, cash equivalents, and investment securities were 10.4% of total assets as of September 30, 2017, compared to 10.5% of total assets at December 31, 2016.

Table of Contents

The following table sets forth certain information regarding the amortized cost and market value of the Company's investment securities at the dates indicated:

	At September 30, 2017		At December 31, 2016	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
	(In Thousands)			
Investment securities available-for-sale:				
GSE debentures	\$ 139,443	\$ 139,344	\$ 98,122	\$ 97,020
GSE CMOs	138,137	135,280	161,483	158,040
GSE MBSs	182,913	182,118	214,946	212,915
SBA commercial loan asset- backed securities	77	77	107	107
Corporate debt obligations	58,638	58,891	48,308	48,485
U.S. Treasury bonds	4,822	4,811	4,801	4,737
Trust preferred securities	1,471	1,403	1,469	1,358
Total debt securities	525,501	521,924	529,236	522,662
Marketable equity securities	975	986	966	972
Total investment securities available-for-sale	\$ 526,476	\$ 522,910	\$ 530,202	\$ 523,634
Investment securities held-to-maturity:				
GSE debentures	\$ 38,622	\$ 38,072	\$ 14,735	\$ 14,101
GSE MBSs	14,788	14,643	17,666	17,479
Municipal obligations	53,828	54,013	54,219	53,204
Foreign government obligations	500	492	500	487
Total investment securities held-to-maturity	\$ 107,738	\$ 107,220	\$ 87,120	\$ 85,271

The fair value of investment securities is based principally on market prices and dealer quotes received from third-party, nationally-recognized pricing services for identical investment securities such as U.S. Treasury and agency securities. The Company's marketable equity securities are priced this way and are included in Level 1. These prices are validated by comparing the primary pricing source with an alternative pricing source when available. When quoted market prices for identical securities are unavailable, the Company uses market prices provided by independent pricing services based on recent trading activity and other observable information, including but not limited to market interest-rate curves, referenced credit spreads and estimated prepayment speeds where applicable. These investments include certain U.S. and government agency debt securities, municipal and corporate debt securities, GSE residential MBSs and CMOs, and trust preferred securities, all of which are included in Level 2. Certain fair values are estimated using pricing models and are included in Level 3.

Additionally, management reviews changes in fair value from period to period and performs testing to ensure that prices received from the third parties are consistent with their expectation of the market. Changes in the prices obtained from the pricing service are analyzed from month to month, taking into consideration changes in market conditions including changes in mortgage spreads, changes in U.S. Treasury security yields and changes in generic pricing of 15-year and 30-year securities. Additional analysis may include a review of prices provided by other independent parties, a yield analysis, a review of average life changes using Bloomberg analytics and a review of historical pricing for the particular security.

Maturities, calls and principal repayments for investment securities available-for-sale totaled \$55.0 million for the nine months ended September 30, 2017 compared to \$76.2 million for the same period in 2016. There were no sales of investment securities available-for-sale for the nine months ended September 30, 2017 and 2016. For the nine months ended September 30, 2017, the Company purchased \$52.4 million of investment securities available-for-sale, compared to \$77.3 million in purchases of investment securities available-for-sale for the same period in 2016.

Maturities, calls and principal repayments for investment securities held-to-maturity totaled \$3.2 million for the nine months ended September 30, 2017 compared to \$41.4 million for the same period in 2016. There were no sales of investment securities held-to-maturity for the nine months ended September 30, 2017 and 2016. For the nine months ended September 30, 2017, the Company purchased \$23.9 million of investment securities held-to-maturity, compared to \$25.0 million in purchases of investment securities held-to-maturity for the same period in 2016.

Table of Contents

As of September 30, 2017, the fair value of all investment securities available-for-sale was \$522.9 million and carried a total of \$3.6 million of net unrealized losses, compared to a fair value of \$523.6 million and net unrealized losses of \$6.6 million as of December 31, 2016. As of September 30, 2017, \$377.4 million, or 72.2%, of the portfolio, had gross unrealized losses of \$5.0 million. This compares to \$389.0 million, or 74.3%, of the portfolio with gross unrealized losses of \$8.0 million as of December 31, 2016. The Company's unrealized loss position has decreased in 2017 driven by lower long-term interest rates.

As of September 30, 2017, the fair value of all investment securities held-to-maturity was \$107.2 million and carried a total of \$0.5 million of net unrealized losses, compared to a fair value of \$85.3 million and net unrealized losses of \$1.8 million as of December 31, 2016. As of September 30, 2017, \$61.2 million, or 57.1%, of the portfolio, had gross unrealized losses of \$0.9 million. This compares to \$82.0 million, or 96.1%, of the portfolio with gross unrealized losses of \$1.9 million as of December 31, 2016. The Company's unrealized loss position decreased in 2017 driven by lower long-term interest rates.

Management believes that these negative differences between amortized cost and fair value do not include credit losses, but rather differences in interest rates between the time of purchase and the time of measurement. It is more likely than not that the Company will not sell or be required to sell the investment securities before recovery, and, as a result, it will recover the amortized cost basis of the investment securities. As such, management has determined that the securities are not other-than-temporarily impaired as of September 30, 2017. If market conditions for securities worsen or the creditworthiness of the underlying issuers deteriorates, it is possible that the Company may recognize additional other-than-temporary impairments in future periods. For additional discussion on how the Company validates fair values provided by the third-party pricing service, see Note 11, "Fair Value of Financial Instruments."

**Restricted Equity Securities**

**FHLBB Stock**—The Company invests in the stock of the FHLBB as one of the requirements to borrow. The Company maintains an excess balance of capital stock, which allows for additional borrowing capacity at each of the Banks. As of September 30, 2017, the excess balance of capital stock is \$3.9 million, as compared to no excess balance at December 31, 2016. On December 30th, 2016, the FHLBB initiated a stock buyback which reduced the Company's excess balance to zero.

As of September 30, 2017, the Company owned stock in the FHLBB with a carrying value of \$45.2 million, a decrease of \$2.1 million from \$47.3 million as of December 31, 2016. As of September 30, 2017, the FHLBB had total assets of \$61.0 billion and total capital of \$3.2 billion, of which \$1.3 billion was retained earnings. The FHLBB stated that it remained in compliance with all regulatory capital ratios as of September 30, 2017 and was classified as "adequately capitalized" by its regulator, based on the FHLBB's financial information as of June 30, 2017.

**Federal Reserve Bank Stock**—The Company invests in the stock of the Federal Reserve Bank of Boston, as a condition of the membership for the Banks in the Federal Reserve System. As of September 30, 2017 and December 31, 2016, the Company owned stock in the Federal Reserve Bank of Boston with a carrying value of \$16.8 million.

**Other Stock**—The Company invests in a small number of other restricted equity securities which included Northeast Retirement Services, Inc. ("NRS") and the Savings Bank Life Insurance Company of Massachusetts ("SBLI").

The Company, through its wholly owned subsidiary, Brookline Securities Corp., ("Brookline Securities") held 9,721 shares of restricted equity securities of NRS. This investment was recorded at cost of \$122 thousand as no readily determinable fair value was available. On December 5, 2016, Community Bank Systems, Inc. ("CBU") announced entry into a merger agreement to acquire NRS. After receiving stockholder and regulatory approvals, CBU completed the acquisition of NRS on February 3, 2017. The Company exchanged the 9,721 shares of NRS and received \$319.04 in cash and 14.876 shares of CBU common stock for each share of NRS held. As part of the merger agreement, the Company was restricted to selling 5,071 shares per day in the open market. The Company completed the sale of all CBU shares during the first quarter of 2017. The Company recognized a gain on the sale of securities of \$11.4 million for the quarter ending March 31, 2017.

Brookline Securities held one Class A Common Stock share and 2,070 Class B Common Stock shares of the Savings Bank Life Insurance Company of Massachusetts ("SBLI"). In July 2017, SBLI converted from a Massachusetts stock insurance company to a Massachusetts mutual insurance company and, as a result, Brookline Securities received \$500 for one share of Class A Common Stock and \$128 per share for its 2,070 shares of Class B Common Stock of SBLI,

in exchange for \$265.5 thousand in cash. Brookline Securities recognized a nominal gain on the exchange.

Table of Contents

## Deposits

The following table presents the Company's deposit mix at the dates indicated.

	At September 30, 2017			At December 31, 2016		
	Amount	Percent of Total	Weighted Average Rate	Amount	Percent of Total	Weighted Average Rate
(Dollars in Thousands)						
Non-interest-bearing deposits:						
Demand checking accounts	\$905,472	18.8 %	— %	\$900,474	19.5 %	— %
Interest-bearing deposits:						
NOW accounts	318,284	6.6 %	0.07 %	323,160	7.0 %	0.07 %
Savings accounts	665,558	13.8 %	0.20 %	613,061	13.3 %	0.20 %
Money market accounts	1,749,040	36.5 %	0.53 %	1,733,359	37.6 %	0.47 %
Certificate of deposit accounts	1,167,329	24.3 %	1.19 %	1,041,022	22.6 %	1.04 %
Total interest-bearing deposits	3,900,211	81.2 %	0.63 %	3,710,602	80.5 %	0.55 %
Total deposits	\$4,805,683	100.0 %	0.52 %	\$4,611,076	100.0 %	0.44 %

Total deposits increased \$194.6 million, or 5.6% on an annualized basis, to \$4.8 billion as of September 30, 2017, compared to \$4.6 billion as of December 31, 2016. Deposits as a percentage of total assets increased to 71.9% as of September 30, 2017, as compared to 71.6% as of December 31, 2016. The increase in deposits is primarily due to the growth in certificate of deposit accounts and savings accounts.

As of September 30, 2017, the Company had \$260.8 million of brokered deposits compared to \$203.4 million as of December 31, 2016. Brokered deposits allow the Company to seek additional funding by attracting deposits from outside the Company's core market. The Company's investment policy limits the amount of brokered deposits to 15% of total assets. Brokered deposits are included in the certificate of deposit balance, which increased \$126.3 million, or 16.2% on an annualized basis, during the nine months ended September 30, 2017. Certificates of deposit have also increased as a percentage of total deposits to 24.3% as of September 30, 2017 from 22.6% as of December 31, 2016. During the nine months ended September 30, 2017, core deposits increased \$68.3 million, or 2.6% on an annualized basis. The ratio of core deposits to total deposits decreased from 77.4% as of December 31, 2016 to 75.7% as of September 30, 2017, primarily due to the shift in deposit mix and increase in brokered deposits.

