

First Internet Bancorp  
Form 10-Q  
November 09, 2018

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

FORM 10-Q

(Mark One)

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

For the Quarterly Period ended September 30, 2018

OR

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

For the Transition Period From \_\_\_\_\_ to \_\_\_\_\_.

Commission File Number 001-35750

First Internet Bancorp

(Exact Name of Registrant as Specified in Its Charter)

Indiana 20-3489991  
(State or Other Jurisdiction of (I.R.S. Employer  
Incorporation or Organization) Identification No.)

11201 USA Parkway 46037  
Fishers, IN  
(Address of Principal Executive Offices) (Zip Code)  
(317) 532-7900  
(Registrant's Telephone Number, Including Area Code)

(Former Name, Former Address and Former Fiscal Year,  
if Changed Since Last Report)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer  Accelerated Filer   
Non-accelerated Filer  Smaller Reporting Company   
Emerging growth company

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If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. "

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

As of November 2, 2018, the registrant had 10,181,675 shares of common stock issued and outstanding.

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Cautionary Note Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q contains “forward-looking statements” within the meaning of the federal securities laws. These statements are not historical facts, but rather statements based on the current expectations of First Internet Bancorp and its consolidated subsidiaries (“we,” “our,” “us” or the “Company”) regarding its business strategies, intended results and future performance. Forward-looking statements are generally preceded by terms such as “anticipate,” “believe,” “can,” “estimate,” “expect,” “intend,” “may,” “plan,” “should” and similar expressions. Such statements are subject risks and uncertainties including: general economic conditions, whether national or regional, and conditions in the lending markets in which we participate that may have an adverse effect on the demand for our loans and other products; our credit quality and related levels of nonperforming assets and loan losses, and the value and salability of the real estate that we own or that is the collateral for our loans; failures or breaches of or interruptions in the communication and information systems on which we rely to conduct our business that could reduce our revenues, increase our costs or lead to disruptions in our business; our plans to grow our commercial real estate, commercial and industrial, public finance and healthcare finance loan portfolios which may carry greater risks of non-payment or other unfavorable consequences; our dependence on capital distributions from First Internet Bank of Indiana (the “Bank”); results of examinations of us by our regulators, including the possibility that our regulators may, among other things, require us to increase our allowance for loan losses or to write-down assets; changing bank regulatory conditions, policies or programs, whether arising as new legislation or regulatory initiatives, that could lead to restrictions on activities of banks generally, or the Bank in particular; more restrictive regulatory capital requirements; increased costs, including deposit insurance premiums; regulation or prohibition of certain income producing activities or changes in the secondary market for loans and other products; changes in market rates and prices that may adversely impact the value of securities, loans, deposits and other financial instruments and the interest rate sensitivity of our balance sheet; our liquidity requirements being adversely affected by changes in our assets and liabilities; the effect of legislative or regulatory developments, including changes in laws concerning taxes, banking, securities, insurance and other aspects of the financial services industry; competitive factors among financial services organizations, including product and pricing pressures and our ability to attract, develop and retain qualified banking professionals; execution of future acquisition, reorganization or disposition transactions including without limitation, the related time and costs of implementing such transactions, integrating operations as part of these transactions and possible failures to achieve expected gains, revenue growth and/or expense savings and other anticipated benefits from such transactions; changes in applicable tax laws; the growth and profitability of noninterest or fee income being less than expected; the loss of any key members of senior management; the effect of changes in accounting policies and practices, as may be adopted by the Financial Accounting Standards Board (the “FASB”), the Securities and Exchange Commission (the “SEC”), the Public Company Accounting Oversight Board (the “PCAOB”) and other regulatory agencies; and the effect of fiscal and governmental policies of the United States federal government. Additional factors that may affect our results include those discussed in our most recent Annual Report on Form 10-K under the heading “Risk Factors” and in other reports filed with the SEC. We caution readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made. The factors listed above could affect our financial performance and could cause our actual results for future periods to differ materially from any opinions or statements expressed with respect to future periods in any current statements.

Except as required by law, we do not undertake, and specifically disclaim any obligation, to publicly release the result of any revisions that may be made to any forward-looking statements to reflect events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events.

## PART I

## ITEM 1. FINANCIAL STATEMENTS

## First Internet Bancorp

## Condensed Consolidated Balance Sheets

(Amounts in thousands except share data)

|  | September 30,<br>2018 | December 31,<br>2017 |
|--|-----------------------|----------------------|
|  | (Unaudited)           |                      |
| Assets   |                       |                      |
| Cash and due from banks  | \$ 3,517              | \$ 4,539             |
| Interest-bearing deposits  | 82,273                | 43,442               |
| Total cash and cash equivalents  | 85,790                | 47,981               |
| Securities available-for-sale, at fair value (amortized cost of \$491,726 and \$481,357 in 2018 and 2017, respectively)                                | 468,997               | 473,275              |
| Securities held-to-maturity, at amortized cost (fair value of \$19,510 and \$19,083 in 2018 and 2017, respectively)                                    | 20,200                | 19,209               |
| Loans held-for-sale (includes \$23,493 and \$23,571 at fair value in 2018 and 2017, respectively)  | 23,493                | 51,407               |
| Loans  | 2,493,622             | 2,091,193            |
| Allowance for loan losses  | (16,704               | ) (14,970 )          |
| Net loans  | 2,476,918             | 2,076,223            |
| Accrued interest receivable  | 14,472                | 11,944               |
| Federal Home Loan Bank of Indianapolis stock   | 22,050                | 19,575               |
| Cash surrender value of bank-owned life insurance  | 35,819                | 35,105               |
| Premises and equipment, net  | 10,041                | 10,058               |
| Goodwill   | 4,687                 | 4,687                |
| Other real estate owned  | 5,041                 | 5,041                |
| Accrued income and other assets  | 35,410                | 13,182               |
| Total assets   | \$ 3,202,918          | \$ 2,767,687         |
| Liabilities and Shareholders' Equity   |                       |                      |
| Liabilities  |                       |                      |
| Noninterest-bearing deposits   | \$ 42,750             | \$ 44,686            |
| Interest-bearing deposits  | 2,403,814             | 2,040,255            |
| Total deposits   | 2,446,564             | 2,084,941            |
| Advances from Federal Home Loan Bank   | 425,160               | 410,176              |
| Subordinated debt, net of unamortized discounts and debt issuance costs of \$1,163 and \$1,274 in 2018 and 2017, respectively                          | 33,837                | 36,726               |
| Accrued interest payable   | 887                   | 311                  |
| Accrued expenses and other liabilities   | 8,730                 | 11,406               |
| Total liabilities  | 2,915,178             | 2,543,560            |
| Commitments and Contingencies  |                       |                      |
| Shareholders' Equity   |                       |                      |
| Preferred stock, no par value; 4,913,779 shares authorized; issued and outstanding - none  | —                     | —                    |
| Voting common stock, no par value; 45,000,000 shares authorized; 10,181,675 and 8,411,077 shares issued and outstanding in 2018 and 2017, respectively | 227,454               | 172,043              |
|  | —                     | —                    |

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Nonvoting common stock, no par value; 86,221 shares authorized; issued and  
outstanding - none

|  |              |              |   |
|--|--------------|--------------|---|
| Retained earnings                          | 74,733       | 57,103       |   |
| Accumulated other comprehensive loss       | (14,447      | ) (5,019     | ) |
| Total shareholders' equity                 | 287,740      | 224,127      |   |
| Total liabilities and shareholders' equity | \$ 3,202,918 | \$ 2,767,687 |   |

See Notes to Condensed Consolidated Financial Statements

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First Internet Bancorp  
 Condensed Consolidated Statements of Income – Unaudited  
 (Amounts in thousands except share and per share data)

|  | Three Months Ended |               | Nine Months Ended |               |
|--|--------------------|---------------|-------------------|---------------|
|  | September 30,      | September 30, | September 30,     | September 30, |
|  | 2018               | 2017          | 2018              | 2017          |
| Interest Income                                      |                    |               |                   |               |
| Loans  | \$26,019           | \$ 18,922     | \$71,833          | \$ 49,494     |
| Securities – taxable                                 | 2,659              | 2,582         | 7,703             | 7,515         |
| Securities – non-taxable                             | 698                | 697           | 2,109             | 2,090         |
| Other earning assets                                 | 847                | 493           | 1,973             | 960           |
| Total interest income                                | 30,223             | 22,694        | 83,618            | 60,059        |
| Interest Expense                                     |                    |               |                   |               |
| Deposits   | 11,650             | 6,594         | 29,146            | 16,617        |
| Other borrowed funds                                 | 2,603              | 1,909         | 7,626             | 4,820         |
| Total interest expense                               | 14,253             | 8,503         | 36,772            | 21,437        |
| Net Interest Income                                  | 15,970             | 14,191        | 46,846            | 38,622        |
| Provision for Loan Losses                            | 888                | 1,336         | 2,405             | 3,693         |
| Net Interest Income After Provision for Loan Losses  | 15,082             | 12,855        | 44,441            | 34,929        |
| Noninterest Income                                   |                    |               |                   |               |
| Service charges and fees                             | 236                | 226           | 697               | 657           |
| Mortgage banking activities                          | 1,402              | 2,535         | 4,577             | 6,306         |
| Gain on sale of loans                                | —                  | —             | 414               | —             |
| Other  | 356                | 374           | 1,025             | 1,039         |
| Total noninterest income                             | 1,994              | 3,135         | 6,713             | 8,002         |
| Noninterest Expense                                  |                    |               |                   |               |
| Salaries and employee benefits                       | 5,704              | 5,197         | 17,436            | 15,463        |
| Marketing, advertising and promotion                 | 601                | 741           | 1,925             | 1,803         |
| Consulting and professional services                 | 709                | 897           | 2,193             | 2,474         |
| Data processing                                      | 368                | 247           | 913               | 729           |
| Loan expenses  | 241                | 262           | 738               | 724           |
| Premises and equipment                               | 1,244              | 1,080         | 3,689             | 3,058         |
| Deposit insurance premium                            | 441                | 375           | 1,386             | 990           |
| Other  | 737                | 602           | 2,164             | 1,781         |
| Total noninterest expense                            | 10,045             | 9,401         | 30,444            | 27,022        |
| Income Before Income Taxes                           | 7,031              | 6,589         | 20,710            | 15,909        |
| Income Tax Provision                                 | 743                | 1,694         | 2,386             | 4,181         |
| Net Income   | \$6,288            | \$ 4,895      | \$18,324          | \$ 11,728     |
| Income Per Share of Common Stock                     |                    |               |                   |               |
| Basic  | \$0.61             | \$ 0.72       | \$1.99            | \$ 1.76       |
| Diluted  | \$0.61             | \$ 0.71       | \$1.98            | \$ 1.75       |
| Weighted-Average Number of Common Shares Outstanding |                    |               |                   |               |
| Basic  | 10,261,967         | 6,834,011     | 9,230,146         | 6,656,160     |
| Diluted  | 10,273,766         | 6,854,614     | 9,250,839         | 6,683,379     |
| Dividends Declared Per Share                         | \$0.06             | \$ 0.06       | \$0.18            | \$ 0.18       |

See Notes to Condensed Consolidated Financial Statements



First Internet Bancorp  
Condensed Consolidated Statements of Comprehensive Income – Unaudited  
(Amounts in thousands)

|   | Three Months<br>Ended<br>September 30,<br>2018 |         | Nine Months<br>Ended September<br>30,<br>2017 |          |
|---|--|---------|---|----------|
| Net income  | \$6,288  | \$4,895 | \$18,324                                      | \$11,728 |
| Other comprehensive income  |  |         |   |          |
| Net unrealized holding (losses) gains on securities available-for-sale recorded within other comprehensive income before income tax | (3,063 )                                       | 1,231   | (12,301 )                                     | 6,287    |
| Reclassification adjustment for losses realized   | —  | 8       | —   | 8        |
| Net unrealized holding gains on cash flow hedging derivatives recorded within other comprehensive income tax                        | 1,366  | —       | 408   | —        |
| Other comprehensive (loss) income before income tax   | (1,697 )                                       | 1,239   | (11,893 )                                     | 6,295    |
| Income tax (benefit) provision  | (1,328 )                                       | 483     | (3,528 )                                      | 2,062    |
| Other comprehensive (loss) income   | (369 )   | 756     | (8,365 )                                      | 4,233    |
| Comprehensive income  | \$5,919  | \$5,651 | \$9,959                                       | \$15,961 |

See Notes to Condensed Consolidated Financial Statements



First Internet Bancorp

Condensed Consolidated Statement of Shareholders' Equity - Unaudited

Nine Months Ended September 30, 2018

(Amounts in thousands except per share data)

|   | Voting and<br>Nonvoting<br>Common<br>Stock | Retained<br>Earnings | Accumulated<br>Other<br>Comprehensive<br>Loss | Total<br>Shareholders'<br>Equity |
|---|--|----------------------|---|----------------------------------|
| Balance, January 1, 2018  | \$172,043                                  | \$57,103             | \$ (5,019 )                                   | \$ 224,127                       |
| Impact of adoption of new accounting standards <sup>(1)</sup>   | —  | 1,063                | (1,063 )                                      | —                                |
| Net income  | —  | 18,324               | —   | 18,324                           |
| Other comprehensive loss  | —  | —                    | (8,365 )                                      | (8,365 )                         |
| Dividends declared (\$0.18 per share)   | —  | (1,757 )             | —   | (1,757 )                         |
| Net cash proceeds from common stock issuance  | 54,334                                     | —                    | —   | 54,334                           |
| Recognition of the fair value of share-based compensation   | 1,257                                      | —                    | —   | 1,257                            |
| Deferred stock rights and restricted stock units issued in lieu of cash dividends payable on outstanding deferred stock rights and restricted stock units | 30   | —                    | —   | 30                               |
| Common stock redeemed for the net settlement of share-based awards  | (210 )                                     | —                    | —   | (210 )                           |
| Balance, September 30, 2018   | \$227,454                                  | \$74,733             | \$ (14,447 )                                  | \$ 287,740                       |

(1) Represents the impact of adopting Accounting Standards Update (“ASU”) 2018-02 and ASU 2016-01. ASU 2018-02 increased retained earnings and accumulated other comprehensive loss by \$1.1 million. ASU 2016-01 decreased retained earnings and accumulated other comprehensive loss by \$0.1 million. See Note 12 to the condensed consolidated financial statements for more information.