The following table sets forth the distribution of the average balances of the Company's deposit accounts for the periods indicated and the weighted average interest rates on each category of deposits presented. Averages for the periods presented are based on daily balances.

	Three Months Ended September 30,					
	2017			2016		
	Average Balance	Percent of Total Average Deposits	Weighted Average Rate	Average Balance	Percent of Total Average Deposits	Weighted Average Rate
(Dollars in Thousands)						
Core deposits:						
Non-interest-bearing demand checking accounts	\$918,054	19.3 %	— %	\$863,854	19.1 %	— %
NOW accounts	321,731	6.8 %	0.07 %	295,762	6.6 %	0.07 %
Savings accounts	605,303	12.7 %	0.20 %	566,192	12.5 %	0.22 %
Money market accounts	1,765,610	37.2 %	0.51 %	1,678,937	37.2 %	0.45 %
Total core deposits	3,610,698	76.0 %	0.29 %	3,404,745	75.4 %	0.26 %
Certificate of deposit accounts	1,139,699	24.0 %	1.17 %	1,112,831	24.6 %	1.01 %
Total deposits	\$4,750,397	100.0 %	0.50 %	\$4,517,576	100.0 %	0.45 %





Table of Contents

	Nine Months Ended September 30,					
	2017			2016		
	Average Balance	Percent of Total Average Deposits	Weighted Average Rate	Average Balance	Percent of Total Average Deposits	Weighted Average Rate
	(Dollars in Thousands)					
Core deposits:						
Non-interest-bearing demand checking accounts	\$905,684	19.4 %	— %	\$829,659	18.7 %	— %
NOW accounts	319,633	6.8 %	0.07 %	289,908	6.5 %	0.07 %
Savings accounts	603,814	12.9 %	0.20 %	561,798	12.7 %	0.24 %
Money market accounts	1,759,449	37.6 %	0.49 %	1,654,700	37.2 %	0.45 %
Total core deposits	3,588,580	76.7 %	0.28 %	3,336,065	75.1 %	0.27 %
Certificate of deposit accounts	1,088,011	23.3 %	1.12 %	1,107,600	24.9 %	0.99 %
Total deposits	\$4,676,591	100.0 %	0.47 %	\$4,443,665	100.0 %	0.45 %

As of September 30, 2017 and December 31, 2016, the Company had outstanding certificates of deposit of \$100,000 or more, maturing as follows:

	At September 30, 2017			At December 31, 2016		
	Amount	Weighted Average Rate		Amount	Weighted Average Rate	
	(Dollars in Thousands)					
Maturity period:						
Six months or less	\$ 150,892	0.86 %		\$ 134,783	0.82 %	
Over six months through 12 months	137,264	1.12 %		79,543	0.92 %	
Over 12 months	224,115	1.68 %		222,342	1.44 %	
Total certificate of deposit of \$100,000 or more	\$512,271	1.29 %		\$436,668	1.15 %	

**Borrowed Funds**

The following table sets forth certain information regarding advances from the FHLBB, subordinated debentures and notes and other borrowed funds for the periods indicated:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
	(Dollars in Thousands)			
Borrowed funds:				
Average balance outstanding	\$ 1,037,778	\$ 1,050,849	\$ 1,046,054	\$ 1,013,865
Maximum amount outstanding at any month-end during the period	1,070,681	1,050,118	1,093,693	1,050,118
Balance outstanding at end of period	985,896	1,022,653	985,896	1,022,653
Weighted average interest rate for the period	1.64	% 1.52	% 1.59	% 1.55
Weighted average interest rate at end of period	1.67	% 1.56	% 1.67	% 1.56

**Advances from the FHLBB**

On a long-term basis, the Company intends to continue to increase its core deposits. The Company also uses FHLBB borrowings and other wholesale borrowing as part of the Company's overall strategy to fund loan growth and manage interest-rate risk and liquidity. The advances are secured by a blanket security agreement which requires the Banks to maintain certain qualifying assets as collateral, principally mortgage loans and securities in an aggregate amount at least equal to outstanding advances. The maximum amount that the FHLBB will advance to member institutions, including the Company, fluctuates from time to time in accordance with the policies of the FHLBB. The Company

may also borrow from the FRB's "discount window" as necessary.

77

---

Table of Contents

FHLBB borrowings decreased by \$38.3 million to \$872.6 million as of September 30, 2017 from the December 31, 2016 balance of \$910.8 million. The decrease in FHLBB borrowings was primarily due to a reduction in new advances from the FHLBB, as the Company is utilizing other funding sources to support loan growth.

**Subordinated Debentures and Notes**

The Company acquired two \$5.0 million subordinated debentures due on June 26, 2033 and March 17, 2034, respectively. The Company is obligated to pay 3-month LIBOR plus 3.10% and 3-month LIBOR plus 2.79%, respectively, on a quarterly basis until the debentures mature.

The Company sold \$75.0 million of 6.0% fixed-to-floating subordinated notes due September 15, 2029. The Company is obligated to pay 6.0% interest semiannually between September 2014 and September 2024. Subsequently, the Company is obligated to pay 3-month LIBOR plus 3.315% quarterly until the notes mature in September 2029.

The following table summarizes the Company's subordinated debentures and notes at the dates indicated.

Issue Date	Rate	Maturity Date	Next Call Date	Carrying Amount	
				September 30, 2017	December 31, 2016
(Dollars in Thousands)					
June 26, 2003	Variable; 3-month LIBOR + 3.10%	June 26, 2033	December 26, 2017	\$4,772	\$4,752
March 17, 2004	Variable; 3-month LIBOR + 2.79%	March 17, 2034	December 18, 2017	4,657	4,628
September 15, 2014	6.0% Fixed-to-Variable; 3-month LIBOR + 3.315%	September 15, 2029	September 15, 2024	73,800	73,725
Total				\$83,229	\$83,105

The above carrying amounts of the subordinated debentures included \$0.6 million of accretion adjustments and \$1.2 million of capitalized debt issuance costs as of September 30, 2017. This compares to \$0.6 million of accretion adjustments and \$1.3 million of capitalized debt issuance costs as of December 31, 2016.

**Other Borrowed Funds**

In addition to advances from the FHLBB and subordinated debentures and notes, the Company utilizes other funding sources as part of the overall liquidity strategy. Those funding sources include repurchase agreements, committed and uncommitted lines of credit with several financial institutions.

The Company periodically enters into repurchase agreements with its larger deposit and commercial customers as part of its cash management services which are typically overnight borrowings. Repurchase agreements with customers decreased \$20.1 million to \$30.1 million as of September 30, 2017 from \$50.2 million as of December 31, 2016.

The Company has access to a \$12.0 million committed line of credit as of September 30, 2017. As of September 30, 2017 and December 31, 2016, the Company did not have any borrowings on this committed line of credit outstanding. The Banks also have access to funding through several uncommitted lines of credit of \$204.0 million. As of September 30, 2017 and December 31, 2016, the Company did not have any borrowings on these uncommitted lines of credit.

**Derivative Financial Instruments**

The Company has entered into loan level derivatives, risk participation agreements, and foreign exchange contracts with certain of its commercial customers and concurrently enters into offsetting swaps with third-party financial institutions. The Company may also, from time to time, enter into risk participation agreements. The Company did not have derivative fair value hedges or derivative cash flow hedges at September 30, 2017 or December 31, 2016. The following table summarizes certain information concerning the Company's loan level derivatives, risk participation agreements, and foreign exchange contracts at September 30, 2017 and December 31, 2016:

Table of Contents

	At September 30, 2017	At December 31, 2016	
(Dollars in Thousands)			
Loan level derivatives (Notional principal amounts):			
Receive fixed, pay variable	\$465,470	\$ 383,780	
Pay fixed, receive variable	465,470	383,780	
Risk participation-out agreements	28,858	16,961	
Risk participation-in agreements	3,825	—	
Foreign exchange contracts (Notional amounts):			
Buys foreign currency, sells U.S. currency	\$ 1,200	\$ 195	
Sells foreign currency, buys U.S. currency	1,208	195	
Fixed weighted average interest rate from the Company to counterparty	4.15	%4.13	%
Floating weighted average interest rate from counterparty to the Company	3.21	%2.77	%
Weighted average remaining term to maturity (in months)	82	91	
Fair value:			
Recognized as an asset:			
Loan level derivatives	\$9,975	\$ 9,738	
Risk participation-out agreements	49	20	
Foreign exchange contracts	22	—	
Recognized as a liability:			
Loan level derivatives	\$9,975	\$ 9,738	
Risk participation-in agreements	14	—	
Foreign exchange contracts	14	—	

As of December 31, 2016, the Company held no risk participation-in agreements. As of December 31, 2016, the fair value of the foreign exchange contracts was nominal.

**Stockholders' Equity and Dividends**

The Company's total stockholders' equity was \$804.8 million as of September 30, 2017, representing a \$109.2 million increase compared to \$695.5 million at December 31, 2016. The increase primarily reflects net income attributable to the Company of \$43.7 million for the nine months ended September 30, 2017, issuance of common stock of \$81.9 million, an unrealized gain on securities available-for-sale of \$1.9 million, an increase of \$1.0 million related to stock-based compensation, which was partially offset by dividends paid by the Company of \$20.1 million in that same period.

Stockholders' equity represented 12.04% of total assets as of September 30, 2017 and 10.80% of total assets as of December 31, 2016. Tangible stockholders' equity (total stockholders' equity less goodwill and identified intangible assets, net) represented 10.09% of tangible assets (total assets less goodwill and identified intangible assets, net) as of September 30, 2017 and 8.73% as of December 31, 2016.

The dividend payout ratio was 44.90% for the three months ended September 30, 2017, compared to 46.60% for the same period of 2016 and 46.09% for the nine months ended September 30, 2017, compared to 48.66% for the same period of 2016.

**Results of Operations**

The primary drivers of the Company's net income are net interest income, which is strongly affected by the net yield on and growth of interest-earning assets and liabilities ("net interest margin"), the quality of the Company's assets, its levels of non-interest income and non-interest expense, and its tax provision.