See Notes to Condensed Consolidated Financial Statements

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First Internet Bancorp  
Condensed Consolidated Statements of Cash Flows – Unaudited  
(Amounts in thousands)

|   | Nine Months Ended<br>September 30, |            |
|---|------------------------------------|------------|
|   | 2018                               | 2017       |
| Operating Activities  |                                    |            |
| Net income  | \$18,324                           | \$11,728   |
| Adjustments to reconcile net income to net cash provided by operating activities: |                                    |            |
| Depreciation and amortization   | 4,262                              | 3,876      |
| Increase in cash surrender value of bank-owned life insurance                     | (714 )                             | (661 )     |
| Provision for loan losses   | 2,405                              | 3,693      |
| Share-based compensation expense  | 1,257                              | 787        |
| Loss (gain) from sale of available-for-sale securities                            | —                                  | 8          |
| Loans originated for sale   | (282,527)                          | (302,887 ) |
| Proceeds from sale of loans   | 287,556                            | 317,170    |
| Gain on loans sold  | (5,201 )                           | (5,876 )   |
| Gain on sale of other real estate owned   | (105 )                             | —          |
| Decrease (increase) in fair value of loans held-for-sale                          | 250                                | (519 )     |
| (Gain) loss on derivatives  | (100 )                             | 89         |
| Net change in accrued income and other assets                                     | (149 )                             | (2,310 )   |
| Net change in accrued expenses and other liabilities                              | (1,924 )                           | 1,530      |
| Net cash provided by operating activities   | 23,334                             | 26,628     |
| Investing Activities  |                                    |            |
| Net loan activity, excluding purchases  | (274,507)                          | (629,541 ) |
| Proceeds from sale of other real estate owned                                     | 332                                | 30         |
| Net change in interest-bearing time deposits                                      | —                                  | 250        |
| Maturities and calls of securities available-for-sale                             | 48,938                             | 50,165     |
| Proceeds from sale of securities available-for-sale                               | —                                  | 9,192      |
| Purchase of securities available-for-sale   | (65,289 )                          | (90,306 )  |
| Purchase of securities held-to-maturity   | (1,000 )                           | (2,550 )   |
| Purchase of Federal Home Loan Bank of Indianapolis stock                          | (2,475 )                           | (10,665 )  |
| Purchase of bank-owned life insurance   | —                                  | (10,000 )  |
| Purchase of premises and equipment  | (1,161 )                           | (821 )     |
| Loans purchased   | (132,041)                          | (42,345 )  |
| Net proceeds from sale of portfolio loans   | 25,717                             | 26,679     |
| Other investing activities  | (10,166 )                          | —          |
| Net cash used in investing activities   | (411,652)                          | (699,912 ) |
| Financing Activities  |                                    |            |
| Net increase in deposits  | 361,623                            | 534,161    |
| Cash dividends paid   | (1,620 )                           | (1,283 )   |
| Repayment of subordinated debt  | (3,000 )                           | —          |
| Proceeds from advances from Federal Home Loan Bank                                | 225,000                            | 447,000    |
| Repayment of advances from Federal Home Loan Bank                                 | (210,000)                          | (271,805 ) |
| Net proceeds from common stock issuance   | 54,334                             | 51,636     |
| Other, net  | (210 )                             | (173 )     |
| Net cash provided by financing activities   | 426,127                            | 759,536    |
| Net Increase in Cash and Cash Equivalents   | 37,809                             | 86,252     |
| Cash and Cash Equivalents, Beginning of Period                                    | 47,981                             | 39,452     |

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|  |          |           |
|--|----------|-----------|
| Cash and Cash Equivalents, End of Period   | \$85,790 | \$125,704 |
| Supplemental Disclosures   |          |           |
| Cash paid during the period for interest   | \$36,196 | \$21,312  |
| Cash paid during the period for taxes  | 360      | 2,922     |
| Loans transferred to other real estate owned   | 227      | 648       |
| Cash dividends declared, paid in subsequent period   | 611      | 504       |
| Securities purchased during the period, settled in subsequent period   | —        | 1,158     |
| Transfer of other equity investments from securities available-for-sale to other assets in accordance with adoption of ASU 2016-01 | 2,932    | —         |
| See Notes to Condensed Consolidated Financial Statements   |          |           |

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First Internet Bancorp

Notes to Condensed Consolidated Financial Statements – Unaudited

(Table amounts in thousands except share and per share data)

Note 1: Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in conformity with U.S. generally accepted accounting principles (“GAAP”) for interim financial information and pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (“SEC”). Accordingly, they do not include all of the information or footnotes necessary for a complete presentation of financial condition, results of operations, or cash flows in accordance with GAAP. In our opinion, all adjustments (consisting only of normal recurring adjustments) necessary for a fair presentation have been included. The results of operations for the three and nine months ended September 30, 2018 are not necessarily indicative of the results expected for the year ending December 31, 2018 or any other period. The September 30, 2018 condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes included in the First Internet Bancorp Annual Report on Form 10-K for the year ended December 31, 2017.

The preparation of the condensed consolidated financial statements in conformity with GAAP requires management to make estimates, judgments, or assumptions that could have a material effect on the carrying value of certain assets and liabilities. These estimates, judgments, and assumptions affect the amounts reported in the condensed consolidated financial statements and the disclosures provided. The determination of the allowance for loan losses, valuations and impairments of investment securities, and the accounting for income tax expense are highly dependent upon management’s estimates, judgments, and assumptions where changes in any of these could have a significant impact on the financial statements.

The condensed consolidated financial statements include the accounts of First Internet Bancorp (the “Company”), its wholly-owned subsidiary, First Internet Bank of Indiana (the “Bank”), and the Bank’s three wholly-owned subsidiaries, First Internet Public Finance Corp., JKH Realty Services, LLC and SPF15, Inc. All significant intercompany accounts and transactions have been eliminated in consolidation.

The Company is subject to claims and lawsuits that arise primarily in the ordinary course of business. It is the opinion of management that the disposition or ultimate resolution of such claims and lawsuits will not have a material adverse effect on the consolidated financial position, results of operations, and cash flows of the Company.

Certain reclassifications have been made to the 2017 financial statements to conform to the presentation of the 2018 financial statements. These reclassifications had no effect on net income.

Note 2: Earnings Per Share

Earnings per share of common stock are based on the weighted-average number of basic shares and dilutive shares outstanding during the period.

The following is a reconciliation of the weighted-average common shares for the basic and diluted earnings per share computations for the three and nine months ended September 30, 2018 and 2017.

|  | Three Months<br>Ended September<br>30,<br>2018 |            | Nine Months<br>Ended September<br>30,<br>2017 |           |
|--|--|------------|---|-----------|
| Basic earnings per share                       |  |            |   |           |
| Net income                                     | \$6,288  | \$ 4,895   | \$18,324                                      | \$ 11,728 |
| Weighted-average common shares                 | 10,261,968                                     | 10,834,011 | 9,230,149                                     | 9,656,160 |
| Basic earnings per common share                | \$0.61   | \$ 0.72    | \$ 1.99                                       | \$ 1.76   |
| Diluted earnings per share                     |  |            |   |           |
| Net income                                     | \$6,288  | \$ 4,895   | \$18,324                                      | \$ 11,728 |
| Weighted-average common shares                 | 10,261,968                                     | 10,834,011 | 9,230,149                                     | 9,656,160 |
| Dilutive effect of warrants                    | —  | —          | —   | 8,094     |
| Dilutive effect of equity compensation         | 11,799   | 20,603     | 20,690  | 19,125    |
| Weighted-average common and incremental shares | 10,273,767                                     | 10,854,614 | 9,250,839                                     | 9,683,379 |
| Diluted earnings per common share              | \$0.61   | \$ 0.71    | \$ 1.98                                       | \$ 1.75   |

Note 3: Securities

The following tables summarize securities available-for-sale and securities held-to-maturity as of September 30, 2018 and December 31, 2017.

|                                    | September 30, 2018 |                              |                      |               |
|------------------------------------|--------------------|------------------------------|----------------------|---------------|
|                                    | Amortized<br>Cost  | Gross<br>Unrealized<br>Gains | Unrealized<br>Losses | Fair<br>Value |
| Securities available-for-sale      |                    |                              |                      |               |
| U.S. Government-sponsored agencies | \$115,176          | \$20                         | \$(2,436)            | \$112,760     |
| Municipal securities               | 97,160             | 39                           | (6,119)              | 91,080        |
| Mortgage-backed securities         | 237,703            | 33                           | (12,044)             | 225,692       |
| Asset-backed securities            | 5,003              | —                            | (43)                 | 4,960         |
| Corporate securities               | 36,684             | 41                           | (2,220)              | 34,505        |
| Total available-for-sale           | \$491,726          | \$133                        | \$(22,862)           | \$468,997     |

|                             | September 30, 2018 |                             |                      |               |
|-----------------------------|--------------------|-----------------------------|----------------------|---------------|
|                             | Amortized<br>Cost  | Gross<br>Unrealized<br>Gain | Unrealized<br>Losses | Fair<br>Value |
| Securities held-to-maturity |                    |                             |                      |               |
| Municipal securities        | \$10,159           | \$—                         | \$(640)              | \$9,519       |
| Corporate securities        | 10,041             | 24                          | (74)                 | 9,991         |
| Total held-to-maturity      | \$20,200           | \$24                        | \$(714)              | \$19,510      |

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|                                    | December 31, 2017 |                  |           |           |
|------------------------------------|-------------------|------------------|-----------|-----------|
|                                    | Amortized         | Gross Unrealized |           | Fair      |
|                                    | Cost              | Gains            | Losses    | Value     |
| Securities available-for-sale      |                   |                  |           |           |
| U.S. Government-sponsored agencies | \$133,424         | \$531            | \$(765)   | \$133,190 |
| Municipal securities               | 97,370            | 366              | (1,359)   | 96,377    |
| Mortgage-backed securities         | 215,452           | 15               | (5,747)   | 209,720   |
| Asset-backed securities            | 5,000             | 9                | —         | 5,009     |
| Corporate securities               | 27,111            | 103              | (1,167)   | 26,047    |
| Other securities                   | 3,000             | —                | (68)      | 2,932     |
| Total available-for-sale           | \$481,357         | \$1,024          | \$(9,106) | \$473,275 |

|                             | December 31, 2017 |                  |         |          |
|-----------------------------|-------------------|------------------|---------|----------|
|                             | Amortized         | Gross Unrealized |         | Fair     |
|                             | Cost              | Gains            | Losses  | Value    |
| Securities held-to-maturity |                   |                  |         |          |
| Municipal securities        | \$10,164          | \$40             | \$(357) | \$9,847  |
| Corporate securities        | 9,045             | 191              | —       | 9,236    |
| Total held-to-maturity      | \$19,209          | \$231            | \$(357) | \$19,083 |

The carrying value of securities at September 30, 2018 is shown below by their contractual maturity date. Actual maturities will differ because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

|                            | Available-for-Sale |           |
|----------------------------|--------------------|-----------|
|                            | Amortized          | Fair      |
|                            | Cost               | Value     |
| One to five years          | \$425              | \$403     |
| Five to ten years          | 63,004             | 61,057    |
| After ten years            | 185,591            | 176,885   |
|                            | 249,020            | 238,345   |
| Mortgage-backed securities | 237,703            | 225,692   |
| Asset-backed securities    | 5,003              | 4,960     |
| Total                      | \$491,726          | \$468,997 |
|                            | Held-to-Maturity   |           |
|                            | Amortized          | Fair      |
|                            | Cost               | Value     |
| Five to ten years          | \$14,286           | \$13,956  |
| After ten years            | 5,914              | 5,554     |
| Total                      | \$20,200           | \$19,510  |

There were no gross gains or losses resulting from sales of available-for-sale securities during the three and nine months ended September 30, 2018 and gross losses of \$0.0 million for the three and nine months ended September 30, 2017.

Certain investments in debt securities are reported in the condensed consolidated financial statements at an amount less than their historical cost. The total fair value of these investments at September 30, 2018 and December 31, 2017 was \$466.6 million and \$354.6 million, which was approximately 96% and 72%, respectively, of the Company's available-for-sale and held-to-maturity securities portfolios. These declines resulted primarily from fluctuations in

market interest rates after purchase. Management believes the declines in fair value for these securities are temporary. Should the impairment of any of these securities become other than temporary, the cost basis of the investment will be reduced with the resulting loss recognized in net income in the period the other-than-temporary impairment (“OTTI”) is identified.

## U. S. Government-Sponsored Agencies, Municipal Securities and Corporate Securities

The unrealized losses on the Company's investments in securities issued by U.S. Government-sponsored agencies, municipal organizations and corporate entities were caused by interest rate changes. The contractual terms of those investments do not permit the issuer to settle the securities at a price less than the amortized cost bases of the investments. Because the Company does not intend to sell the investments and it is not likely that the Company will be required to sell the investments before recovery of their amortized cost bases, which may be upon maturity, the Company does not consider those investments to be other-than-temporarily impaired at September 30, 2018.

## Mortgage-Backed Securities

The unrealized losses on the Company's investments in mortgage-backed securities were caused by interest rate changes. The Company expects to recover the amortized cost bases over the term of the securities. Because the Company does not intend to sell the investments and it is not likely that the Company will be required to sell the investments before recovery of their amortized cost bases, which may be upon maturity, the Company does not consider those investments to be other-than-temporarily impaired at September 30, 2018.

|                                    | September 30, 2018  |                   |                     |                   |            |                   |
|------------------------------------|---------------------|-------------------|---------------------|-------------------|------------|-------------------|
|                                    | Less Than 12 Months |                   | 12 Months or Longer |                   | Total      |                   |
|                                    | Fair Value          | Unrealized Losses | Fair Value          | Unrealized Losses | Fair Value | Unrealized Losses |
| Securities available-for-sale      |                     |                   |                     |                   |            |                   |
| U.S. Government-sponsored agencies | \$75,589            | \$(1,019)         | \$31,049            | \$(1,417)         | \$106,638  | \$(2,436)         |
| Municipal securities               | 30,647              | (1,292)           | 56,008              | (4,827)           | 86,655     | (6,119)           |
| Mortgage-backed securities         | 55,063              | (1,061)           | 167,901             | (10,983)          | 222,964    | (12,044)          |
| Asset-backed securities            | 4,960               | (43)              | —                   | —                 | 4,960      | (43)              |
| Corporate securities               | 9,548               | (33)              | 19,813              | (2,187)           | 29,361     | (2,220)           |
| Total                              | \$175,807           | \$(3,448)         | \$274,771           | \$(19,414)        | \$450,578  | \$(22,862)        |

|                             | September 30, 2018  |                   |                     |                   |            |                   |
|-----------------------------|---------------------|-------------------|---------------------|-------------------|------------|-------------------|
|                             | Less Than 12 Months |                   | 12 Months or Longer |                   | Total      |                   |
|                             | Fair Value          | Unrealized Losses | Fair Value          | Unrealized Losses | Fair Value | Unrealized Losses |
| Securities held-to-maturity |                     |                   |                     |                   |            |                   |
| Municipal securities        | \$9,519             | \$(640)           | \$—                 | —                 | —\$9,519   | \$(640)           |
| Corporate securities        | 6,467               | (74)              | —                   | —                 | 6,467      | (74)              |
| Total                       | \$15,986            | \$(714)           | \$—                 | —                 | —\$15,986  | \$(714)           |

|                                    | December 31, 2017   |                   |                     |                   |            |                   |
|------------------------------------|---------------------|-------------------|---------------------|-------------------|------------|-------------------|
|                                    | Less Than 12 Months |                   | 12 Months or Longer |                   | Total      |                   |
|                                    | Fair Value          | Unrealized Losses | Fair Value          | Unrealized Losses | Fair Value | Unrealized Losses |
| Securities available-for-sale      |                     |                   |                     |                   |            |                   |
| U.S. Government-sponsored agencies | \$30,194            | \$(256)           | \$22,824            | \$(509)           | \$53,018   | \$(765)           |
| Municipal securities               | 5,638               | (77)              | 57,128              | (1,282)           | 62,766     | (1,359)           |
| Mortgage-backed securities         | 29,542              | (251)             | 177,266             | (5,496)           | 206,808    | (5,747)           |
| Corporate securities               | 1,852               | (148)             | 18,981              | (1,019)           | 20,833     | (1,167)           |



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|                  |          |         |       |           |           |       |           |           |   |
|------------------|----------|---------|-------|-----------|-----------|-------|-----------|-----------|---|
| Other securities | —        | —       | 2,932 | (68       | )         | 2,932 | (68       | )         |   |
| Total            | \$67,226 | \$ (732 | )     | \$279,131 | \$ (8,374 | )     | \$346,357 | \$ (9,106 | ) |

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|                             | December 31, 2017   |                   |                     |                   |            |                   |
|-----------------------------|---------------------|-------------------|---------------------|-------------------|------------|-------------------|
|                             | Less Than 12 Months |                   | 12 Months or Longer |                   | Total      |                   |
|                             | Fair Value          | Unrealized Losses | Fair Value          | Unrealized Losses | Fair Value | Unrealized Losses |
| Securities held-to-maturity |                     |                   |                     |                   |            |                   |
| Municipal securities        | \$8,255             | \$ (357 )         | \$ —                | \$ —              | —\$8,255   | \$ (357 )         |
| Total                       | \$8,255             | \$ (357 )         | \$ —                | \$ —              | —\$8,255   | \$ (357 )         |

There were no amounts reclassified from accumulated other comprehensive loss to the condensed consolidated statements of income during the three and nine months ended September 30, 2018. Amounts reclassified from accumulated other comprehensive loss and the affected line items in the condensed consolidated statements of income during the three and nine months ended September 30, 2017 were as follows:

| Details About Accumulated Other Comprehensive Loss Components       | Amounts Reclassified from Accumulated Other Comprehensive Loss for the |                                      | Affected Line Item in the Statements of Income |
|---|--|--------------------------------------|--|
|   | Three Months Ended September 30, 2017                                  | Nine Months Ended September 30, 2017 |  |
| Realized gains and losses on securities available-for-sale          |  |                                      |  |
| Loss realized in earnings   | \$ (8 )  | \$ (8 )                              | Other  |
| Total reclassified amount before tax                                | (8 )   | (8 )                                 | Income Before Taxes                            |
| Tax benefit   | (3 )   | (3 )                                 | Income Tax Provision                           |
| Total reclassifications out of accumulated other comprehensive loss | \$ (5 )  | \$ (5 )                              | Net Income                                     |

Note 4: Loans

Loans that management intends to hold until maturity are reported at their outstanding principal balance adjusted for unearned income, charge-offs, the allowance for loan losses, any unamortized deferred fees or costs on originated loans, and unamortized premiums or discounts on purchased loans.

For loans recorded at cost, interest income is accrued based on the unpaid principal balance. Loan origination fees, net of certain direct origination costs, as well as premiums and discounts, are deferred and amortized as a level yield adjustment over the respective term of the loan.

Categories of loans include:

|   | September 30,<br>2018 | December 31,<br>2017 |
|---|-----------------------|----------------------|
| Commercial loans  |                       |                      |
| Commercial and industrial   | \$ 105,489            | \$ 122,940           |
| Owner-occupied commercial real estate   | 93,568                | 75,768               |
| Investor commercial real estate   | 5,595                 | 7,273                |
| Construction  | 38,228                | 49,213               |
| Single tenant lease financing   | 883,372               | 803,299              |
| Public finance  | 610,858               | 438,341              |
| Healthcare finance  | 89,525                | 31,573               |
| Total commercial loans  | 1,826,635             | 1,528,407            |
| Consumer loans  |                       |                      |
| Residential mortgage  | 362,574               | 299,935              |
| Home equity   | 28,713                | 30,554               |
| Other consumer  | 270,567               | 227,533              |
| Total consumer loans  | 661,854               | 558,022              |
| Total commercial and consumer loans   | 2,488,489             | 2,086,429            |
| Deferred loan origination costs and premiums and discounts on purchased loans | 5,133                 | 4,764                |
| Total loans   | 2,493,622             | 2,091,193            |
| Allowance for loan losses   | (16,704               | ) (14,970            |
| Net loans   | \$ 2,476,918          | \$ 2,076,223         |

The risk characteristics of each loan portfolio segment are as follows:

**Commercial and Industrial:** Commercial and industrial loans' sources of repayment are primarily based on the identified cash flows of the borrower and secondarily on the underlying collateral provided by the borrower. The cash flows of borrowers, however, may not be as expected, and the collateral securing these loans may fluctuate in value. Loans are made for working capital, equipment purchases, or other purposes. Most commercial and industrial loans are secured by the assets being financed and may incorporate a personal guarantee. This portfolio segment is generally concentrated in Central Indiana and adjacent markets and the greater Phoenix, Arizona market.

**Owner-Occupied Commercial Real Estate:** The primary source of repayment is the cash flow from the ongoing operations and activities conducted by the borrower, or an affiliate of the borrower, who owns the property. This portfolio segment is generally concentrated in the Central Indiana and adjacent markets and the greater Phoenix, Arizona market and its loans are often secured by manufacturing and service facilities, as well as office buildings.

**Investor Commercial Real Estate:** These loans are underwritten primarily based on the cash flow expected to be generated from the property and are secondarily supported by the value of the real estate. These loans typically incorporate a personal guarantee. This portfolio segment generally involves higher loan principal amounts, and the repayment of these loans is generally dependent on the successful operation of the property securing the loan or the business conducted on the property securing the loan. Investor commercial real estate loans may be more adversely affected by conditions in the real estate markets, changing industry dynamics, or the overall health of the general economy. The properties securing the Company's investor commercial real estate portfolio tend to be diverse in terms of property type and are typically located in the state of Indiana and markets adjacent to Indiana. Management monitors and evaluates commercial real estate loans based on property financial performance, collateral value, guarantor strength, and other risk grade criteria. As a general rule, the Company avoids financing special use projects or properties outside of its designated market areas unless other underwriting factors are present to mitigate these additional risks.



**Construction:** Construction loans are secured by real estate and improvements and are made to assist in the construction of new structures, which may include commercial (retail, industrial, office, multi-family) properties or single family residential properties offered for sale by the builder. These loans generally finance a variety of project costs, including land, site preparation, construction, closing and soft costs and interim financing needs. The cash flows of builders, while initially predictable, may fluctuate with market conditions, and the value of the collateral securing these loans may be subject to fluctuations based on general economic changes. This portfolio segment is generally concentrated in Central Indiana.

**Single Tenant Lease Financing:** These loans are made to property owners of real estate subject to long-term lease arrangements with single tenant operators. The real estate is typically operated by regionally, nationally or globally branded businesses. The loans are underwritten based on the financial strength of the borrower, characteristics of the real estate, cash flows generated from the lease arrangements and the financial strength of the tenant. Similar to the other loan portfolio segments, management monitors and evaluates these loans based on borrower and tenant financial performance, collateral value, industry trends and other risk grade criteria.

**Public Finance:** These loans are made to governmental and not-for-profit entities to provide both tax-exempt and taxable loans for a variety of purposes including: short term cash-flow needs; debt refinancing; economic development; quality of life projects; infrastructure improvements; and equipment financing. The primary sources of repayment for public finance loans include pledged revenue sources including but not limited to: general obligations; property taxes; income taxes; tax increment revenue; utility revenue; gaming revenues; sales tax; and pledged general revenue. Certain loans may also include an additional collateral pledge of mortgaged property or a security interest in financed equipment. Public finance loans have been completed primarily in the Midwest, with plans to continue expanding nationwide.

**Healthcare Finance:** These loans are made to healthcare providers, primarily dentists, for refinancing or acquiring practices, refinancing or acquiring owner-occupied commercial real estate, and equipment purchases. The sources of repayment for these loans are primarily based on the identified cash flows of the borrower (including ongoing operations and activities conducted by the borrower, or an affiliate of the borrower, who owns the property) and secondarily on the underlying collateral provided by the borrower. This portfolio segment is generally concentrated in the Western United States with plans to expand nationwide.

**Residential Mortgage:** With respect to residential loans that are secured by 1-4 family residences and are generally owner occupied, the Company typically establishes a maximum loan-to-value ratio and requires private mortgage insurance if that ratio is exceeded. Repayment of these loans is primarily dependent on the financial circumstances of the borrowers, which can be impacted by economic conditions in their market areas such as unemployment levels. Repayment can also be impacted by changes in residential property values. Risk is mitigated by the fact that the loans are of smaller individual amounts and spread over a large number of borrowers in geographically diverse locations throughout the country.

**Home Equity:** Home equity loans and lines of credit are typically secured by a subordinate interest in 1-4 family residences. The properties securing the Company's home equity portfolio segment are generally geographically diverse as the Company offers these products on a nationwide basis. Repayment of these loans and lines of credit is primarily dependent on the financial circumstances of the borrowers and may be impacted by changes in unemployment levels and property values on residential properties, among other economic conditions in the market.

**Other Consumer:** These loans primarily consist of consumer loans and credit cards. Consumer loans may be secured by consumer assets such as horse trailers or recreational vehicles. Some consumer loans are unsecured, such as small installment loans, home improvement loans and certain lines of credit. Repayment of consumer loans is primarily dependent upon the personal income of the borrowers, which can be impacted by economic conditions in their market areas such as unemployment levels. Risk is mitigated by the fact that the loans are of smaller individual amounts and spread over a large number of borrowers in geographically diverse locations throughout the country.



### Allowance for Loan Losses Methodology

Company policy is designed to maintain an adequate allowance for loan losses (“ALLL”). The portfolio is segmented by loan type, and the required ALLL for types of performing homogeneous loans which do not have a specific reserve is determined by applying a factor based on average historical losses, adjusted for current economic factors and portfolio trends. Management believes the historical loss experience methodology is appropriate in the current economic environment as it captures loss rates that are comparable to the current period being analyzed. Management adds qualitative factors for observable trends, changes in internal practices, changes in delinquencies and impairments, and external factors. Observable factors include changes in the composition and size of portfolios, as well as loan terms or concentration levels. The Company evaluates the impact of internal changes such as management and staff experience levels or modification to loan underwriting processes. Delinquency trends are scrutinized for both volume and severity of past due, nonaccrual, or classified loans as well as any changes in the value of underlying collateral. Finally, the Company considers the effect of other external factors such as national, regional, and local economic and business conditions, as well as competitive, legal, and regulatory requirements. Loans that are considered to be impaired are evaluated to determine the need for a specific allowance by applying at least one of three methodologies: present value of future cash flows; fair value of collateral less costs to sell; or the loan’s observable market price. All troubled debt restructurings (“TDR”) are considered impaired loans. Loans evaluated for impairment are removed from other pools to prevent double-counting. Accounting Standards Codification (“ASC”) Topic 310, Receivables, requires that impaired loans be measured based on the present value of expected future cash flows discounted at the loans’ effective interest rates or the fair value of the underlying collateral less costs to sell and allows existing methods for recognizing interest income.