The Company's net interest income represents the difference between interest income earned on its investments, loans and leases, and its cost of funds. Interest income is dependent on the amount of interest-earning assets outstanding during the period and the yield earned thereon. Cost of funds is a function of the average amount of deposits and borrowed money outstanding during the year and the interest rates paid thereon. The net interest margin is calculated by dividing net interest income by average interest-earning assets. Net interest spread is the difference between the

average rate earned on interest-earning assets and the average rate paid on interest-bearing liabilities. The increases or decreases, as applicable, in the

79

---

Table of Contents

components of interest income and interest expense, expressed in terms of fluctuation in average volume and rate, are summarized under "Rate/Volume Analysis" below. Information as to the components of interest income, interest expense and average rates is provided under "Average Balances, Net Interest Income, Interest-Rate Spread and Net Interest Margin" below.

Because the Company's assets and liabilities are not identical in duration and in repricing dates, the differential between the two is vulnerable to changes in market interest rates as well as the overall shape of the yield curve. These vulnerabilities are inherent to the business of banking and are commonly referred to as "interest-rate risk." How interest-rate risk is measured and, once measured, how much interest-rate risk is taken are based on numerous assumptions and other subjective judgments. See the discussion in "Item 3. Quantitative and Qualitative Disclosures about Market Risk" below.

The quality of the Company's assets also influences its earnings. Loans and leases that are not paid on a timely basis and exhibit other weaknesses can result in the loss of principal and/or interest income. Additionally, the Company must make timely provisions to the allowance for loan and lease losses based on estimates of probable losses inherent in the loan and lease portfolio. These additions, which are charged against earnings, are necessarily greater when greater probable losses are expected. Further, the Company incurs expenses as a result of resolving troubled assets. These variables reflect the "credit risk" that the Company takes on in the ordinary course of business and are further discussed under "Financial Condition—Asset Quality" above.

#### Net Interest Income

Net interest income increased \$4.4 million to \$56.8 million for the three months ended September 30, 2017 from \$52.4 million for the three months ended September 30, 2016. This overall increase reflects a \$5.2 million increase in interest income on loans and leases and a \$0.3 million increase in interest income on investment securities, offset by a \$1.2 million increase in interest expense on deposit and borrowings, which is reflective of the various portfolios repricing and replacing balances into the current interest rate environment. Refer to "Results of Operations - Comparison of the Three-Month Period Ended September 30, 2017 and September 30, 2016 — Interest Income" and "Results of Operations - Comparison of the Three-Month Period Ended September 30, 2017 and September 30, 2016 — Interest Expense Deposit and Borrowed Funds" below for more details.

Net interest income increased \$13.7 million to \$165.5 million for the nine months ended September 30, 2017 from \$151.8 million for the nine months ended September 30, 2016. This overall increase reflects a \$15.3 million increase in interest income on loans and leases and a \$0.6 million increase in interest income on investment securities, offset by a \$2.3 million increase in interest expense on deposit and borrowings, which is reflective of the various portfolios repricing and replacing balances into the current interest rate environment. Refer to "Results of Operations - Comparison of the Nine-Month Period Ended September 30, 2017 and September 30, 2016 — Interest Income" and "Results of Operations - Comparison of the Nine-Month Period Ended September 30, 2017 and September 30, 2016 — Interest Expense Deposit and Borrowed Funds" below for more details.

Net interest margin increased by 9 basis points to 3.57% for the three months ended September 30, 2017 from 3.48% for the three months ended September 30, 2016. The Company's weighted average interest rate on loans (prior to purchase accounting adjustments) increased to 4.52% for the three months ended September 30, 2017 from 4.36% for the three months ended September 30, 2016. Interest amortization and accretion on acquired loans totaled \$0.2 million and contributed 1 basis point to loan yields during the three months ended September 30, 2017 compared to \$0.9 million, or 6 basis points, for the three months ended September 30, 2016. The increase in the net interest margin is the result of repricing interest-earning assets in a slightly higher rate environment offset by a comparable increase in funding costs.

Net interest margin increased by 10 basis points to 3.56% for the nine months ended September 30, 2017 from 3.46% for the nine months ended September 30, 2016. The Company's weighted average interest rate on loans (prior to purchase accounting adjustments) increased to 4.44% for the nine months ended September 30, 2017 from 4.32% for the nine months ended September 30, 2016. Interest amortization and accretion on acquired loans totaled \$0.6 million and contributed 1 basis point to loan yields during the nine months ended September 30, 2017, compared to \$1.3 million, or 3 basis points, for the nine months ended September 30, 2016. The increase in the net interest margin is the result of repricing and originating interest-earning assets in a higher rate environment offset by an increase in funding

costs.

The yield on interest-earning assets increased to 4.25% for the three months ended September 30, 2017 from 4.10% for the three months ended September 30, 2016. This increase is the result of higher yields on loans and leases, partially offset by a decrease in prepayment penalties and late charges. During the three months ended September 30, 2017, the Company recorded \$0.8 million in prepayment penalties and late charges, which contributed 5 basis points to yields on interest-earning assets in the three months ended September 30, 2017 compared to \$1.2 million, or 8 basis points, for the three months ended September 30, 2016.

80

---



Table of Contents

The yield on interest-earning assets increased to 4.17% for the nine months ended September 30, 2017 from 4.05% for the nine months ended September 30, 2016. This increase is the result of higher yields on loans and leases. During the nine months ended September 30, 2017, the Company recorded \$2.6 million in prepayment penalties and late charges, which contributed 6 basis points to yields on interest-earning assets, compared to \$2.7 million, or 6 basis points, in the nine months ended September 30, 2016.

The overall cost of funds (including non-interest-bearing demand checking accounts) increased 6 basis points to 0.71% for the three months ended September 30, 2017 from 0.65% for the three months ended September 30, 2016. The overall cost of funds increased 3 basis points to 0.68% for the nine months ended September 30, 2017 from 0.65% for the nine months ended September 30, 2016. Refer to "Financial Condition - Borrowed Funds" above for more details.

Management seeks to position the balance sheet to be neutral to asset sensitive to changes in interest rates. Since the end of 2016, short term interest rates have risen while at the same time net interest income, net interest spread, and net interest margin have also increased. In general, the Company's balance sheet position should respond positively in a rising interest rate environment and when the rate curves are steepening which should result in a positive impact to net interest income, net interest spread, and the net interest margin. A declining interest rate or flattening yield curve environment is expected to have a negative impact on the Company's yields and net interest margin. Additional risk factors include, but are not limited to: ongoing pricing pressures in both the loan and deposit portfolios, the ability to increase the Company's core deposits, decrease its loan-to-deposit ratio, and decrease its reliance on FHLBB advances. Net interest income may also be negatively affected by changes in the amount of accretion on acquired loans and leases, deposits and borrowed funds, which are included in interest income and interest expense, respectively.

Table of Contents

## Average Balances, Net Interest Income, Interest-Rate Spread and Net Interest Margin

The following table sets forth information about the Company's average balances, interest income and interest rates earned on average interest-earning assets, interest expense and interest rates paid on average interest-bearing liabilities, interest-rate spread and net interest margin for the three and nine months ended September 30, 2017 and September 30, 2016. Average balances are derived from daily average balances and yields include fees, costs and purchase-accounting-related premiums and discounts which are considered adjustments to coupon yields in accordance with GAAP. Certain amounts previously reported have been reclassified to conform to the current presentation.

	Three Months Ended September 30, 2017			September 30, 2016		
	Average Balance	Interest (1)	Average Yield/ Cost	Average Balance	Interest (1)	Average Yield/ Cost
(Dollars in Thousands)						
Assets:						
Interest-earning assets:						
Debt securities	\$642,018	\$3,264	2.03 %	\$604,394	\$2,910	1.93 %
Marketable and restricted equity securities	66,212	789	4.76 %	66,981	836	4.99 %
Short-term investments	52,674	180	1.36 %	36,273	47	0.51 %
Total investments	760,904	4,233	2.23 %	707,648	3,793	2.14 %
Commercial real estate loans <sup>(2)</sup>	2,974,185	31,299	4.12 %	2,872,733	29,470	4.10 %
Commercial loans <sup>(2)</sup>	760,115	7,959	4.10 %	717,265	7,130	3.90 %
Equipment financing <sup>(2)</sup>	846,027	13,983	6.61 %	759,622	12,189	6.42 %
Residential mortgage loans <sup>(2)</sup>	649,831	6,043	3.72 %	620,741	5,513	3.55 %
Other consumer loans <sup>(2)</sup>	369,925	4,015	4.30 %	356,516	3,810	4.24 %
Total loans and leases	5,600,083	63,299	4.52 %	5,326,877	58,112	4.36 %
Total interest-earning assets	6,360,987	67,532	4.25 %	6,034,525	61,905	4.10 %
Allowance for loan and lease losses	(65,140 )			(58,032 )		
Non-interest-earning assets	385,195			383,604		
Total assets	\$6,681,042			\$6,360,097		
Liabilities and Stockholders' Equity:						
Interest-bearing liabilities:						
Interest-bearing deposits:						
NOW accounts	\$321,731	55	0.07 %	\$295,762	52	0.07 %
Savings accounts	605,303	306	0.20 %	566,192	318	0.22 %
Money market accounts	1,765,610	2,267	0.51 %	1,678,937	1,905	0.45 %
Certificate of deposit	1,139,699	3,356	1.17 %	1,112,831	2,837	1.01 %
Total interest-bearing deposits <sup>(3)</sup>	3,832,343	5,984	0.62 %	3,653,722	5,112	0.56 %
Advances from the FHLBB	913,206	3,028	1.30 %	921,396	2,778	1.18 %
Subordinated debentures and notes	83,204	1,274	6.13 %	83,036	1,259	6.07 %
Other borrowed funds	41,368	47	0.45 %	46,417	32	0.27 %
Total borrowed funds	1,037,778	4,349	1.64 %	1,050,849	4,069	1.52 %
Total interest-bearing liabilities	4,870,121	10,333	0.84 %	4,704,571	9,181	0.78 %
Non-interest-bearing liabilities:						
Non-interest-bearing demand checking accounts <sup>(3)</sup>	918,054			863,854		
Other non-interest-bearing liabilities	80,616			90,025		
Total liabilities	5,868,791			5,658,450		
Brookline Bancorp, Inc. stockholders' equity	804,666			695,205		
Noncontrolling interest in subsidiary	7,585			6,442		

Edgar Filing: BROOKLINE BANCORP INC - Form 10-Q

Total liabilities and stockholders' equity	\$6,681,042			\$6,360,097		
Net interest income (tax-equivalent basis) /						
Interest-rate spread <sup>(4)</sup>		57,199	3.41 %	52,724	3.32 %	
Less adjustment of tax-exempt income		356		374		
Net interest income		\$56,843		\$52,350		
Net interest margin <sup>(5)</sup>			3.57 %		3.48 %	

---

(1) Tax-exempt income on debt securities, equity securities and industrial revenue bonds are included in commercial real estate loans on a tax-equivalent basis.

(2) Loans on nonaccrual status are included in the average balances.

(3) Including non-interest-bearing checking accounts, the average interest rate on total deposits was 0.50% and 0.45% in the three months ended September 30, 2017 and September 30, 2016, respectively.

(4) Interest-rate spread represents the difference between the yield on interest-earning assets and the cost of interest-bearing liabilities.

(5) Net interest margin represents net interest income (tax equivalent basis) divided by average interest-earning assets.

Table of Contents

	Nine Months Ended September 30, 2017			September 30, 2016		
	Average Balance	Interest (1)	Average Yield/ Cost	Average Balance	Interest (1)	Average Yield/ Cost
	(Dollars in Thousands)					
Assets:						
Interest-earning assets:						
Investments :						
Debt securities	\$ 631,549	\$ 9,641	2.04 %	\$ 604,603	\$ 9,078	2.00 %
Marketable and restricted equity securities	68,104	2,306	4.52 %	66,764	2,247	4.49 %
Short-term investments	42,922	342	1.06 %	46,198	149	0.43 %
Total investments	742,575	12,289	2.21 %	717,565	11,474	2.13 %
Loans and leases:						
Commercial real estate loans <sup>(2)</sup>	2,949,313	91,134	4.07 %	2,785,472	85,014	4.07 %
Commercial loans <sup>(2)</sup>	730,453	22,737	4.11 %	692,634	20,430	3.88 %
Equipment financing <sup>(2)</sup>	826,494	40,907	6.60 %	738,990	35,690	6.44 %
Residential mortgage loans <sup>(2)</sup>	641,443	17,511	3.64 %	624,102	16,705	3.57 %
Other consumer loans <sup>(2)</sup>	364,407	11,187	4.10 %	350,070	10,389	3.95 %
Total loans and leases	5,512,110	183,476	4.44 %	5,191,268	168,228	4.32 %
Total interest-earning assets	6,254,685	195,765	4.17 %	5,908,833	179,702	4.05 %
Allowance for loan and lease losses	(62,142 )			(57,982 )		
Non-interest-earning assets	374,558			379,761		
Total assets	\$ 6,567,101			\$ 6,230,612		
Liabilities and Stockholders' Equity:						
Interest-bearing liabilities:						
Interest-bearing deposits:						
NOW accounts	\$ 319,633	164	0.07 %	\$ 289,908	156	0.07 %
Savings accounts	603,814	916	0.20 %	561,798	998	0.24 %
Money market accounts	1,759,449	6,407	0.49 %	1,654,700	5,547	0.45 %
Certificate of deposit	1,088,011	9,120	1.12 %	1,107,600	8,174	0.99 %
Total interest-bearing deposits <sup>(3)</sup>	3,770,907	16,607	0.59 %	3,614,006	14,875	0.55 %
Advances from the FHLBB	913,137	8,640	1.25 %	888,406	8,125	1.20 %
Subordinated debentures and notes	83,165	3,805	6.10 %	82,996	3,773	6.06 %
Other borrowed funds	49,752	137	0.37 %	42,463	82	0.26 %
Total borrowed funds	1,046,054	12,582	1.59 %	1,013,865	11,980	1.55 %
Total interest-bearing liabilities	4,816,961	29,189	0.81 %	4,627,871	26,855	0.78 %
Non-interest-bearing liabilities:						
Non-interest-bearing deposits:						
Non-interest-bearing demand checking accounts <sup>(3)</sup>	905,684			829,659		
Other non-interest-bearing liabilities	76,735			80,774		
Total liabilities	5,799,380			5,538,304		
Brookline Bancorp, Inc. stockholders' equity	760,447			686,134		
Noncontrolling interest in subsidiary	7,274			6,174		
Total liabilities and stockholders' equity	\$ 6,567,101			\$ 6,230,612		
Net interest income (tax-equivalent basis) / Interest-rate spread <sup>(4)</sup>		166,576	3.36 %		152,847	3.27 %
Less adjustment of tax-exempt income		1,052			1,037	
Net interest income		\$ 165,524			\$ 151,810	

Net interest margin <sup>(5)</sup>	3.56 %	3.46 %
------------------------------------	--------	--------

---

(1) Tax-exempt income on debt securities, equity securities and industrial revenue bonds are included in commercial real estate loans on a tax-equivalent basis.

(2) Loans on nonaccrual status are included in the average balances.

(3) Including non-interest-bearing checking accounts, the average interest rate on total deposits was 0.47% and 0.45% in the nine months ended September 30, 2017 and September 30, 2016, respectively.

(4) Interest-rate spread represents the difference between the yield on interest-earning assets and the cost of interest-bearing liabilities.

(5) Net interest margin represents net interest income (tax equivalent basis) divided by average interest-earning assets.

#### Rate/Volume Analysis

The following table presents, on a tax-equivalent basis, the extent to which changes in interest rates and changes in volume of interest-earning assets and interest-bearing liabilities have affected the Company's interest income and interest expense during the periods indicated. Information is provided in each category with respect to: (i) changes attributable to

Table of Contents

changes in volume (changes in volume multiplied by prior rate), (ii) changes attributable to changes in rate (changes in rate multiplied by prior volume), and (iii) the net change. The changes attributable to the combined impact of volume and rate have been allocated proportionately to the changes due to volume and the changes due to rate.

	Three Months Ended September 30, 2017 as Compared to the Three Months Ended September 30, 2016			Nine Months Ended September 30, 2017 as Compared to the Nine Months Ended September 30, 2016		
	Increase (Decrease) Due To			Increase (Decrease) Due To		
	Volume	Rate	Net Change	Volume	Rate	Net Change
	(In Thousands)					
Interest and dividend income:						
Investments:						
Debt securities	\$ 193	\$ 161	\$ 354	\$ 389	\$ 174	\$ 563
Marketable and restricted equity securities	(9 )	(38 )	(47 )	44	15	59
Short-term investments	28	105	133	(11 )	204	193
Total investments	212	228	440	422	393	815
Loans and leases:						
Commercial real estate loans	1,607	222	1,829	6,120	—	6,120
Commercial loans and leases	446	383	829	1,106	1,201	2,307
Equipment financing	1,424	370	1,794	4,312	905	5,217
Residential mortgage loans	262	268	530	473	333	806
Other consumer loans	149	56	205	414	384	798
Total loans	3,888	1,299	5,187	12,425	2,823	15,248
Total change in interest and dividend income	4,100	1,527	5,627	12,847	3,216	16,063
Interest expense:						
Deposits:						
NOW accounts	3	—	3	8	—	8
Savings accounts	19	(31 )	(12 )	79	(161 )	(82 )
Money market accounts	101	261	362	358	502	860
Certificate of deposit	69	450	519	(143 )	1,089	946
Total deposits	192	680	872	302	1,430	1,732
Borrowed funds:						
Advances from the FHLBB	(25 )	275	250	206	309	515
Subordinated debentures and notes	3	12	15	8	24	32
Other borrowed funds	(4 )	19	15	16	39	55
Total borrowed funds	(26 )	306	280	230	372	602
Total change in interest expense	166	986	1,152	532	1,802	2,334
Change in tax-exempt income	(18 )	—	(18 )	15	—	15
Change in net interest income	\$ 3,952	\$ 541	\$ 4,493	\$ 12,300	\$ 1,414	\$ 13,714

Table of Contents

## Interest Income

## Loans and Leases

	Three Months		Dollar Change	Percent Change	Nine Months Ended		Dollar Change	Percent Change
	Ended September 30, 2017	2016			September 30, 2017	2016		
(Dollars in Thousands)								
Interest income—loans and leases:								
Commercial real estate loans	\$31,298	\$29,470	\$1,828	6.2 %	\$91,133	\$85,014	\$6,119	7.2 %
Commercial loans	7,714	6,876	838	12.2 %	22,011	19,676	2,335	11.9 %
Equipment financing	13,983	12,188	1,795	14.7 %	40,907	35,690	5,217	14.6 %
Residential mortgage loans	6,043	5,514	529	9.6 %	17,511	16,705	806	4.8 %
Other consumer loans	4,016	3,810	206	5.4 %	11,188	10,389	799	7.7 %
Total interest income—loans and leases	\$63,054	\$57,858	\$5,196	9.0 %	\$182,750	\$167,474	\$15,276	9.1 %

Interest income from loans and leases was \$63.1 million for the three months ended September 30, 2017, and represented a yield on total loans of 4.52%. This compares to \$57.9 million of interest on loans and a yield of 4.36% for September 30, 2016. The \$5.2 million increase in interest income from loans and leases was attributable to an increase of \$3.9 million due to an increase in origination volume and an increase of \$1.3 million due to the changes in interest rates.

Accretion on acquired loans and leases of \$0.2 million contributed 1 basis point to the Company's net interest margin for the three months ended September 30, 2017, compared to \$0.9 million and 6 basis points for the three months ended September 30, 2016.

Interest income from loans and leases was \$182.8 million for the nine months ended September 30, 2017, resulting in a yield on total loans of 4.44%. This compares to \$167.5 million of interest on loans and a yield of 4.32% for the nine months ended September 30, 2016. The year over year increase of \$15.2 million in interest income from loans and leases was due to an increase of \$12.4 million due to increase in origination volume and an increase of \$2.8 million due to changes in interest rates.

Accretion on acquired loans and leases of \$0.6 million contributed 1 basis point to net interest margin for the nine months ended September 30, 2017, compared to \$1.3 million and 3 basis point for the nine months ended September 30, 2016.