### Provision for Loan Losses

A provision for estimated losses on loans is charged to income based upon management’s evaluation of the potential losses. Such an evaluation, which includes a review of all loans for which full repayment may not be reasonably assured, considers, among other matters, the estimated net realizable value of the underlying collateral, as applicable, economic conditions, loan loss experience, and other factors that are particularly susceptible to changes that could result in a material adjustment in the near term. While management attempts to use the best information available in making its evaluations, future allowance adjustments may be necessary if economic conditions change substantially from the assumptions used in making the evaluations.

### Policy for Charging Off Loans

The Company’s policy is to charge off a loan at any point in time when it no longer can be considered a bankable asset, meaning collectible within the parameters of policy. A secured loan is generally charged down to the estimated fair value of the collateral, less costs to sell, no later than when it is 120 days past due as to principal or interest. An unsecured loan generally is charged off no later than when it is 180 days past due as to principal or interest. A home improvement loan generally is charged off no later than when it is 90 days past due as to principal or interest.

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The following tables present changes in the balance of the ALLL during the three and nine months ended September 30, 2018 and 2017.

| Allowance for loan losses:            | Three Months Ended September 30, 2018 |   |                          |            | Balance,<br>End of<br>Period |
|---------------------------------------|---------------------------------------|---|--------------------------|------------|------------------------------|
|                                       | Balance,<br>Beginning<br>of<br>Period | Provision<br>(Credit)<br>Charged<br>to<br>Expense | Losses<br>Charged<br>Off | Recoveries |                              |
| Commercial and industrial             | \$1,364                               | \$ (51 )  | \$ (6 )                  | \$ —       | \$1,307                      |
| Owner-occupied commercial real estate | 889                                   | 69  | —                        | —          | 958                          |
| Investor commercial real estate       | 67                                    | (5 )  | —                        | —          | 62                           |
| Construction                          | 295                                   | (54 )   | —                        | —          | 241                          |
| Single tenant lease financing         | 8,294                                 | 186   | —                        | —          | 8,480                        |
| Public finance                        | 1,372                                 | 82  | —                        | —          | 1,454                        |
| Healthcare finance                    | 676                                   | 249   | —                        | —          | 925                          |
| Residential mortgage                  | 909                                   | 68  | —                        | 1          | 978                          |
| Home equity                           | 54                                    | (5 )  | —                        | 5          | 54                           |
| Other consumer                        | 2,133                                 | 349   | (330 )                   | 93         | 2,245                        |
| Total                                 | \$16,053                              | \$ 888  | \$ (336 )                | \$ 99      | \$16,704                     |

| Allowance for loan losses:            | Nine Months Ended September 30, 2018  |   |                          |            | Balance,<br>End of<br>Period |
|---------------------------------------|---------------------------------------|---|--------------------------|------------|------------------------------|
|                                       | Balance,<br>Beginning<br>of<br>Period | Provision<br>(Credit)<br>Charged<br>to<br>Expense | Losses<br>Charged<br>Off | Recoveries |                              |
| Commercial and industrial             | \$1,738                               | \$ (428 )   | \$ (6 )                  | \$ 3       | \$1,307                      |
| Owner-occupied commercial real estate | 803                                   | 155   | —                        | —          | 958                          |
| Investor commercial real estate       | 85                                    | (23 )   | —                        | —          | 62                           |
| Construction                          | 423                                   | (182 )  | —                        | —          | 241                          |
| Single tenant lease financing         | 7,872                                 | 608   | —                        | —          | 8,480                        |
| Public finance                        | 959                                   | 495   | —                        | —          | 1,454                        |
| Healthcare finance                    | 313                                   | 612   | —                        | —          | 925                          |
| Residential mortgage                  | 956                                   | 27  | (9 )                     | 4          | 978                          |
| Home equity                           | 70                                    | (28 )   | —                        | 12         | 54                           |
| Other consumer                        | 1,751                                 | 1,169   | (881 )                   | 206        | 2,245                        |
| Total                                 | \$14,970                              | \$ 2,405  | \$ (896 )                | \$ 225     | \$16,704                     |



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Three Months Ended September 30, 2017

| Allowance for loan losses:            | Balance,<br>Beginning<br>of<br>Period | Provision<br>(Credit)<br>Charged<br>to<br>Expense | Losses<br>Charged<br>Off | Recoveries | Balance,<br>End of<br>Period |
|---------------------------------------|---------------------------------------|---|--------------------------|------------|------------------------------|
| Commercial and industrial             | \$1,525                               | \$ 361  | \$ (205 )                | \$ —       | \$1,681                      |
| Owner-occupied commercial real estate | 716                                   | 89  | —                        | —          | 805                          |
| Investor commercial real estate       | 109                                   | (22 )   | —                        | —          | 87                           |
| Construction                          | 395                                   | 38  | —                        | —          | 433                          |
| Single tenant lease financing         | 7,403                                 | 281   | —                        | —          | 7,684                        |
| Public finance                        | 362                                   | 201   | —                        | —          | 563                          |
| Healthcare finance                    | 28                                    | 95  | —                        | —          | 123                          |
| Residential mortgage                  | 991                                   | 81  | (116 )                   | 2          | 958                          |
| Home equity                           | 80                                    | (6 )  | —                        | 1          | 75                           |
| Other consumer                        | 1,585                                 | 218   | (211 )                   | 86         | 1,678                        |
| Total                                 | \$13,194                              | \$ 1,336  | \$ (532 )                | \$ 89      | \$14,087                     |

Nine Months Ended September 30, 2017

| Allowance for loan losses:            | Balance,<br>Beginning<br>of<br>Period | Provision<br>(Credit)<br>Charged<br>to<br>Expense | Losses<br>Charged<br>Off | Recoveries | Balance,<br>End of<br>Period |
|---------------------------------------|---------------------------------------|---|--------------------------|------------|------------------------------|
| Commercial and industrial             | \$1,352                               | \$ 465  | \$ (205 )                | \$ 69      | \$1,681                      |
| Owner-occupied commercial real estate | 582                                   | 223   | —                        | —          | 805                          |
| Investor commercial real estate       | 168                                   | (81 )   | —                        | —          | 87                           |
| Construction                          | 544                                   | (111 )  | —                        | —          | 433                          |
| Single tenant lease financing         | 6,248                                 | 1,436   | —                        | —          | 7,684                        |
| Public finance                        | —                                     | 563   | —                        | —          | 563                          |
| Healthcare finance                    | —                                     | 123   | —                        | —          | 123                          |
| Residential mortgage                  | 754                                   | 316   | (116 )                   | 4          | 958                          |
| Home equity                           | 102                                   | (48 )   | —                        | 21         | 75                           |
| Other consumer                        | 1,231                                 | 807   | (604 )                   | 244        | 1,678                        |
| Total                                 | \$10,981                              | \$ 3,693  | \$ (925 )                | \$ 338     | \$14,087                     |

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The following tables present the recorded investment in loans based on portfolio segment and impairment method as of September 30, 2018 and December 31, 2017.

|                                       | Loans                                 |                                       |                | Allowance for Loan Losses             |                                       |                |
|---------------------------------------|---------------------------------------|---------------------------------------|----------------|---------------------------------------|---------------------------------------|----------------|
|                                       | Ending Balance:                       | Ending Balance:                       | Ending Balance | Ending Balance:                       | Ending Balance:                       | Ending Balance |
|                                       | Collectively Evaluated for Impairment | Individually Evaluated for Impairment | Ending Balance | Collectively Evaluated for Impairment | Individually Evaluated for Impairment | Ending Balance |
| September 30, 2018                    |                                       |                                       |                |                                       |                                       |                |
| Commercial and industrial             | \$97,540                              | \$ 7,949                              | \$105,489      | \$1,307                               | \$ —                                  | \$1,307        |
| Owner-occupied commercial real estate | 92,089                                | 1,479                                 | 93,568         | 958                                   | —                                     | 958            |
| Investor commercial real estate       | 5,595                                 | —                                     | 5,595          | 62                                    | —                                     | 62             |
| Construction                          | 38,228                                | —                                     | 38,228         | 241                                   | —                                     | 241            |
| Single tenant lease financing         | 883,372                               | —                                     | 883,372        | 8,480                                 | —                                     | 8,480          |
| Public finance                        | 610,858                               | —                                     | 610,858        | 1,454                                 | —                                     | 1,454          |
| Healthcare finance                    | 89,525                                | —                                     | 89,525         | 925                                   | —                                     | 925            |
| Residential mortgage                  | 361,995                               | 579                                   | 362,574        | 978                                   | —                                     | 978            |
| Home equity                           | 28,713                                | —                                     | 28,713         | 54                                    | —                                     | 54             |
| Other consumer                        | 270,456                               | 111                                   | 270,567        | 2,245                                 | —                                     | 2,245          |
| Total                                 | \$2,478,371                           | \$ 10,118                             | \$2,488,489    | \$16,704                              | \$ —                                  | \$16,704       |
| December 31, 2017                     |                                       |                                       |                |                                       |                                       |                |
| Commercial and industrial             | \$119,054                             | \$ 3,886                              | \$122,940      | \$1,738                               | \$ —                                  | \$1,738        |
| Owner-occupied commercial real estate | 75,761                                | 7                                     | 75,768         | 803                                   | —                                     | 803            |
| Investor commercial real estate       | 7,273                                 | —                                     | 7,273          | 85                                    | —                                     | 85             |
| Construction                          | 49,213                                | —                                     | 49,213         | 423                                   | —                                     | 423            |
| Single tenant lease financing         | 803,299                               | —                                     | 803,299        | 7,872                                 | —                                     | 7,872          |
| Public finance                        | 438,341                               | —                                     | 438,341        | 959                                   | —                                     | 959            |
| Healthcare finance                    | 31,573                                | —                                     | 31,573         | 313                                   | —                                     | 313            |
| Residential mortgage                  | 298,796                               | 1,139                                 | 299,935        | 956                                   | —                                     | 956            |
| Home equity                           | 30,471                                | 83                                    | 30,554         | 70                                    | —                                     | 70             |
| Other consumer                        | 227,443                               | 90                                    | 227,533        | 1,751                                 | —                                     | 1,751          |
| Total                                 | \$2,081,224                           | \$ 5,205                              | \$2,086,429    | \$14,970                              | \$ —                                  | \$14,970       |

The Company utilizes a risk grading matrix to assign a risk grade to each of its commercial loans. A description of the general characteristics of the risk grades is as follows:

•“Pass” - Higher quality loans that do not fit any of the other categories described below.

•“Special Mention” - Loans that possess some credit deficiency or potential weakness, which deserve close attention.

•“Substandard” - Loans that possess a defined weakness or weaknesses that jeopardize the liquidation of the debt. Loans characterized by the distinct possibility that the institution will sustain some loss if the deficiencies are not corrected. Loans that are inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any.

•“Doubtful” - Such loans have been placed on nonaccrual status and may be heavily dependent upon collateral possessing a value that is difficult to determine or based upon some near-term event that lacks clear certainty. These loans have all of the weaknesses of those classified as Substandard; however, based on existing conditions, these weaknesses make full collection of the principal balance highly improbable.

•“Loss” - Loans that are considered uncollectible and of such little value that continuing to carry them as assets is not warranted.

#### Nonaccrual Loans

Any loan which becomes 90 days delinquent or for which the full collection of principal and interest may be in doubt will be considered for nonaccrual status. At the time a loan is placed on nonaccrual status, all accrued but unpaid interest will be reversed from interest income. Placing the loan on nonaccrual status does not relieve the borrower of the obligation to repay interest. A loan placed on nonaccrual status may be restored to accrual status when all delinquent principal and interest has been brought current, and the Company expects full payment of the remaining contractual principal and interest.

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The following tables present the credit risk profile of the Company's commercial and consumer loan portfolios based on rating category and payment activity as of September 30, 2018 and December 31, 2017.

September 30, 2018

|                                       | Pass        | Special<br>Mention | Substandard | Total       |
|---------------------------------------|-------------|--------------------|-------------|-------------|
| Commercial and industrial             | \$95,573    | \$ 1,967           | \$ 7,949    | \$105,489   |
| Owner-occupied commercial real estate | 90,571      | 1,518              | 1,479       | 93,568      |
| Investor commercial real estate       | 5,595       | —                  | —           | 5,595       |
| Construction                          | 38,228      | —                  | —           | 38,228      |
| Single tenant lease financing         | 877,825     | 5,547              | —           | 883,372     |
| Public finance                        | 610,858     | —                  | —           | 610,858     |
| Healthcare finance                    | 89,525      | —                  | —           | 89,525      |
| Total commercial loans                | \$1,808,175 | \$ 9,032           | \$ 9,428    | \$1,826,635 |

September 30, 2018

|                      | Performing | Nonaccrual | Total     |
|----------------------|------------|------------|-----------|
| Residential mortgage | \$362,395  | \$ 179     | \$362,574 |
| Home equity          | 28,713     | —          | 28,713    |
| Other consumer       | 270,506    | 61         | 270,567   |
| Total consumer loans | \$661,614  | \$ 240     | \$661,854 |

December 31, 2017

|                                       | Pass        | Special<br>Mention | Substandard | Total       |
|---------------------------------------|-------------|--------------------|-------------|-------------|
| Commercial and industrial             | \$113,840   | \$5,203            | \$ 3,897    | \$122,940   |
| Owner-occupied commercial real estate | 72,995      | 2,766              | 7           | 75,768      |
| Investor commercial real estate       | 7,273       | —                  | —           | 7,273       |
| Construction                          | 49,213      | —                  | —           | 49,213      |
| Single tenant lease financing         | 796,307     | 6,992              | —           | 803,299     |
| Public finance                        | 438,341     | —                  | —           | 438,341     |
| Healthcare finance                    | 31,573      | —                  | —           | 31,573      |
| Total commercial loans                | \$1,509,542 | \$14,961           | \$ 3,904    | \$1,528,407 |