## Investments

	Three Months		Dollar Change	Percent Change	Nine Months		Dollar Change	Percent Change
	Ended September 30, 2017	2016			Ended September 30, 2017	2016		
(Dollars in Thousands)								
Interest income—investments:								
Debt securities	\$3,154	\$2,822	\$332	11.8 %	\$9,310	\$8,829	\$481	5.4 %
Marketable and restricted equity securities	788	804	(16)	-2.0 %	2,311	2,213	98	4.4 %
Short-term investments	180	47	133	283.0 %	342	149	193	129.5 %
Total interest income—investments	\$4,122	\$3,673	\$449	12.2 %	\$11,963	\$11,191	\$772	6.9 %

Total investment income was \$4.1 million for the three months ended September 30, 2017 compared to \$3.7 million for the three months ended September 30, 2016. As of September 30, 2017 and 2016, the yield on total investments was 2.2% and 2.1%, respectively. The year over year increase in interest income on investments of \$0.4 million, or 12.2%, was driven by a \$228.0 thousand increase due to rates and a \$212.0 thousand increase due to volume.

Total investment income was \$12.0 million for the nine months ended September 30, 2017 compared to \$11.2 million for the nine months ended September 30, 2016. As of September 30, 2017 and 2016, the yield on total investments

was 2.2% and

85

---



Table of Contents

2.1%, respectively. The year over year increase in interest income on investments of \$0.8 million, or 6.9%, was driven by a \$393.0 thousand increase due to rates and a \$422.0 thousand increase due to volume.

## Interest Expense—Deposits and Borrowed Funds

	Three Months		Dollar Change	Percent Change	Nine Months		Dollar Change	Percent Change
	Ended September 30, 2017	2016			Ended September 30, 2017	2016		
(Dollars in Thousands)								
Interest expense:								
Deposits:								
NOW accounts	\$55	\$52	\$3	5.8 %	\$164	\$156	\$8	5.1 %
Savings accounts	306	318	(12)	-3.8 %	916	998	(82)	-8.2 %
Money market accounts	2,267	1,905	362	19.0 %	6,407	5,547	860	15.5 %
Certificates of deposit	3,356	2,837	519	18.3 %	9,120	8,174	946	11.6 %
Total interest expense - deposits	5,984	5,112	872	17.1 %	16,607	14,875	1,732	11.6 %
Borrowed funds:								
Advances from the FHLBB	3,028	2,778	250	9.0 %	8,640	8,125	515	6.3 %
Subordinated debentures and notes	1,274	1,259	15	1.2 %	3,805	3,773	32	0.8 %
Other borrowed funds	47	32	15	46.9 %	137	82	55	67.1 %
Total interest expense - borrowed funds	4,349	4,069	280	6.9 %	12,582	11,980	602	5.0 %
Total interest expense	\$10,333	\$9,181	\$1,152	12.5 %	\$29,189	\$26,855	\$2,334	8.7 %

## Deposits

For the three months ended September 30, 2017, interest expense on deposits increased \$0.9 million, or 17.1%, as compared to the same period in 2016. Interest expense increased \$0.7 million due to an increase in interest rates and \$0.2 million due to the growth in deposits. There was no purchase accounting accretion on acquired deposits for the three months ended September 30, 2017, compared to \$24.0 thousand for the three months ended September 30, 2016. Purchase accounting accretion did not impact the Company's net interest margin for the three months ended September 30, 2017 and 2016.

Interest expense on deposits increased \$1.7 million, or 11.6%, to \$16.6 million for the nine months ended September 30, 2017 from \$14.9 million for the nine months ended September 30, 2016. The increase in interest expense on deposits was due to a \$1.4 million increase due to rates offered and a \$0.3 million increase due to volume. There was no accretion on acquired deposits for the nine months ended September 30, 2017 compared to \$73.0 thousand for the nine months ended September 30, 2016. Accretion did not have an impact on the Company's net interest margin for the nine months ended September 30, 2017 and 2016.

## Borrowed Funds

During the three months ended September 30, 2017, interest paid on borrowed funds increased \$0.3 million, or 6.9% year over year, primarily driven by an increase in FHLBB borrowings. The cost of borrowed funds increased to 1.64% for the three months ended September 30, 2017 from 1.52% for the three months ended September 30, 2016. The increase in interest expense was driven by an increase of \$306.0 thousand due to borrowing rates and a decrease of \$26.0 thousand due to volume. For the three months ended September 30, 2017, there was no purchase accounting accretion on acquired borrowed funds compared to \$0.6 million and four basis points for the three months ended September 30, 2016.

Table of Contents

Interest expense on borrowed funds increased by \$0.6 million, or 5.0%, to \$12.6 million for the nine months ended September 30, 2017 from \$12.0 million for the nine months ended September 30, 2016. The cost of borrowed funds increased to 1.59% for the nine months ended September 30, 2017 from 1.55% for the nine months ended September 30, 2016. The increase in interest expense was due to a \$372.0 thousand increase due to higher borrowing rates and a \$230.0 thousand increase due to higher volume. Accretion on acquired borrowed funds of \$1.0 million improved the Company's net interest margin by two basis points for the nine months ended September 30, 2017. This compared to \$1.9 million and four basis points for the nine months ended September 30, 2016.

## Provision for Credit Losses

The provisions for credit losses are set forth below:

	Three Months		Dollar	Percent	Nine Months		Dollar	Percent
	Ended	Ended			Ended	September		
	2017	2016	Change	Change	2017	2016	Change	Change
	(Dollars in Thousands)							
Provision for loan and lease losses:								
Commercial real estate	\$979	\$(1,755)	\$2,734	155.8 %	\$1,041	\$(561)	\$1,602	285.6 %
Commercial	1,832	3,923	(2,091)	-53.3 %	15,636	7,201	8,435	117.1 %
Consumer	35	(14)	49	350.0 %	421	451	(30)	-6.7 %
Total provision for loan and lease losses	2,846	2,154	692	32.1 %	17,098	7,091	10,007	141.1 %
Unfunded credit commitments	65	61	4	6.6 %	88	47	41	87.2 %
Total provision for credit losses	\$2,911	\$2,215	\$696	31.4 %	\$17,186	\$7,138	\$10,048	140.8 %

For the three months ended September 30, 2017, the provision for credit losses increased \$0.7 million, or 31.4%, to \$2.9 million from \$2.2 million for the three months ended September 30, 2016. The increase in the provision for credit losses for the three months ended September 30, 2017 was primarily driven by charge-offs on several taxi medallion loans during the quarter, as well as changes in loss factors of the commercial real estate portfolio during the third quarter of 2017.

For the nine months ended September 30, 2017, the provision for credit losses increased \$10.0 million, or 140.8%, to \$17.2 million from \$7.1 million for the nine months ended September 30, 2016. The increase in the provision for credit losses for the nine months ended September 30, 2017 was primarily driven by the continued loan growth in the commercial real estate and equipment financing portfolios and increases in specific reserves for taxi medallion loans.

See management's discussion of "Financial Condition — Allowance for Loan and Lease Losses" and Note 5, "Allowance for Loan and Lease Losses," to the unaudited consolidated financial statements for a description of how management determined the allowance for loan and lease losses for each portfolio and class of loans.

Table of Contents

## Non-Interest Income

The following table sets forth the components of non-interest income:

	Three Months			Nine Months				
	Ended September 30, 2017	2016	Dollar Change	Percent Change	Ended September 30, 2017	2016	Dollar Change	Percent Change
	(Dollars in Thousands)							
Deposit fees	\$2,547	\$2,289	\$ 258	11.3 %	\$7,508	\$6,650	\$858	12.9 %
Loan fees	282	330	(48 )	-14.5 %	772	977	(205 )	-21.0 %
Loan level derivative income, net	844	858	(14 )	-1.6 %	1,432	3,697	(2,265 )	-61.3 %
Gain on sales of investment securities, net	—	—	—	— %	11,393	—	11,393	100.0 %
Gain on sales of loans and leases held-for-sale	1,049	588	461	78.4 %	1,709	1,986	(277 )	-13.9 %
Other	1,251	1,264	(13 )	-1.0 %	3,544	3,893	(349 )	-9.0 %
Total non-interest income	\$5,973	\$5,329	\$ 644	12.1 %	\$26,358	\$17,203	\$9,155	53.2 %

For the three months ended September 30, 2017, non-interest income increased \$0.6 million, or 12.1%, to \$6.0 million as compared to the same period in 2016. This increase is primarily due to a \$0.3 million increase in deposit fees and a \$0.5 million increase in gain on sales of loans and leases held-for-sale.

For the nine months ended September 30, 2017, non-interest income increased \$9.2 million, or 53.2%, to \$26.4 million as compared to the same period of 2016. This increase is primarily due to a \$0.9 million increase in deposit fees, offset by a \$2.3 million decrease in loan level derivative income, and a \$11.4 million increase in gain on sales of investment securities.

Deposit fees increased \$0.3 million, or 11.3%, to \$2.5 million for the three months ended September 30, 2017 from \$2.3 million for the same period of 2016 and increased \$0.9 million, or 12.9%, to \$7.5 million for the nine months ended September 30, 2017 from \$6.7 million for the same period of 2016. This increase is primarily due to growth in deposits.

Gain on sales of loans and leases held-for-sale increased \$0.5 million, or 78.4%, to \$1.0 million for the three months ended September 30, 2017 from \$0.6 million for the same period of 2016. This increase is primarily driven by the gain recorded on the sale of loans.

Loan level derivative income decreased \$2.3 million, or 61.3%, to \$1.4 million for the nine months ended September 30, 2017 from \$3.7 million for the same period of 2016, primarily driven by fewer loan level derivative transactions completed for the nine months ended September 30, 2017.

No gain on sales of investment securities were recorded for the three months ended September 30, 2017 and 2016 and increased to \$11.4 million, or 100.0%, for the nine months ended September 30, 2017 from zero for the same period of 2016, primarily driven by the gain on investment securities in the first quarter 2017.

## Non-Interest Expense

The following table sets forth the components of non-interest expense:

Table of Contents

	Three Months				Nine Months					
	Ended September 30,		Dollar	Percent	Ended September 30,		Dollar	Percent		
	2017	2016	Change	Change	2017	2016	Change	Change		
	(Dollars in Thousands)									
Compensation and employee benefits	\$21,067	\$20,369	\$698	3.4 %	\$61,761	\$58,179	\$3,582	6.2 %		
Occupancy	3,650	3,411	239	7.0 %	10,952	10,328	624	6.0 %		
Equipment and data processing	4,210	3,826	384	10.0 %	12,437	11,468	969	8.4 %		
Professional services	973	997	(24)	-2.4 %	3,115	2,925	190	6.5 %		
FDIC insurance	842	956	(114)	-11.9 %	2,648	2,677	(29)	-1.1 %		
Advertising and marketing	839	844	(5)	-0.6 %	2,513	2,558	(45)	-1.8 %		
Amortization of identified intangible assets	519	623	(104)	-16.7 %	1,570	1,879	(309)	-16.4 %		
Merger and acquisition expense	205	—	205	100.0 %	205	—	205	100.0 %		
Other	3,103	2,362	741	31.4 %	8,758	7,707	1,051	13.6 %		
Total non-interest expense	\$35,408	\$33,388	\$2,020	6.1 %	\$103,959	\$97,721	\$6,238	6.4 %		

For the three months ended September 30, 2017, non-interest expense increased \$2.0 million, or 6.1%, to \$35.4 million as compared to the same period in 2016. This increase is primarily due to a \$0.7 million increase in compensation and employee benefits expense, a \$0.4 million increase in equipment and data processing expense, and a \$0.7 million increase in other expense.

For the nine months ended September 30, 2017, non-interest expense increased \$6.2 million, or 6.4%, to \$104.0 million as compared to the same period in 2016. This increase is primarily due to a \$3.6 million increase in compensation and employee benefits expense, a \$1.0 million increase in equipment and data processing expense, and a \$1.1 million increase in other expense.

The efficiency ratio decreased to 56.37% for the three months ended September 30, 2017 from 57.89% for the same period in 2016 and decreased to 54.18% for the nine months ended September 30, 2017 from 57.82% for the same period in 2016. Efforts to drive revenue growth contributed to the overall improvement in the efficiency ratio, along with an \$11.4 million gain on sales of investment securities in the first quarter of 2017.

Compensation and employee benefits expense increased \$0.7 million, or 3.4%, to \$21.1 million for the three months ended September 30, 2017, from \$20.4 million for the same period in 2016 and increased \$3.6 million, or 6.2% to \$61.8 million for the nine months ended September 30, 2017 from \$58.2 million for the same period in 2016. This increase was primarily driven by an increase in employee headcount and incentive plan expenses.

Equipment and data processing expense increased \$0.4 million, or 10.0%, to \$4.2 million for the three months ended September 30, 2017 from \$3.8 million for the same period in 2016 and increased \$1.0 million, or 8.4%, to \$12.4 million for the nine months ended September 30, 2017 from \$11.5 million for the same period in 2016. This increase was primarily driven by an increase related to core processing, software licenses, and loan processing expense.

Other expense increased \$0.7 million, or 31.4%, to \$3.1 million for the three months ended September 30, 2017 from \$2.4 million for the same period in 2016 and increased \$1.1 million, or 13.6%, to \$8.8 million for the nine months ended September 30, 2017 from \$7.7 million for the same period in 2016. This increase was primarily driven by an increase related to loan expenses.

Table of Contents

## Provision for Income Taxes

	Three Months Ended		Dollar Change	Percent Change	Nine Months Ended		Dollar Change	Percent Change
	September 30, 2017	September 30, 2016			September 30, 2017	September 30, 2016		
	(Dollars in Thousands)							
Income before provision for income taxes	\$24,497	\$22,076	\$2,421	11.0 %	\$70,737	\$64,154	\$6,583	10.3 %
Provision for income taxes	8,330	7,804	526	6.7 %	24,924	22,868	2,056	9.0 %
Net income, before non-controlling interest in subsidiary	\$16,167	\$14,272	\$1,895	13.3 %	\$45,813	\$41,286	\$4,527	11.0 %
Effective tax rate	34.0	% 35.4	% N/A	-4.0 %	35.2	% 35.6	% N/A	-1.1 %

The Company recorded income tax expense of \$8.3 million for the three months ended September 30, 2017, compared to \$7.8 million for the three months ended September 30, 2016, representing effective tax rates of 34.0% and 35.4%, respectively.

The Company recorded income tax expense of \$24.9 million for the nine months ended September 30, 2017, compared to \$22.9 million for the nine months ended September 30, 2016, representing effective tax rates of 35.2% and 35.6%, respectively.

The decrease in the effective tax rates for the three and nine months ended September 30, 2017 was due to the adoption of ASU 2016-09. This ASU requires that the excess tax benefit associated with stock compensation transactions be recorded through earnings as a discrete item within the Company's effective tax rate during the period of the transaction. The prior guidance required the recognition of the excess tax benefit through additional paid in capital. The majority of the Company's stock based compensation events occur in the third quarter. Refer also to Note 9, "Stock Based Compensation."

During the third quarter of 2017, the Company was notified by the Internal Revenue Service (IRS) of its intent to examine the Company's 2015 consolidated federal income tax return. Management believes that this examination will conclude during the next 12 months.

## Liquidity and Capital Resources

## Liquidity

Liquidity is defined as the ability to meet current and future financial obligations of a short-term nature. The Company further defines liquidity as the ability to respond to the needs of depositors and borrowers, as well as to earnings enhancement opportunities, in a changing marketplace. Liquidity management is monitored by an Asset/Liability Committee ("ALCO"), consisting of members of management, which is responsible for establishing and monitoring liquidity targets as well as strategies and tactics to meet these targets.

The primary source of funds for the payment of dividends and expenses by the Company is dividends paid to it by the Banks and Brookline Securities Corp. The primary sources of liquidity for the Banks consist of deposit inflows, loan repayments, borrowed funds, and maturing investment securities.

Deposits, which are considered the most stable source of liquidity, totaled \$4.8 billion as of September 30, 2017 and represented 83.0% of total funding (the sum of total deposits and total borrowings), compared to deposits of \$4.6 billion, or 81.5% of total funding, as of December 31, 2016. Core deposits, which consist of demand checking, NOW, savings and money market accounts, totaled \$3.6 billion as of September 30, 2017 and represented 75.7% of total deposits, compared to core deposits of \$3.6 billion, or 77.4% of total deposits, as of December 31, 2016. Additionally, the Company had \$260.8 million of brokered deposits as of September 30, 2017, which represented 5.4% of total deposits, compared to \$203.4 million or 4.4% of total deposits, as of December 31, 2016. The Company offers attractive interest rates based on market conditions to increase deposits balances, while managing cost of funds. Borrowings are used to diversify the Company's funding mix and to support asset growth. When profitable lending and investment opportunities exist, access to borrowings provides a means to grow the balance sheet. Borrowings totaled \$1.0 billion as of September 30, 2017, representing 17.0% of total funding, compared to \$1.0 billion, or 18.5% of total funding, as of December 31, 2016.

As members of the FHLBB, the Banks have access to both short- and long-term borrowings. As of September 30, 2017 and December 31, 2016, the Company's total borrowing limit from the FHLBB for advances and repurchase agreements was \$1.5 billion based on the level of qualifying collateral available for these borrowings.

Table of Contents

As of September 30, 2017, the Banks also have access to funding through certain uncommitted lines of credit of \$204.0 million.

The Company had a \$12.0 million committed line of credit for contingent liquidity as of September 30, 2017. As of September 30, 2017, the Company did not have any borrowings on this committed line of credit outstanding.

The Company has access to the Federal Reserve Bank "discount window" to supplement its liquidity. The Company has \$86.9 million of borrowing capacity at the Federal Reserve Bank as of September 30, 2017. As of September 30, 2017, the Company did not have any borrowings with the Federal Reserve Bank outstanding.

Additionally, the Banks have access to liquidity through repurchase agreements and brokered deposits.

In general, the Company seeks to maintain a high degree of liquidity and targets cash, cash equivalents and investment securities available-for-sale balances of between 10% and 30% of total assets. As of September 30, 2017, cash, cash equivalents and investment securities available-for-sale totaled \$586.3 million, or 8.8% of total assets. This compares to \$591.3 million, or 9.2% of total assets as of December 31, 2016.

While management believes that the Company has adequate liquidity to meet its commitments and to fund the Banks' lending and investment activities, the availabilities of these funding sources are subject to broad economic conditions and could be restricted in the future. Such restrictions would impact the Company's immediate liquidity and/or additional liquidity needs.

Off-Balance-Sheet Financial Instruments

The Company is party to off-balance-sheet financial instruments in the normal course of business to meet the financing needs of its customers and to reduce its own exposure to fluctuations in interest rates. These financial instruments include loan commitments, standby and commercial letters of credit and interest-rate swaps. According to GAAP, these financial instruments are not recorded in the financial statements until they are funded or related fees are incurred or received.

The contract amounts reflect the extent of the involvement the Company has in particular classes of these instruments. Such commitments involve, to varying degrees, elements of credit risk and interest-rate risk in excess of the amount recognized in the consolidated balance sheet. The Company's exposure to credit loss in the event of non-performance by the counterparty is represented by the contractual amount of the instruments. The Company uses the same policies in making commitments and conditional obligations as it does for on-balance-sheet instruments.

Table of Contents

Financial instruments with off-balance-sheet risk at the dates indicated follow:

	At September 2017	At December 31, 2016
	(In Thousands)	
Financial instruments whose contract amounts represent credit risk:		
Commitments to originate loans and leases:		
Commercial real estate	\$95,484	\$ 27,750
Commercial	89,036	71,716
Residential mortgage	19,672	28,179
Unadvanced portion of loans and leases	526,532	580,416
Unused lines of credit:		
Home equity	383,973	340,682
Other consumer	14,119	13,157
Other commercial	306	208
Unused letters of credit:		
Financial standby letters of credit	11,270	11,720
Performance standby letters of credit	668	516
Commercial and similar letters of credit	855	785
Loan level derivatives:		
Receive fixed, pay variable	465,470	383,780
Pay fixed, receive variable	465,470	383,780
Risk participation-out agreements	28,858	16,961
Risk participation-in agreements	3,825	—
Foreign exchange contracts:		
Buys foreign currency, sells U.S. currency	1,200	195
Sells foreign currency, buys U.S. currency	1,208	195
As of December 31, 2016, the Company held no risk participation-in agreements.		