December 31, 2017

|                      | Performing | Nonaccrual | Total     |
|----------------------|------------|------------|-----------|
| Residential mortgage | \$299,211  | \$ 724     | \$299,935 |
| Home equity          | 30,471     | 83         | 30,554    |
| Other consumer       | 227,501    | 32         | 227,533   |
| Total consumer loans | \$557,183  | \$ 839     | \$558,022 |

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The following tables present the Company's loan portfolio delinquency analysis as of September 30, 2018 and December 31, 2017.

|                                       | September 30, 2018  |                     |                          |                | Current      | Total Loans  | Non-accrual Loans | Total Loans 90 Days or More Past Due and Accruing |
|---------------------------------------|---------------------|---------------------|--------------------------|----------------|--------------|--------------|-------------------|---|
|                                       | 30-59 Days Past Due | 60-89 Days Past Due | 90 Days or More Past Due | Total Past Due |              |              |                   |   |
| Commercial and industrial             | \$—                 | \$ —                | \$ —                     | \$ —           | \$ 105,489   | \$ 105,489   | \$ —              | \$ —  |
| Owner-occupied commercial real estate | —                   | —                   | —                        | —              | 93,568       | 93,568       | —                 | —   |
| Investor commercial real estate       | —                   | —                   | —                        | —              | 5,595        | 5,595        | —                 | —   |
| Construction                          | —                   | —                   | —                        | —              | 38,228       | 38,228       | —                 | —   |
| Single tenant lease financing         | —                   | —                   | —                        | —              | 883,372      | 883,372      | —                 | —   |
| Public finance                        | —                   | —                   | —                        | —              | 610,858      | 610,858      | —                 | —   |
| Healthcare finance                    | —                   | —                   | —                        | —              | 89,525       | 89,525       | —                 | —   |
| Residential mortgage                  | —                   | 98                  | —                        | 98             | 362,476      | 362,574      | 179               | —   |
| Home equity                           | —                   | —                   | —                        | —              | 28,713       | 28,713       | —                 | —   |
| Other consumer                        | 250                 | 153                 | 44                       | 447            | 270,120      | 270,567      | 61                | 16  |
| Total                                 | \$250               | \$ 251              | \$ 44                    | \$ 545         | \$ 2,487,944 | \$ 2,488,489 | \$ 240            | \$ 16   |

  

|                                       | December 31, 2017   |                     |                          |                | Current      | Total Loans  | Non-accrual Loans | Total Loans 90 Days or More Past Due and Accruing |
|---------------------------------------|---------------------|---------------------|--------------------------|----------------|--------------|--------------|-------------------|---|
|                                       | 30-59 Days Past Due | 60-89 Days Past Due | 90 Days or More Past Due | Total Past Due |              |              |                   |   |
| Commercial and industrial             | \$—                 | \$ 10               | \$ —                     | \$ 10          | \$ 122,930   | \$ 122,940   | \$ —              | \$ —  |
| Owner-occupied commercial real estate | —                   | —                   | —                        | —              | 75,768       | 75,768       | —                 | —   |
| Investor commercial real estate       | —                   | —                   | —                        | —              | 7,273        | 7,273        | —                 | —   |
| Construction                          | —                   | —                   | —                        | —              | 49,213       | 49,213       | —                 | —   |
| Single tenant lease financing         | —                   | —                   | —                        | —              | 803,299      | 803,299      | —                 | —   |
| Public finance                        | —                   | —                   | —                        | —              | 438,341      | 438,341      | —                 | —   |
| Healthcare finance                    | —                   | —                   | —                        | —              | 31,573       | 31,573       | —                 | —   |
| Residential mortgage                  | —                   | 23                  | 560                      | 583            | 299,352      | 299,935      | 724               | —   |
| Home equity                           | —                   | —                   | 83                       | 83             | 30,471       | 30,554       | 83                | —   |
| Other consumer                        | 299                 | 110                 | 6                        | 415            | 227,118      | 227,533      | 32                | —   |
| Total                                 | \$299               | \$ 143              | \$ 649                   | \$ 1,091       | \$ 2,085,338 | \$ 2,086,429 | \$ 839            | \$ —  |

Impaired Loans

A loan is designated as impaired, in accordance with the impairment accounting guidance, when, based on current information or events, it is probable that the Company will be unable to collect all amounts due (principal and interest) according to the contractual terms of the loan agreement. Payments with delays generally not exceeding 90 days outstanding are not considered impaired. Certain nonaccrual and substantially all delinquent loans more than 90 days past due may be considered to be impaired. Generally, loans are placed on nonaccrual status at 90 days past due and accrued interest is reversed against earnings, unless the loan is well-secured and in the process of collection. The accrual of interest on impaired and nonaccrual loans is discontinued when, in management's opinion, the borrower

may be unable to meet payments as they become due.

Impaired loans include nonperforming loans as well as loans modified in troubled debt restructurings where concessions have been granted to borrowers experiencing financial difficulties. These concessions could include a reduction in the interest rate on the loan, payment extensions, forgiveness of principal, forbearance, or other actions intended to maximize collection.

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ASC Topic 310, Receivables, requires that impaired loans be measured based on the present value of expected future cash flows discounted at the loans' effective interest rates or the fair value of the underlying collateral, less costs to sell, and allows existing methods for recognizing interest income.

The following table presents the Company's impaired loans as of September 30, 2018 and December 31, 2017.

|  | September 30, 2018  |                                |                       | December 31, 2017   |                                |                       |
|--|---------------------|--------------------------------|-----------------------|---------------------|--------------------------------|-----------------------|
|  | Recorded<br>Balance | Unpaid<br>Principal<br>Balance | Specific<br>Allowance | Recorded<br>Balance | Unpaid<br>Principal<br>Balance | Specific<br>Allowance |
| Loans without a specific valuation allowance |                     |                                |                       |                     |                                |                       |
| Commercial and industrial                    | \$7,949             | \$7,949                        | \$ —                  | —\$3,886            | \$ 3,886                       | \$ —                  |
| Owner-occupied commercial real estate        | 1,479               | 1,479                          | —                     | 7                   | 7                              | —                     |
| Residential mortgage                         | 579                 | 579                            | —                     | 1,139               | 1,144                          | —                     |
| Home equity                                  | —                   | —                              | —                     | 83                  | 83                             | —                     |
| Other consumer                               | 111                 | 160                            | —                     | 90                  | 143                            | —                     |
| Total impaired loans                         | \$10,118            | \$10,167                       | \$ —                  | —\$5,205            | \$ 5,263                       | \$ —                  |

The table below presents average balances and interest income recognized for impaired loans during the three and nine months ended September 30, 2018 and 2017.

|  | Three Months<br>Ended<br>September 30, 2018 |                    | Nine Months<br>Ended<br>September 30, 2018 |                    | Three Months<br>Ended<br>September 30, 2017 |                    | Nine Months<br>Ended<br>September 30, 2017 |                    |
|--|---|--------------------|--|--------------------|---|--------------------|--|--------------------|
|  | Average<br>Balance                          | Interest<br>Income | Average<br>Balance                         | Interest<br>Income | Average<br>Balance                          | Interest<br>Income | Average<br>Balance                         | Interest<br>Income |
| Loans without a specific valuation allowance |   |                    |  |                    |   |                    |  |                    |
| Commercial and industrial                    | \$7,233                                     | \$ 561             | \$5,430                                    | \$ 723             | \$3,941                                     | \$ 71              | \$2,157                                    | \$ 71              |
| Owner-occupied commercial real estate        | 1,249                                       | 75                 | 553  | 82                 | 4   | —                  | 1  | —                  |
| Residential mortgage                         | 573   | —                  | 768  | —                  | 1,690                                       | 7                  | 1,673                                      | 7                  |
| Home equity                                  | 62  | —                  | 76   | —                  | —   | —                  | —  | —                  |
| Other consumer                               | 104   | 1                  | 110  | 1                  | 93  | 2                  | 113  | 2                  |
| Total  | 9,221                                       | 637                | 6,937                                      | 806                | 5,728                                       | 80                 | 3,944                                      | 80                 |
| Loans with a specific valuation allowance    |   |                    |  |                    |   |                    |  |                    |
| Commercial and industrial                    | —   | —                  | —  | \$ —               | 50  | —                  | 46   | —                  |
| Total  | —   | —                  | —  | —                  | 50  | —                  | 46   | —                  |
| Total impaired loans                         | \$9,221                                     | \$ 637             | \$6,937                                    | \$ 806             | \$5,778                                     | \$ 80              | \$3,990                                    | \$ 80              |

The Company had \$0.6 million in residential mortgage other real estate owned as of September 30, 2018 and had \$0.6 million in residential mortgage other real estate owned as of December 31, 2017. There were no loans in the process of foreclosure at September 30, 2018 and \$0.2 million of loans in the process of foreclosure at December 31, 2017.

#### Troubled Debt Restructurings ("TDRs")

The loan portfolio includes TDRs, which are loans that have been modified to grant economic concessions to borrowers who have experienced financial difficulties. These concessions typically result from loss mitigation efforts and could include reductions in the interest rate, payment extensions, forgiveness of principal, forbearance, or other actions. Certain TDRs are classified as nonperforming at the time of restructuring and typically are returned to performing status after considering the borrower's sustained repayment performance for a reasonable period, generally not less than six consecutive months.

When loans are modified in a TDR, any possible impairment similar to other impaired loans is evaluated based on the present value of expected future cash flows, discounted at the contractual interest rate of the original loan agreement, or using the current fair value of the collateral, less selling costs for collateral dependent loans. If it is determined that the value of the modified loan is less than the recorded balance of the loan, impairment is recognized through a specific allowance or charge-off to the allowance. In periods subsequent to modification, all TDRs, including those that have payment defaults, are evaluated for possible impairment, and impairment is recognized through the allowance.



In the course of working with troubled borrowers, the Company may choose to restructure the contractual terms of certain loans in an effort to work out an alternative payment schedule with the borrower in order to optimize the collectability of the loan. Any loan modification is reviewed by the Company to identify whether a TDR has occurred when the Company grants a concession to the borrower that it would not otherwise consider based on economic or legal reasons related to a borrower's financial difficulties. Terms may be modified to fit the ability of the borrower to repay in line with its current financial status or the loan may be restructured to secure additional collateral and/or guarantees to support the debt, or a combination of the two.

There were no loans classified as new TDRs during the three and nine months ended September 30, 2018. There were no new loans classified as new TDRs during the three months ended September 30, 2017 and two commercial and industrial loans classified as new TDRs during the nine months ended September 30, 2017 with a pre-modification and post-modification outstanding recorded investment of \$1.8 million. The Company did not allocate a specific allowance for those loans as of September 30, 2017. The modifications consisted of maturity date amendments and certain other term modifications.

Note 5: Premises and Equipment

The following table summarizes premises and equipment at September 30, 2018 and December 31, 2017.

|                                | September 30, December 31, |           |
|--------------------------------|----------------------------|-----------|
|                                | 2018                       | 2017      |
| Land                           | \$ 2,500                   | \$ 2,500  |
| Building and improvements      | 6,175                      | 6,427     |
| Furniture and equipment        | 9,024                      | 7,610     |
| Less: accumulated depreciation | (7,658 )                   | (6,479 )  |
| Total                          | \$ 10,041                  | \$ 10,058 |

Note 6: Goodwill

As of September 30, 2018 and December 31, 2017, the carrying amount of goodwill was \$4.7 million. There have been no changes in the carrying amount of goodwill for the periods ended September 30, 2018 and December 31, 2017. Goodwill is tested for impairment on an annual basis as of August 31, or whenever events or changes in circumstances indicate the carrying amount of goodwill exceeds its implied fair value. No events or changes in circumstances have occurred since the August 31, 2018 annual impairment test that would suggest it was more likely than not goodwill impairment existed.

Note 7: Subordinated Debt

In June 2013, the Company issued a subordinated debenture (the "2021 Debenture") in the principal amount of \$3.0 million. The 2021 Debenture bore a fixed interest rate of 8.00% per year, payable quarterly, and was scheduled to mature on June 28, 2021. The 2021 Debenture could be repaid, without penalty, at any time after June 28, 2016. The Company repaid the 2021 Debenture in full in June 2018.

In connection with the 2021 Debenture, the Company also issued a warrant to purchase up to 48,750 shares of common stock at an initial per share exercise price equal to \$19.33. The warrant became exercisable on June 28, 2014. On May 4, 2017, the Company issued a net amount of 15,915 shares of common stock pursuant to an exercise by the holder of a warrant to purchase 48,750 shares of common stock at a price of \$19.33 per share. The holder satisfied the exercise price by instructing the Company to withhold 32,835 of the shares of common stock in accordance with the warrant's cashless exercise feature.

In October 2015, the Company entered into a term loan in the principal amount of \$10.0 million, evidenced by a term note due 2025 (the “2025 Note”). The 2025 Note bears a fixed interest rate of 6.4375% per year, payable quarterly, and is scheduled to mature on October 1, 2025. The 2025 Note is an unsecured subordinated obligation of the Company and may be repaid, without penalty, on any interest payment date on or after October 15, 2020. The 2025 Note is intended to qualify as Tier 2 capital under regulatory guidelines.

In September 2016, the Company issued \$25.0 million aggregate principal amount of 6.0% Fixed-to-Floating Rate Subordinated Notes due 2026 (the “2026 Notes”) in a public offering. The 2026 Notes initially bear a fixed interest rate of 6.00% per year to, but excluding September 30, 2021, and thereafter a floating rate equal to the then-current three-month LIBOR rate plus 485 basis points. All interest on the 2026 Notes is payable quarterly. The 2026 Notes are scheduled to mature on September 30, 2026. The 2026 Notes are unsecured subordinated obligations of the Company and may be repaid, without penalty, on any interest payment date on or after September 30, 2021. The 2026 Notes are intended to qualify as Tier 2 capital under regulatory guidelines.