Table of Contents

## Capital Resources

As of September 30, 2017, the Company and the Banks are each under the primary regulation of, and must comply with, the capital requirements of the FRB. As of September 30, 2017, the Company and the Banks exceeded all regulatory capital requirements and were considered “well-capitalized” under prompt corrective action regulations, as amended to reflect the changes under Basel III Capital Rules. The following table presents actual and required capital ratios as of September 30, 2017 for the Company and the Banks under the Basel III Capital Rules based on the phase-in provision of the Basel III Capital Rules and the minimum required capital levels as of January 1, 2019 when the Basel III Capital Rules have been fully phased in.

The Company's and the Banks' actual and required capital amounts and ratios were as follows:

	Actual		Minimum Required for Capital Adequacy Purposes		Minimum Required for Fully Phased in Capital Adequacy Purposes plus Capital Conservation Buffer		Minimum Required to be Considered “Well-Capitalized” Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio
(Dollars in Thousands)								
At September 30, 2017:								
Brookline Bancorp, Inc.								
Common equity Tier 1 capital ratio <sup>(1)</sup>	\$666,819	12.07 %	\$248,607	4.50 %	\$386,722	7.00 %	N/A	N/A
Tier 1 leverage capital ratio <sup>(2)</sup>	683,868	10.45 %	261,768	4.00 %	261,768	4.00 %	N/A	N/A
Tier 1 risk-based capital ratio <sup>(3)</sup>	683,868	12.38 %	331,438	6.00 %	469,538	8.50 %	N/A	N/A
Total risk-based capital ratio <sup>(4)</sup>	824,622	14.92 %	442,157	8.00 %	580,330	10.50 %	N/A	N/A
Brookline Bank								
Common equity Tier 1 capital ratio <sup>(1)</sup>	\$407,604	11.58 %	\$158,395	4.50 %	\$246,393	7.00 %	\$228,793	6.50 %
Tier 1 leverage capital ratio <sup>(2)</sup>	415,378	10.21 %	162,734	4.00 %	162,734	4.00 %	203,417	5.00 %
Tier 1 risk-based capital ratio <sup>(3)</sup>	415,378	11.80 %	211,209	6.00 %	299,213	8.50 %	281,612	8.00 %
Total risk-based capital ratio <sup>(4)</sup>	459,389	13.05 %	281,618	8.00 %	369,623	10.50 %	352,022	10.00 %
BankRI								
Common equity Tier 1 capital ratio <sup>(1)</sup>	\$191,682	11.25 %	\$76,673	4.50 %	\$119,269	7.00 %	\$110,750	6.50 %
Tier 1 leverage capital ratio <sup>(2)</sup>	191,682	9.15 %	83,795	4.00 %	83,795	4.00 %	104,744	5.00 %
Tier 1 risk-based capital ratio <sup>(3)</sup>	191,682	11.25 %	102,230	6.00 %	144,826	8.50 %	136,307	8.00 %
Total risk-based capital ratio <sup>(4)</sup>	210,241	12.34 %	136,299	8.00 %	178,892	10.50 %	170,374	10.00 %
First Ipswich								
Common equity Tier 1 capital ratio <sup>(1)</sup>	\$32,681	11.41 %	\$12,889	4.50 %	\$20,050	7.00 %	\$18,618	6.50 %
Tier 1 leverage capital ratio <sup>(2)</sup>	32,681	8.43 %	15,507	4.00 %	15,507	4.00 %	19,384	5.00 %
Tier 1 risk-based capital ratio <sup>(3)</sup>	32,681	11.41 %	17,185	6.00 %	24,346	8.50 %	22,914	8.00 %
Total risk-based capital ratio <sup>(4)</sup>	36,270	12.66 %	22,919	8.00 %	30,082	10.50 %	28,649	10.00 %

(1) Common equity Tier 1 capital ratio is calculated by dividing common equity Tier 1 capital by risk-weighted assets. The ratio was established as part of the implementation of Basel III, effective January 1, 2015.

(2) Tier 1 leverage capital ratio is calculated by dividing Tier 1 capital by average assets.

(3) Tier 1 risk-based capital ratio is calculated by dividing Tier 1 capital by risk-weighted assets.

(4) Total risk-based capital ratio is calculated by dividing total capital by risk-weighted assets.



Table of Contents

The following table presents actual and required capital ratios as of December 31, 2016 for the Company and the Banks under the regulatory capital rules then in effect.

	Actual		Minimum Required for Capital Adequacy Purposes		Minimum Required for Fully Phased in Capital Adequacy Purposes plus Capital Conservation Buffer		Minimum Required To Be Considered "Well-Capitalized" Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio
At December 31, 2016:								
Brookline Bancorp, Inc.								
Common equity Tier 1 capital ratio <sup>(1)</sup>	\$ 559,644	10.48 %	\$ 240,305	4.50 %	\$ 373,808	7.00 %	N/A	N/A
Tier 1 leverage capital ratio <sup>(2)</sup>	575,830	9.16 %	251,454	4.00 %	251,454	4.00 %	N/A	N/A
Tier 1 risk-based capital ratio <sup>(3)</sup>	575,830	10.79 %	320,202	6.00 %	453,620	8.50 %	N/A	N/A
Total risk-based capital ratio <sup>(4)</sup>	704,675	13.20 %	427,076	8.00 %	560,537	10.50 %	N/A	N/A
Brookline Bank								
Common equity Tier 1 capital ratio <sup>(1)</sup>	\$ 384,759	11.31 %	\$ 153,087	4.50 %	\$ 238,136	7.00 %	\$ 221,126	6.50 %
Tier 1 leverage capital ratio <sup>(2)</sup>	391,964	10.07 %	155,696	4.00 %	155,696	4.00 %	194,620	5.00 %
Tier 1 risk-based capital ratio <sup>(3)</sup>	391,964	11.53 %	203,971	6.00 %	288,959	8.50 %	271,961	8.00 %
Total risk-based capital ratio <sup>(4)</sup>	428,966	12.61 %	272,143	8.00 %	357,188	10.50 %	340,179	10.00 %
BankRI								
Common equity Tier 1 capital ratio <sup>(1)</sup>	\$ 182,202	10.94 %	\$ 74,946	4.50 %	\$ 116,583	7.00 %	\$ 108,255	6.50 %
Tier 1 leverage capital ratio <sup>(2)</sup>	182,202	8.97 %	81,249	4.00 %	81,249	4.00 %	101,562	5.00 %
Tier 1 risk-based capital ratio <sup>(3)</sup>	182,202	10.94 %	99,928	6.00 %	141,565	8.50 %	133,237	8.00 %
Total risk-based capital ratio <sup>(4)</sup>	197,702	11.87 %	133,245	8.00 %	174,884	10.50 %	166,556	10.00 %
First Ipswich								
Common equity Tier 1 capital ratio <sup>(1)</sup>	\$ 33,433	12.61 %	\$ 11,931	4.50 %	\$ 18,559	7.00 %	\$ 17,234	6.50 %
Tier 1 leverage capital ratio <sup>(2)</sup>	33,433	9.23 %	14,489	4.00 %	14,489	4.00 %	18,111	5.00 %
Tier 1 risk-based capital ratio <sup>(3)</sup>	33,433	12.61 %	15,908	6.00 %	22,536	8.50 %	21,210	8.00 %
Total risk-based capital ratio <sup>(4)</sup>	36,053	13.60 %	21,208	8.00 %	27,835	10.50 %	26,510	10.00 %

(1) Common equity Tier 1 capital ratio is calculated by dividing common equity Tier 1 capital by risk-weighted assets. The ratio was established as part of the implementation of Basel III, effective January 1, 2015.

(2) Tier 1 leverage capital ratio is calculated by dividing Tier 1 capital by average assets.

(3) Tier 1 risk-based capital ratio is calculated by dividing Tier 1 capital by risk-weighted assets.

(4) Total risk-based capital ratio is calculated by dividing total capital by risk-weighted assets.



Table of Contents

## Item 3. Quantitative and Qualitative Disclosures about Market Risk

## Market Risk

Market risk is the risk that the market value or estimated fair value of the Company's assets, liabilities, and derivative financial instruments will decline as a result of changes in interest rates or financial market volatility, or that the Company's net income will be significantly reduced by interest-rate changes.

## Interest-Rate Risk

The principal market risk facing the Company is interest-rate risk, which can occur in a variety of forms, including repricing risk, yield-curve risk, basis risk, and prepayment risk. Repricing risk occurs when the change in the average yield of either interest-earning assets or interest-bearing liabilities is more sensitive than the other to changes in market interest rates. Such a change in sensitivity could reflect a number of possible mismatches in the repricing opportunities of the Company's assets and liabilities. Yield-curve risk reflects the possibility that changes in the shape of the yield curve could have different effects on the Company's assets and liabilities. Basis risk occurs when different parts of the balance sheet are subject to varying base rates reflecting the possibility that the spread from those base rates will deviate. Prepayment risk is associated with financial instruments with an option to prepay before the stated maturity, often a disadvantage to person selling the option; this risk is most often associated with the prepayment of loans, callable investments, and callable borrowings.

## Asset/Liability Management

Market risk and interest-rate risk management is governed by the Company's Asset/Liability Committee ("ALCO"). The ALCO establishes exposure limits that define the Company's tolerance for interest-rate risk. The ALCO and the Company's Treasury Group measure and manage the composition of the balance sheet over a range of possible changes in interest rates while remaining responsive to market demand for loan and deposit products. The ALCO monitors current exposures versus limits and reports those results to the Board of Directors. The policy limits and guidelines serve as benchmarks for measuring interest-rate risk and for providing a framework for evaluation and interest-rate risk-management decision-making. The Company measures its interest-rate risk by using an asset/liability simulation model. The model considers several factors to determine the Company's potential exposure to interest-rate risk, including measurement of repricing gaps, duration, convexity, value-at-risk, market value of portfolio equity under assumed changes in the level of interest rates, the shape of yield curves, and general market volatility. Management controls the Company's interest-rate exposure using several strategies, which include adjusting the maturities of securities in the Company's investment portfolio, limiting or expanding the terms of loans originated, limiting fixed-rate deposits with terms of more than five years, and adjusting maturities of FHLBB advances. The Company limits this risk by restricting the types of MBSs it invests in to those with limited average life changes under certain interest-rate-shock scenarios, or securities with embedded prepayment penalties. The Company also places limits on holdings of fixed-rate mortgage loans with maturities greater than five years. The Company may also use derivative instruments, principally interest-rate swaps, to manage its interest-rate risk; however, the Company had no derivative fair value hedges or derivative cash flows hedges as of September 30, 2017 or December 31, 2016. See Note 8, "Derivatives and Hedging Activities," to the unaudited consolidated financial statements.

## Measuring Interest-Rate Risk

As noted above, interest-rate risk can be measured by analyzing the extent to which the repricing of assets and liabilities are mismatched to create an interest-rate sensitivity gap. An asset or liability is said to be interest-rate sensitive within a specific period if it will mature or reprice within that period. The interest-rate sensitivity gap is defined as the difference between the amount of interest-earning assets maturing or repricing within a specific time period and the amount of interest-bearing liabilities maturing or repricing within that same time period. A gap is considered positive when the amount of interest-rate-sensitive assets exceeds the amount of interest-rate-sensitive liabilities. A gap is considered negative when the amount of interest-rate-sensitive liabilities exceeds the amount of interest-rate-sensitive assets. During a period of falling interest rates, therefore, a positive gap would tend to adversely affect net interest income. Conversely, during a period of rising interest rates, a positive gap position would tend to result in an increase in net interest income.

The Company's interest-rate risk position is measured using both income simulation and interest-rate sensitivity "gap" analysis. Income simulation is the primary tool for measuring the interest-rate risk inherent in the Company's balance sheet at a given point in time by showing the effect on net interest income, over a twelve-month period, of a variety of interest-rate shocks. These simulations take into account repricing, maturity, and prepayment characteristics of individual products. The ALCO reviews simulation results to determine whether exposure resulting from changes in market interest rates remains within

Table of Contents

established tolerance levels over a twelve-month horizon, and develops appropriate strategies to manage this exposure. The Company's interest-rate risk analysis remains modestly asset-sensitive as of September 30, 2017. The assumptions used in the Company's interest-rate sensitivity simulation discussed above are inherently uncertain and, as a result, the simulations cannot precisely measure net interest income or precisely predict the impact of changes in interest rates.

As of September 30, 2017, net interest income simulation indicated that the Company's exposure to changing interest rates was within tolerance. The ALCO reviews the methodology utilized for calculating interest-rate risk exposure and may periodically adopt modifications to this methodology. The following table presents the estimated impact of interest-rate changes on the Company's estimated net interest income over the twelve-month periods indicated:

Gradual Change in Interest Rate Levels	Estimated Exposure to Net Interest Income			
	over Twelve-Month Horizon			
	Beginning		September 30, 2017	
	September 30, 2017		December 31, 2016	
	Dollar Change	Percent Change	Dollar Change	Percent Change
	(Dollars in Thousands)			
Up 300 basis points	\$11,110	4.9 %	\$6,403	3.0 %
Up 200 basis points	7,740	3.4 %	4,420	2.1 %
Up 100 basis points	4,063	1.8 %	2,288	1.1 %
Down 100 basis points	(10,141 )	-4.4 %	(5,196 )	-2.5 %

The estimated impact of a 300 basis point increase in market interest rates on the Company's estimated net interest income over a twelve-month horizon was a positive 4.9% as of September 30, 2017, compared to a positive 3.0% as of December 31, 2016, the increase in asset sensitivity was due to a change in the funding mix, as core deposits and issued common stock funded balance sheet growth.

The Company also uses interest-rate sensitivity "gap" analysis to provide a more general overview of its interest-rate risk profile. The interest-rate sensitivity gap is defined as the difference between interest-earning assets and interest-bearing

liabilities maturing or repricing within a given time period. At September 30, 2017, the Company's one-year cumulative gap was a negative \$55.6 million, or 0.9% of total interest-earning assets, compared with a negative \$275.3 million, or 4.56% of total interest-earning assets, at December 31, 2016.

The assumptions used in the Company's interest-rate sensitivity simulation discussed above are inherently uncertain and, as a result, the simulations cannot precisely measure net interest income or precisely predict the impact of changes in interest rates. For additional discussion on interest-rate risk see Item 7A, "Quantitative and Qualitative Disclosures about Market Risk" of the Company's 2016 Annual Report on Form 10-K.

Economic Value of Equity ("EVE") at Risk Simulation is conducted in tandem with net interest income simulations to ascertain a longer term view of the Company's interest-rate risk position by capturing longer-term repricing risk and options risk embedded in the balance sheet. It measures the sensitivity of the economic value of equity to changes in interest rates. The EVE at Risk Simulation values only the current balance sheet and does not incorporate growth assumptions. As with the net interest income simulation, this simulation captures product characteristics such as loan resets, repricing terms, maturity dates, and rate caps and floors. Key assumptions include loan prepayment speeds, deposit pricing elasticity, and non-maturity deposit attrition rates. These assumptions can have significant impacts on valuation results as the assumptions remain in effect for the entire life of each asset and liability. The Company conducts non-maturity deposit behavior studies on a periodic basis to support deposit assumptions used in the

valuation process. All key assumptions are subject to a periodic review.

EVE at Risk is calculated by estimating the net present value of all future cash flows from existing assets and liabilities using current interest rates as well as parallel shocks to the current interest-rate environment. The following table sets forth the estimated percentage change in the Company's EVE at Risk, assuming various shifts in interest rates. Given the interest rate environment as of September 30, 2017, simulations for interest rate declines of more than 100 basis points were not deemed to be meaningful.

96

---



Table of Contents

	Estimated Percent Change in Economic Value of Equity		
	At September 30, 2017	At December 31, 2016	
Parallel Shock in Interest Rate Levels			
Up 300 basis points	2.5 %	-4.6 %	%
Up 200 basis points	1.6 %	-4.4 %	%
Up 100 basis points	1.5 %	-1.6 %	%
Down 100 basis points	-9.1 %	-6.4 %	%

The Company's EVE sensitivity for Up shock scenarios moved from a negative outcome at December 31, 2016 to a positive outcome at September 30, 2017 due to the issuance of common stock which replaced short wholesale funding as well as the duration of assets shortened due to increased prepayments driven by lower, long term rates.

## Item 4. Controls and Procedures

## Controls and Procedures

Under the supervision and with the participation of the Company's Management, including the Company's Chief Executive Officer (Principal Executive Officer) and Chief Financial Officer (Principal Financial Officer), the Company has evaluated the effectiveness of its disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer considered that, as of the end of the period covered by this report, the Company's disclosure controls and procedures were effective to ensure that information required to be disclosed in the reports that the Company files or submits under the Exchange Act is (i) recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms and (ii) accumulated and communicated to the Company's Management, including its Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

There has been no change in the Company's internal control over financial reporting identified in connection with the quarterly evaluation that occurred during the Company's last fiscal quarter that has materially and detrimentally affected, or is reasonably likely to materially and detrimentally affect, the Company's internal controls over financial reporting.

The Company's Management is responsible for establishing and maintaining adequate internal control over financial reporting as such term is defined in Exchange Act Rule 13a -15(f). The Company's internal control system was designed to provide reasonable assurance to its Management and the Board of Directors regarding the preparation and fair presentation of published financial statements. All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. The Company's Management assessed the effectiveness of its internal control over financial reporting as of the end of the period covered by this report.

Management's Report on Internal Control Over Financial Reporting as of December 31, 2016 and the related Report of Independent Registered Public Accounting Firm thereon appear on pages F-1 and F-2 of the Company's Annual Report on Form 10-K for the year ended December 31, 2016.

Table of Contents

PART II — OTHER INFORMATION

Item 1. Legal Proceedings

There are no material pending legal proceedings other than those that arise in the normal course of business. In the opinion of Management, after consulting with legal counsel, the consolidated financial position and results of operations of the Company are not expected to be affected materially by the outcome of such proceedings.

Item 1A. Risk Factors

There have been no material changes to the risk factors disclosed in Item 1A of the Company's Form 10-K for the year ended December 31, 2016.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

- a) Not applicable.
- b) Not applicable.
- c) None.

Item 3. Defaults Upon Senior Securities

- a) None.
- b) None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Table of Contents

Item 6. Exhibits

Exhibits

- Exhibit 2.1 Agreement and Plan of Merger dated as of September 20, 2017 by and among Brookline Bancorp, Inc., Brookline Bank, and First Commons Bank, N.A. (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 21, 2017)
- Exhibit 10.1 Form of Voting Agreement (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 21, 2017)
- Exhibit 10.2 Consulting Agreement by and between Brookline Bank and Anthony G. Nuzzo dated September 20, 2017 (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 21, 2017)
- Exhibit 31.1\* Certification of Chief Executive Officer
- Exhibit 31.2\* Certification of Chief Financial Officer
- Exhibit 32.1\*\* Section 1350 Certification of Chief Executive Officer
- Exhibit 32.2\*\* Section 1350 Certification of Chief Financial Officer

- Exhibit 101 The following materials from Brookline Bancorp, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2017, formatted in XBRL (eXtensible Business Reporting Language): (1) Unaudited Consolidated Balance Sheets as of September 30, 2017 and September 30, 2016; (2) Unaudited Consolidated Statements of Income for the three and nine months September 30, 2017 and September 30, 2016; (3) Unaudited Consolidated Statements of Comprehensive Income for the three and nine months September 30, 2017 and September 30, 2016; (4) Unaudited Consolidated Statements of Changes in Equity for the nine months ended September 30, 2017 and September 30, 2016; (5) Unaudited Consolidated Statements of Cash Flows for the nine months ended September 30, 2017 and September 30, 2016; and (6) Notes to Unaudited Consolidated Financial Statements at and for the nine months ended September 30, 2017 and September 30, 2016.

---

\* Filed herewith

\*\* Furnished herewith

Table of Contents

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.

BROOKLINE BANCORP, INC.

Date: November 3, 2017 By: /s/ Paul A. Perrault  
Paul A. Perrault  
President and Chief Executive Officer  
(Principal Executive Officer)

Date: November 3, 2017 By: /s/ Carl M. Carlson  
Carl M. Carlson  
Chief Financial Officer  
(Principal Financial Officer)