The following table presents the principal balance and unamortized discount and debt issuance costs for the 2021 Debenture, the 2025 Note and the 2026 Notes as of September 30, 2018 and December 31, 2017.

|                | September 30, 2018                |             | December 31, 2017                 |             |
|----------------|-----------------------------------|-------------|-----------------------------------|-------------|
|                | Unamortized Discount              |             | Unamortized Discount              |             |
|                | Principal and Debt Issuance Costs |             | Principal and Debt Issuance Costs |             |
| 2021 Debenture | \$—                               | \$ —        | \$3,000                           | \$ —        |
| 2025 Note      | 10,000                            | (168 )      | 10,000                            | (186 )      |
| 2026 Notes     | 25,000                            | (995 )      | 25,000                            | (1,088 )    |
| Total          | \$35,000                          | \$ (1,163 ) | \$38,000                          | \$ (1,274 ) |

#### Note 8: Benefit Plans

##### Employment Agreement

The Company has entered into an employment agreement with its Chief Executive Officer that provides for the continuation of salary and certain benefits for a specified period of time under certain conditions. Under the terms of the agreement, these payments could occur in the event of a termination of employment by us without “cause”, by him for “good reason” or in connection with a “change in control,” each as defined in the agreement, along with other specific conditions.

##### 2013 Equity Incentive Plan

The 2013 Equity Incentive Plan (the “2013 Plan”) authorizes the issuance of 750,000 shares of the Company’s common stock in the form of equity-based awards to employees, directors, and other eligible persons. Under the terms of the 2013 Plan, the pool of shares available for issuance may be used for available types of equity awards under the 2013 Plan, which includes stock options, stock appreciation rights, restricted stock awards, stock unit awards, and other share-based awards. All employees, consultants, and advisors of the Company or any subsidiary, as well as all non-employee directors of the Company, are eligible to receive awards under the 2013 Plan.

The Company recorded \$0.3 million and \$1.3 million of share-based compensation expense for the three and nine months ended September 30, 2018, respectively, related to awards made under the 2013 Plan. The Company recorded \$0.3 million and \$0.8 million of share-based compensation expense for the three and nine months ended September 30, 2017, respectively, related to awards made under the 2013 Plan.

The following table summarizes the status of the 2013 Plan awards as of September 30, 2018, and activity for the nine months ended September 30, 2018.

| Restricted Stock | Weighted-Average Grant Date Fair | Restricted Stock | Weighted-Average Grant Date Fair | Deferred Stock | Weighted-Average Grant Date Fair |
|------------------|----------------------------------|------------------|----------------------------------|----------------|----------------------------------|
|------------------|----------------------------------|------------------|----------------------------------|----------------|----------------------------------|

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|                                 | Units     | Value Per Share | Awards    | Value Per Share | Units | Value Per Share |
|---------------------------------|-----------|-----------------|-----------|-----------------|-------|-----------------|
| Nonvested at December 31, 2017  | 72,765    | \$ 27.91        | 3,333     | \$ 24.44        | —     | \$ —            |
| Granted                         | 41,334    | 40.69           | 11,294    | 38.75           | 4     | 37.23           |
| Vested                          | (34,241 ) | 26.06           | (11,395 ) | 37.21           | (4 )  | 37.23           |
| Forfeited                       | (4,477 )  | 34.57           | —         | —               | —     | —               |
| Nonvested at September 30, 2018 | 75,381    | \$ 35.36        | 3,232     | \$ 31.37        | —     | \$ —            |

At September 30, 2018, the total unrecognized compensation cost related to nonvested awards was \$2.1 million with a weighted-average expense recognition period of 2.0 years.

#### Directors Deferred Stock Plan

Until January 1, 2014, the Company had a practice granting awards under a stock compensation plan for members of the Board of Directors (“Directors Deferred Stock Plan”). The Company reserved 180,000 shares of common stock that could have been issued pursuant to the Directors Deferred Stock Plan. The Directors Deferred Stock Plan provided directors the option to elect to receive up to 100% of their annual retainer in either common stock or deferred stock rights. Deferred stock rights were to be settled in common stock following the end of the deferral period payable on the basis of one share of common stock for each deferred stock right.

The following table summarizes the status of deferred stock rights related to the Directors Deferred Stock Plan for the nine months ended September 30, 2018.

|                                  | Deferred<br>Stock<br>Rights |
|----------------------------------|-----------------------------|
| Outstanding, beginning of period | 82,995                      |
| Granted                          | 394                         |
| Exercised                        | —                           |
| Outstanding, end of period       | 83,389                      |

All deferred stock rights granted during the 2018 period were additional rights issued in lieu of cash dividends payable on outstanding deferred stock rights.

#### Note 9: Fair Value of Financial Instruments

ASC Topic 820, Fair Value Measurement, defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. ASC Topic 820 also specifies a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

Level 1 Quoted prices in active markets for identical assets or liabilities

Level 2 Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities

Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities

Following is a description of the valuation methodologies and inputs used for assets measured at fair value on a recurring basis and recognized in the accompanying condensed consolidated balance sheets, as well as the general classification of such assets pursuant to the valuation hierarchy.

#### Available-for-Sale Securities

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. Level 1 securities include highly liquid mutual funds. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics or discounted cash flows.

Level 2 securities include U.S. Government-sponsored agencies, municipal securities, mortgage and asset-backed securities and certain corporate securities. Matrix pricing is a mathematical technique widely used in the banking industry to value investment securities without relying exclusively on quoted prices for specific investment securities but also on the investment securities' relationship to other benchmark quoted investment securities.

In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy. Fair values are calculated using discounted cash flows. Discounted cash flows are calculated based off of the anticipated future cash flows updated to incorporate loss severities. Rating agency and industry research reports as well as default and deferral activity are reviewed and incorporated into the calculation. The Company did not own any securities classified within Level 3 of the hierarchy as of September 30, 2018 or December 31, 2017.

#### Loans Held-for-Sale (mandatory pricing agreements)

The fair value of loans held-for-sale is determined using quoted prices for similar assets, adjusted for specific attributes of that loan (Level 2).

#### Forward Contracts

The fair values of forward contracts on to-be-announced securities are determined using quoted prices in active markets, or benchmarked thereto (Level 1).

#### Interest Rate Lock Commitments

The fair values of interest rate lock commitments (“IRLCs”) are determined using the projected sale price of individual loans based on changes in market interest rates, projected pull-through rates (the probability that an IRLC will ultimately result in an originated loan), the reduction in the value of the applicant’s option due to the passage of time, and the remaining origination costs to be incurred based on management’s estimate of market costs (Level 3).

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The following tables present the fair value measurements of assets and liabilities recognized in the accompanying condensed consolidated balance sheets measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at September 30, 2018 and December 31, 2017.

|  | September 30, 2018            |  |   |   |
|--|-------------------------------|--|---|---|
|  | Fair Value                    | Fair Value Measurements Using                                  |   |   |
|  |                               | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| U.S. Government-sponsored agencies                 | \$ 112,760                    | \$ —   | \$ 112,760                                    | \$ —                                      |
| Municipal securities                               | 91,080                        | —  | 91,080  | —   |
| Mortgage-backed securities                         | 225,692                       | —  | 225,692                                       | —   |
| Asset-backed securities                            | 4,960                         | —  | 4,960   | —   |
| Corporate securities                               | 34,505                        | —  | 34,505  | —   |
| Total available-for-sale securities                | 468,997                       | —  | 468,997                                       | —   |
| Loans held-for-sale (mandatory pricing agreements) | 23,493                        | —  | 23,493  | —   |
| Interest rate swap assets                          | 8,032                         | —  | 8,032   | —   |
| Interest rate swap liabilities                     | (72)                          | —  | (72)  | —   |
| Forward contracts                                  | 127                           | 127  | —   | —   |
| IRLCs  | 383                           | —  | —   | 383                                       |
|  | December 31, 2017             |  |   |   |
|  | Fair Value Measurements Using |  |   | Significant Unobservable Inputs (Level 3) |
|  | Fair Value                    | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) |   |
| U.S. Government-sponsored agencies                 | \$ 133,190                    | \$ —   | \$ 133,190                                    | \$ —                                      |
| Municipal securities                               | 96,377                        | —  | 96,377  | —   |
| Mortgage-backed securities                         | 209,720                       | —  | 209,720                                       | —   |
| Asset-backed securities                            | 5,009                         | —  | 5,009   | —   |
| Corporate securities                               | 26,047                        | —  | 26,047  | —   |
| Other securities                                   | 2,932                         | 2,932  | —   | —   |
| Total available-for-sale securities                | 473,275                       | 2,932  | 470,343                                       | —   |
| Loans held-for-sale (mandatory pricing agreements) | 23,571                        | —  | 23,571  | —   |
| Interest rate swaps                                | (271)                         | —  | (271)   | —   |
| Forward contracts                                  | (80)                          | (80)   | —   | —   |
| IRLCs  | 551                           | —  | —   | 551                                       |



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The following tables reconcile the beginning and ending balances of recurring fair value measurements recognized in the accompanying condensed consolidated balance sheets using significant unobservable (Level 3) inputs for the three and nine months ended September 30, 2018 and 2017.

|   |   |
|---|---|
|   | Three Months<br>Ended<br>Interest Rate<br>Lock<br>Commitments |
| Balance, July 1, 2018                           | \$ 724  |
| Total realized losses<br>Included in net income | (341 )  |
| Balance, September 30, 2018                     | \$ 383  |

|  |        |
|--|--------|
| Balance, July 1, 2017                          | \$ 652 |
| Total realized gains<br>Included in net income | 135    |
| Balance, September 30, 2017                    | \$ 787 |

|   |  |
|---|--|
|   | Nine Months<br>Ended<br>Interest Rate<br>Lock<br>Commitments |
| Balance, January 1, 2018                        | \$ 551   |
| Total realized losses<br>Included in net income | (168 )   |
| Balance, September 30, 2018                     | \$ 383   |

|  |        |
|--|--------|
| Balance, January 1, 2017                       | \$ 610 |
| Total realized gains<br>Included in net income | 177    |
| Balance, September 30, 2017                    | \$ 787 |

Significant Unobservable (Level 3) Inputs

The following tables present quantitative information about significant unobservable inputs used in recurring and Level 3 fair value measurements other than goodwill.

|       |   |                        |                                    |            |
|-------|---|------------------------|------------------------------------|------------|
|       | Fair Value<br>at<br>September<br>30, 2018 | Valuation<br>Technique | Significant Unobservable<br>Inputs | Range      |
| IRLCs | \$ 383                                    | Discounted cash flow   | Loan closing rates                 | 38% - 100% |

|       |                                       |                        |                                    |            |
|-------|---------------------------------------|------------------------|------------------------------------|------------|
|       | Fair Value at<br>December 31,<br>2017 | Valuation<br>Technique | Significant Unobservable<br>Inputs | Range      |
| IRLCs | \$ 551                                | Discounted cash flow   | Loan closing rates                 | 39% - 100% |

The following methods were used to estimate the fair value of all other financial instruments recognized in the accompanying condensed consolidated balance sheets at amounts other than fair value.

Cash and Cash Equivalents

For these instruments, the carrying amount is a reasonable estimate of fair value.

Interest-Bearing Time Deposits

The fair value of these financial instruments approximates carrying value.

#### Securities Held-to-Maturity

Fair values are determined by using models that are based on security-specific details, as well as relevant industry and economic factors. The most significant of these inputs are quoted market prices, and interest rate spreads on relevant benchmark securities.

#### Loans Held-for-Sale (best efforts pricing agreements)

The fair value of these loans approximates carrying value.

#### Loans

The fair value of loans as of September 30, 2018 was impacted by the adoption of Accounting Standards Update 2016-01, which is discussed further in Note 12 of the consolidated financial statements. In accordance with Accounting Standards Update 2016-01, the fair value of loans are estimated on an exit price basis incorporating discounts for credit, liquidity and marketability factors. This is not comparable with the fair values disclosed for December 31, 2017, which were based on an entrance price basis. For that date, fair values of variable rate loans that reprice frequently and with no significant change in credit risk were based on carrying values. The fair value of other loans as of that date were estimated by discounted cash flow analysis, which used interest rates then being offered for loans with similar terms to borrowers of similar credit quality.

#### Accrued Interest Receivable

The fair value of these financial instruments approximates carrying value.

#### Federal Home Loan Bank of Indianapolis Stock

The fair value approximates carrying value.

#### Deposits

The fair value of noninterest-bearing and interest-bearing demand deposits, savings and money market accounts approximates carrying value. The fair value of fixed maturity certificates of deposit and brokered deposits are estimated using rates currently offered for deposits of similar remaining maturities.

#### Advances from Federal Home Loan Bank

The fair value of fixed rate advances is estimated using rates currently available for advances with similar remaining maturities. The carrying value of variable rate advances approximates fair value.

#### Subordinated Debt

The fair value of the Company's publicly traded subordinated debt is obtained from quoted market prices. The fair value of the Company's remaining subordinated debt is estimated using discounted cash flow analysis, based on current borrowing rates for similar types of debt instruments.

#### Accrued Interest Payable

The fair value of these financial instruments approximates carrying value.

Commitments

The fair value of commitments to extend credit are based on fees currently charged to enter into similar agreements with similar maturities and interest rates. The Company determined that the fair value of commitments was zero based on the contractual value of outstanding commitments at each of September 30, 2018 and December 31, 2017.

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The following tables present the carrying value and estimated fair value of all financial assets and liabilities at September 30, 2018 and December 31, 2017.

|   | September 30, 2018 |            | Fair Value Measurements Using                                 |   |   |           |
|---|--------------------|------------|---|---|---|-----------|
|   | Carrying Amount    | Fair Value | Quoted Prices In Active Market for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |           |
| Cash and cash equivalents                             | \$85,790           | \$85,790   | \$85,790  | \$  | —\$                                       | —         |
| Securities held-to-maturity                           | 20,200             | 19,510     | —   | 19,510  | —   | —         |
| Net loans   | 2,476,918          | 2,347,403  | —   | —   | —   | 2,347,403 |
| Accrued interest receivable                           | 14,472             | 14,472     | 14,472  | —   | —   | —         |
| Federal Home Loan Bank of Indianapolis stock          | 22,050             | 22,050     | —   | 22,050  | —   | —         |
| Deposits  | 2,446,564          | 2,423,037  | 663,012   | —   | —   | 1,760,025 |
| Advances from Federal Home Loan Bank                  | 425,160            | 414,668    | —   | 414,668                                       | —   | —         |
| Subordinated debt                                     | 33,837             | 35,877     | 25,630  | 10,247  | —   | —         |
| Accrued interest payable                              | 887                | 887        | 887   | —   | —   | —         |
|   |                    |            |   |   |   |           |
|   | December 31, 2017  |            | Fair Value Measurements Using                                 |   |   |           |
|   | Carrying Amount    | Fair Value | Quoted Prices In Active Market for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |           |
| Cash and cash equivalents                             | \$47,981           | \$47,981   | \$47,981  | \$  | —\$                                       | —         |
| Securities held-to-maturity                           | 19,209             | 19,083     | —   | 19,083  | —   | —         |
| Loans held-for-sale (best efforts pricing agreements) | 27,836             | 27,836     | —   | 27,836  | —   | —         |
| Net loans   | 2,076,223          | 2,036,575  | —   | —   | —   | 2,036,575 |
| Accrued interest receivable                           | 11,944             | 11,944     | 11,944  | —   | —   | —         |
| Federal Home Loan Bank of Indianapolis stock          | 19,575             | 19,575     | —   | 19,575  | —   | —         |
| Deposits  | 2,084,942          | 2,057,708  | 688,800   | —   | —   | 1,368,908 |
| Advances from Federal Home Loan Bank                  | 410,176            | 397,950    | —   | 397,950                                       | —   | —         |
| Subordinated debt                                     | 36,726             | 39,972     | 26,520  | 13,452  | —   | —         |
| Accrued interest payable                              | 311                | 311        | 311   | —   | —   | —         |

Note 10: Mortgage Banking Activities

The Company's residential real estate lending business originates mortgage loans for customers and typically sells a majority of the originated loans into the secondary market. For most of the mortgages it sells in the secondary market, the Company hedges its mortgage banking pipeline by entering into forward contracts for the future delivery of mortgage loans to third party investors and entering into IRLCs with potential borrowers to fund specific mortgage loans that will be sold into the secondary market. To facilitate the hedging of the loans, the Company has elected the fair value option for loans originated and intended for sale in the secondary market under mandatory pricing agreements. Changes in the fair value of loans held-for-sale, IRLCs and forward contracts are recorded in the mortgage banking activities line item within noninterest income. Refer to Note 11 for further information on derivative financial instruments.

During the three months ended September 30, 2018 and 2017, the Company originated mortgage loans held-for-sale of \$104.1 million and \$107.8 million, respectively, and sold \$102.8 million and \$118.3 million of mortgage loans, respectively, into the secondary market. During the nine months ended September 30, 2018 and 2017, the Company originated mortgage loans held-for-sale of \$282.5 million and \$302.9 million, respectively, and sold \$287.6 million and \$317.2 million of mortgage loans, respectively, into the secondary market. Additionally, during the nine months ended September 30, 2018, the Company sold \$25.2 million of portfolio mortgage loans to an investor, resulting in a gain of \$0.4 million.

The following table presents the components of income from mortgage banking activities for the three and nine months ended September 30, 2018 and 2017.

|  | Three Months<br>Ended<br>September 30,<br>2018 |         | Nine Months<br>Ended<br>September 30,<br>2017 |         |
|--|--|---------|---|---------|
| Gain on loans sold   | \$1,622  | \$2,453 | \$4,787                                       | \$5,876 |
| (Loss) gain resulting from the change in fair value of loans held-for-sale | (168 )   | (6 )    | (250 )  | 519     |
| (Loss) gain resulting from the change in fair value of derivatives         | (52 )  | 88      | 40  | (89 )   |
| Net revenue from mortgage banking activities                               | \$1,402  | \$2,535 | \$4,577                                       | \$6,306 |

Fluctuations in interest rates and changes in IRLC and loan volume within the mortgage banking pipeline may cause volatility in the fair value of loans held-for-sale and the fair value of derivatives used to hedge the mortgage banking pipeline.

#### Note 11: Derivative Financial Instruments

The Company uses derivative financial instruments to help manage exposure to interest rate risk and the effects that changes in interest rates may have on net income and the fair value of assets and liabilities. The Company enters into interest rate swap agreements as part of its asset/liability management strategy to help manage its interest rate risk position. Additionally, the Company enters into forward contracts for the future delivery of mortgage loans to third party investors and enters into IRLCs with potential borrowers to fund specific mortgage loans that will be sold into the secondary market. The forward contracts are entered into in order to economically hedge the effect of changes in interest rates resulting from the Company's commitment to fund the loans.

The Company entered into various interest rate swap agreements designated and qualifying as accounting hedges during the reported periods. Designating an interest rate swap as an accounting hedge allows the Company to recognize gains and losses, less any ineffectiveness, in the income statement within the same period that the hedged item affects earnings. The Company includes the gain or loss on the hedged items in the same line item as the offsetting loss or gain on the related interest rate swaps. For derivative instruments that are designated and qualify as cash flow hedges, any gains or losses related to changes in fair value are recorded in accumulated other comprehensive loss, net of tax. The fair value of interest rate swaps with a positive fair value are reported in accrued income and other assets in the condensed consolidated balance sheets while interest rate swaps with a negative fair value are reported in accrued expenses and other liabilities in the condensed consolidated balance sheets.

The IRLCs and forward contracts are not designated as accounting hedges, and are recorded at fair value with changes in fair value reflected in noninterest income on the condensed consolidated statements of income. The fair value of derivative instruments with a positive fair value are reported in accrued income and other assets in the condensed consolidated balance sheets while derivative instruments with a negative fair value are reported in accrued expenses and other liabilities in the condensed consolidated balance sheets.

The following table presents amounts that were recorded on the condensed consolidated balance sheets related to cumulative basis adjustments for interest rate swap derivatives designated as fair value accounting hedges as of September 30, 2018 and December 31, 2017.



| Line item in the condensed consolidated balance sheets in which the hedged item is included | September 30, 2018 | December 31, 2017 | Cumulative amount of fair value hedging adjustment included in the carrying amount of the hedged assets |                   |
|---|--------------------|-------------------|---|-------------------|
|   |                    |                   | September 30, 2018  | December 31, 2017 |
| Loans   | \$366,948          | \$91,653          | \$(5,152)   | \$263             |
| Securities available-for-sale <sup>(1)</sup>  | 159,215            | 92,230            | (2,339)   | 8                 |

<sup>(1)</sup> These amounts include the amortized cost basis of closed portfolios used to designate hedging relationships in which the hedged item is the last layer expected to be remaining at the end of the hedging relationship. At September 30, 2018 and December 31, 2017, the amounts of the designated hedged items were \$88.2 million and \$50.0 million, respectively.

The following tables present a summary of interest rate swap derivatives designated as fair value accounting hedges of fixed-rate receivables used in the Company's asset/liability management activities at September 30, 2018 and December 31, 2017, identified by the underlying interest rate-sensitive instruments.

| September 30, 2018            | Notional Value | Weighted Average Remaining Maturity (years) | Weighted-Average Ratio |                     |
|-------------------------------|----------------|---|------------------------|---------------------|
|                               |                |   | Fair Value             | Receive Pay         |
| Loans                         | \$338,242      | 6.6   | \$5,193                | 3 month LIBOR 2.84% |
| Securities available-for-sale | 88,200         | 5.4   | 2,359                  | 3 month LIBOR 2.54% |
| Total at September 30, 2018   | \$426,442      | 6.4   | \$7,552                | 3 month LIBOR 2.78% |

| December 31, 2017             | Notional Value | Weighted Average Remaining Maturity (years) | Weighted-Average Ratio |                     |
|-------------------------------|----------------|---|------------------------|---------------------|
|                               |                |   | Fair Value             | Receive Pay         |
| Loans                         | \$91,135       | 7.9   | \$(263)                | 3 month LIBOR 2.44% |
| Securities available-for-sale | 50,000         | 6.8   | (8)                    | 3 month LIBOR 2.33% |
| Total at December 31, 2017    | \$141,135      | 7.5   | \$(271)                | 3 month LIBOR 2.41% |

The following table presents a summary of interest rate swap derivatives designated as cash flow accounting hedges of variable-rate liabilities used in the Company's asset/liability management activities at September 30, 2018. There were no interest rate swap derivatives designated as cash flow accounting hedges at December 31, 2017.

| September 30, 2018  | Notional Value | Weighted Average Remaining Maturity (years) | Weighted-Average Ratio |                     |
|---------------------|----------------|---|------------------------|---------------------|
|                     |                |   | Fair Value             | Receive Pay         |
| Interest rate swaps | \$50,000       | 9.7   | \$234                  | 3 month LIBOR 3.01% |
| Interest rate swaps | 80,000         | 5.2   | 174                    | 1 month LIBOR 2.86% |

These derivative financial instruments were entered into for the purpose of managing the interest rate risk of certain assets. At September 30, 2018, the Company received \$8.0 million of cash collateral from counterparties as security for their obligations related to these swap transactions. At December 31, 2017, the Company pledged \$0.7 million of

cash collateral to counterparties as security for its obligations related to these interest rate swap transactions. Collateral posted and received is dependent on the market valuation of the underlying hedges.

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The following table presents the notional amount and fair value of interest rate swaps, IRLCs and forward contracts utilized by the Company at September 30, 2018 and December 31, 2017.

|   | September 30,<br>2018 |               | December 31,<br>2017 |               |
|---|-----------------------|---------------|----------------------|---------------|
|   | Notional<br>Amount    | Fair<br>Value | Notional<br>Amount   | Fair<br>Value |
| <b>Asset Derivatives</b>  |                       |               |                      |               |
| Derivatives designated as hedging instruments                     |                       |               |                      |               |
| Interest rate swaps associated with loans                         | \$300,654             | \$5,265       | \$17,900             | \$3           |
| Interest rate swaps associated with securities available-for-sale | 88,200                | 2,359         | —                    | —             |
| Interest rate swaps associated with liabilities                   | 130,000               | 408           | —                    | —             |
| Derivatives not designated as hedging instruments                 |                       |               |                      |               |
| IRLCs   | 26,658                | 383           | 26,394               | 551           |
| Forward contracts   | 30,500                | 127           | —                    | —             |
| Total contracts   | \$576,012             | \$8,542       | \$44,294             | \$554         |
| <b>Liability Derivatives</b>                                      |                       |               |                      |               |
| Derivatives designated as hedging instruments                     |                       |               |                      |               |
| Interest rate swaps associated with loans                         | \$37,588              | \$(72)        | \$73,235             | \$(266)       |
| Interest rate swaps associated with securities available-for-sale | —                     | —             | 50,000               | (8)           |
| Derivatives not designated as hedging instruments                 |                       |               |                      |               |
| Forward contracts   | —                     | —             | 51,124               | (80)          |
| Total contracts   | \$37,588              | \$(72)        | \$174,359            | \$(354)       |

The fair value of interest rate swaps were estimated using a discounted cash flow method that incorporates current market interest rates as of the balance sheet date. Fair values of IRLCs and forward contracts were estimated using changes in mortgage interest rates from the date the Company entered into the IRLC and the balance sheet date.

The following table presents the effects of the Company's cash flow hedge relationships on the condensed consolidated statements of comprehensive income during the three and nine months ended September 30, 2018.

|                               | Amount of Gain<br>Recognized in Other<br>Comprehensive Income |   |
|-------------------------------|---|---|
|                               | Three<br>Months<br>Ended<br>September<br>30, 2018             | Nine Months<br>Ended<br>September 30,<br>2018 |
| Interest rate swap agreements | \$ 1,366  | \$ 408  |

The following table summarizes the periodic changes in the fair value of derivatives not designated as hedging instruments on the condensed consolidated statements of income for the three and nine months ended September 30, 2018 and 2017.

|  | Amount of gain /<br>(loss) recognized<br>in the three months | Amount of gain /<br>(loss) recognized<br>in the nine months |
|--|--|---|
|--|--|---|

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|   | ended<br>September<br>30,<br>2018 | September<br>30, 2017 | ended<br>September<br>30,<br>2018 | September<br>30, 2017 |
|---|-----------------------------------|-----------------------|-----------------------------------|-----------------------|
| Asset Derivatives                                 |                                   |                       |                                   |                       |
| Derivatives not designated as hedging instruments |                                   |                       |                                   |                       |
| IRLCs   | \$(341 )                          | \$ 135                | \$(168 )                          | \$ 177                |
| Forward contracts                                 | 289                               | (47 )                 | 208                               | (266 )                |

The following table presents the effects of the Company's interest rate swap agreements on the condensed consolidated statements of income during the three and nine months ended September 30, 2018 and 2017.

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| Line item in the condensed consolidated statements of income | Three Months Ended |                    | Nine Months Ended  |                    |
|--|--------------------|--------------------|--------------------|--------------------|
|  | September 30, 2018 | September 30, 2017 | September 30, 2018 | September 30, 2017 |
| Interest income  |                    |                    |                    |                    |
| Loans  | \$ 13              | \$ —               | —\$ 30             | \$ —               |
| Securities - taxable   | (45 )              | —                  | (121 )             | —                  |
| Securities - non-taxable                                     | 1                  | —                  | 19                 | —                  |
| Total interest income  | (31 )              | —                  | (72 )              | —                  |
| Interest expense   |                    |                    |                    |                    |
| Deposits   | 39                 | —                  | 39                 | —                  |
| Other borrowed funds   | 86                 | —                  | 101                | —                  |
| Total interest expense                                       | 125                | —                  | 140                | —                  |
| Net interest income  | \$(156 )           | \$ —               | —\$(212 )          | \$ —               |

Note 12: Recent Accounting Pronouncements

ASU 2014-09, Revenue from Contracts with Customers (Topic 606) (May 2014)

On January 1, 2018, the Company adopted this update, as subsequently amended, which (i) creates a single framework for recognizing revenue from contracts with customers that fall within its scope and (ii) revises when it is appropriate to recognize a gain (loss) for the transfer of nonfinancial assets, such as OREO. The majority of the Company's revenues comes from interest income and other sources, including loans, leases, securities, and derivatives that are outside the scope of ASC 606. The Company's services that fall within the scope of ASC 606 are presented within noninterest income and are recognized as revenue as the Company satisfies its obligation to the customer. Our services within the scope of ASC 606 include deposit service charges on deposits, interchange income and the sale of OREO. Our revenue within the scope of ASC 606 is minimal and the adoption of this update did not have a material impact on the condensed consolidated statements of income.

ASU 2016-01, Financial Instruments - Overall (Subtopic 825-10) - Recognition and Measurement of Financial Assets and Financial Liabilities (January 2016)

The purpose of this update is to improve the recognition and measurement of financial instruments by requiring equity investments to be measured at fair value with changes in fair value recognized in net income; requiring public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes; requiring separate presentation of financial assets and financial liabilities by measurement category and form of financial asset on the balance sheet or the accompanying notes to the financial statements; eliminating the requirement for public business entities to disclose the method(s) and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured and amortized at cost on the balance sheet; and requiring a reporting organization to present separately in other comprehensive income the portion of the total change in the fair value of a liability resulting option for financial instruments. This update is effective for annual periods and interim periods within those periods beginning after December 15, 2017. The amendments should be applied by means of a cumulative-effect adjustment to the balance sheet as of the beginning of the fiscal year of adoption. The amendments related to equity securities without readily determinable fair values (including disclosure requirements) should be applied prospectively to equity investments that exist as of the date of adoption. In February 2018, the FASB issued ASU 2018-03, which includes technical corrections and improvements to clarify the guidance

in ASU 2016-01. The Company adopted ASU 2016-01 on January 1, 2018, and it did not have a material impact on fair value disclosures and other disclosure requirements.

ASU 2016-02, Leases (Topic 842) (February 2016)

In February 2016, the FASB amended its standards with respect to the accounting for leases. The amended standard serves to replace all current GAAP guidance on this topic and requires that an operating lease be recognized by the lessee on the balance sheet as a “right-of-use” asset along with a corresponding liability representing the rent obligation. Key aspects of current lessor accounting remain unchanged from existing guidance. This standard is expected to result in an increase to assets and liabilities recognized and, therefore, increase risk-weighted assets for regulatory capital purposes. The amended standard requires the use of the modified retrospective transition approach for existing leases that have not expired before the date of initial application and will become effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. Earlier adoption of the amended standard is permitted. The Company does not expect to early adopt and is currently in the process of fully evaluating the amendments on the condensed consolidated financial statements and will subsequently implement updated processes and accounting policies as deemed necessary. The overall impact of the new standard on the Company’s financial condition, results of operations and regulatory capital is not yet determinable. In July 2018, the FASB issued ASU 2018-10 and ASU 2018-11, which include improvements to the codification to clarify recognizing leases and the transitioning to the amended standard.

ASU 2016-13, Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments (June 2016)

The main objective of this update is to provide financial statement users with more decision-useful information about the expected credit losses on financial instruments and other commitments to extend credit held by a reporting entity at each reporting date. To achieve this objective, the amendments in this update replace the incurred loss impairment methodology in current GAAP with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to inform credit loss estimates.

The amendments affect entities holding financial assets that are not accounted for at fair value through net income. The amendments affect loans, debt securities, off-balance-sheet credit exposures, and any other financial assets not excluded from the scope that have the contractual right to receive cash. The amendments in this update affect an entity to varying degrees depending on the credit quality of the assets held by the entity, their duration, and how the entity applies current GAAP. There is diversity in practice in applying the incurred loss methodology, which means that before transition some entities may be more aligned under current GAAP than others to the new measure of expected credit losses. The following describes the main provisions of this update.

- Assets Measured at Amortized Cost:** The amendments in this update require a financial asset (or a group of financial assets) measured at amortized cost basis to be presented at the net amount expected to be collected. The allowance for credit losses is a valuation account that is deducted from the amortized cost basis of the financial asset(s) to present the net carrying value at the amount expected to be collected on the financial asset. The income statement reflects the measurement of credit losses for newly recognized financial assets, as well as the expected increases or decreases of credit losses that have taken place during the period. The measurement of expected credit losses is based on relevant information about past events, including historical experience, current conditions, and reasonable and supportable forecasts that affect the collectability of the reported amount. An entity must use judgment in determining the relevant information and estimation methods that are appropriate in its circumstances.

- Available-for-Sale Debt Securities:** Credit losses relating to available-for-sale debt securities should be recorded through an allowance for credit losses. Available-for-sale accounting recognizes that value may be realized either through collection of contractual cash flows or through sale of the security. Therefore, the amendments limit the amount of the allowance for credit losses to the amount by which fair value is below amortized cost because the classification as available-for-sale is premised on an investment strategy that recognizes that the investment could be

sold at fair value, if cash collection would result in the realization of an amount less than fair value.



For public business entities that are SEC filers, the amendments in this update are effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. All entities may adopt the amendments in this update earlier as of the fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. An entity will apply the amendments in this update through a cumulative-effect adjustment to retained earnings as of the beginning of the first reporting period in which the guidance is effective (that is, a modified-retrospective approach). A prospective transition approach is required for debt securities for which an other-than-temporary impairment had been recognized before the effective date. The effect of a prospective transition approach is to maintain the same amortized cost basis before and after the effective date of this update.

The Company does not expect to early adopt and is currently evaluating the impact of the amendments on the Company's condensed consolidated financial statements. The Company currently cannot determine or reasonably quantify the impact of the adoption of the amendments due to the complexity and extensive changes. The Company intends to develop processes and procedures during the next year to ensure it is fully compliant with the amendments at adoption date. The Company has formed an implementation committee and has begun evaluating the data needed for implementation as well as considering appropriate methodologies.

ASU 2018-02 - Income Statement - Reporting Comprehensive Income (Topic 820): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income (February 2018)

The amendments in this update allow a reclassification from accumulated other comprehensive income to retained earnings for stranded tax effects resulting from the Tax Cuts and Jobs Act of 2017 (the "Tax Act"). Consequently, the amendments eliminate the stranded tax effects resulting from the Tax Act and will improve the usefulness of information reported to financial statement users. However, because the amendments only relate to the reclassification of the income tax effects of the Tax Act, the underlying guidance that requires that the effect of a change in tax laws or rates be included in income from continuing operations is not affected. The amendments in this update also require certain disclosures about stranded tax effects.

The amendments in this update are effective for all entities for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years. Early adoption is permitted, including adoption in any interim period for public business entities for reporting periods for which the financial statements have not yet been issued. The amendments in this update should be applied either in the period of adoption or retrospectively to each period (or periods) in which the effect of the change in the U.S. federal corporate income tax rate in the Tax Act is recognized. The Company elected to early adopt this update as of January 1, 2018. The adoption of the guidance resulted in a cumulative-effect adjustment that increased retained earnings and increased AOCI in the nine months ended September 30, 2018.

ASU 2018-05 - Income Taxes (Topic 740): Amendments to SEC Paragraphs Pursuant to SEC Staff Accounting Bulletin No. 118 (March 2018)

The amendments in this update provide additional clarification on accounting for the Tax Act's effects. In accordance with Staff Accounting Bulletin 118, entities that elect to record provisional amounts must base them on reasonable estimates and may adjust those amounts for a period of up to one year after the December 22, 2017 enactment date. Entities also need to consider the effect of the Tax Act when they estimate their annual effective tax rate in the first quarter and project the deferred tax effects of expected year-end temporary differences. In addition to applying the new corporate tax rate, an entity will need to consider whether it has elected to reflect global intangible low-taxed income as a period cost or as part of deferred taxes. As the Company has substantially completed the accounting for the net deferred tax asset revaluation, this update is not expected to have a material impact on the condensed consolidated financial statements.

ASU 2018-07 - Compensation - Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting (June 2018)

The amendments in this update simplify the accounting for share-based payments granted to nonemployees for goods and services. Under the ASU, most of the guidance on such payments to nonemployees would be aligned with the requirements for share-based payments granted to employees. This guidance is effective for public companies for fiscal years, and interim fiscal periods within those fiscal years, beginning after December 15, 2018. The Company has evaluated this update and it is not expected to have a material impact on the condensed consolidated financial statements.

ASU 2018-13 - Fair Value Measurement (Topic 820): Disclosure Framework - Changes to the Disclosure Requirements for Fair Value Measurement (August 2018)

The amendments in this update modify the disclosure requirements on fair value measurements in Topic 820. This ASU eliminates the requirements to disclose the amount of and reasons for transfers between Level 1 and Level 2 of the fair value hierarchy, the policy for timing of transfers between levels and the valuation processes for Level 3 fair value measurements. In addition, this ASU requires entities that calculate net asset value to disclose the timing of liquidation of an investee's assets and the date when restrictions from redemption might lapse only if the investee has communicated the timing to the entity or announced the timing publicly. This ASU also added new requirements, which include the disclosure of the changes in unrealized gains and losses for the period included in other comprehensive income for recurring Level 3 fair value measurements held at the end of the reporting period and the range and weighted average of significant unobservable inputs used to develop Level 3 fair value measurements. The amendments in this ASU are effective for public companies for fiscal years, and interim fiscal periods within those fiscal years, beginning after December 15, 2019. Early adoption is permitted. The Company is currently evaluating the impact of the amendment on the Company's condensed consolidated financial statements.

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

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our condensed consolidated financial statements and related notes appearing elsewhere in this report. This discussion and analysis includes certain forward-looking statements that involve risks, uncertainties, and assumptions. You should review the "Risk Factors" section of our Annual Report on Form 10-K for the year ended December 31, 2017 for a discussion of important factors that could cause actual results to differ materially from the results described in or implied by such forward-looking statements. See also "Cautionary Note Regarding Forward-Looking Statements" at the beginning of this report.

Overview

First Internet Bancorp ("we," "our," "us," or the "Company") is a bank holding company that conducts its business activities through its wholly-owned subsidiary, First Internet Bank of Indiana, an Indiana chartered bank (the "Bank"). The Bank was the first state-chartered, Federal Deposit Insurance Corporation ("FDIC") insured Internet bank and commenced banking operations in 1999. The Company was incorporated under the laws of the State of Indiana on September 15, 2005. On March 21, 2006, we consummated a plan of exchange by which we acquired all of the outstanding shares of the Bank.

The Bank has three wholly-owned subsidiaries, First Internet Public Finance Corp., which was organized in early 2017 and provides a range of public and municipal finance lending and leasing products to governmental entities throughout the United States and acquires securities issued by state and local governments and other municipalities, JKH Realty Services, LLC, which manages other real estate owned ("OREO") properties as needed and SPF15, Inc, which was formed to acquire and hold real estate.

We offer a wide range of commercial, small business, consumer and municipal banking products and services. We conduct our consumer and small business deposit operations primarily through online channels on a nationwide basis and have no traditional branch offices. Our residential mortgage products are offered nationwide primarily through an online direct-to-consumer platform and are supplemented with Central Indiana-based mortgage and construction lending. Our consumer lending products are primarily originated on a nationwide basis over the Internet as well as through relationships with dealerships and financing partners.

Our commercial banking products and services are delivered through a relationship banking model and include commercial real estate ("CRE") banking, commercial and industrial ("C&I") banking, public finance, healthcare finance and commercial deposits and treasury management. Through our CRE team, we offer single tenant lease financing on a nationwide basis in addition to traditional investor commercial real estate and construction loans primarily within Central Indiana and adjacent markets. To meet the needs of commercial borrowers and depositors located primarily in Central Indiana, Phoenix, Arizona and adjacent markets, our C&I banking team provides credit solutions such as lines of credit, term loans, owner-occupied commercial real estate loans and corporate credit cards. Our public finance team, established in early 2017, provides a range of public and municipal lending and leasing products to government entities on a nationwide basis. Healthcare finance was established in the second quarter of 2017 in conjunction with our strategic partnership with Lendeavor, Inc., a San Francisco-based technology-enabled lender to healthcare practices, and provides lending for healthcare practice finance or acquisition, acquiring or refinancing owner-occupied commercial real estate and equipment purchases. Initial efforts within healthcare finance have primarily focused on the West Coast with plans to expand nationwide. Our commercial deposits and treasury management team works with the other commercial teams to provide deposit products and treasury management services to our commercial and municipal lending customers as well as pursues commercial deposit opportunities in business segments where we have no credit relationships.



## Results of Operations

The following table presents a summary of the Company's financial performance for the last five completed fiscal quarters and the nine months ended September 30, 2018 and 2017.

| (dollars in thousands except for per share data)             | Three Months Ended |               |                |                   | Nine Months Ended  |                    |                    |   |
|--|--------------------|---------------|----------------|-------------------|--------------------|--------------------|--------------------|---|
|  | September 30, 2018 | June 30, 2018 | March 31, 2018 | December 31, 2017 | September 30, 2017 | September 30, 2018 | September 30, 2017 |   |
| <b>Income Statement Summary:</b>                             |                    |               |                |                   |                    |                    |                    |   |
| Net interest income  | \$ 15,970          | \$ 15,461     | \$ 15,415      | \$ 15,360         | \$ 14,191          | \$ 46,846          | \$ 38,622          |   |
| Provision for loan losses                                    | 888                | 667           | 850            | 1,179             | 1,336              | 2,405              | 3,693              |   |
| Noninterest income   | 1,994              | 2,177         | 2,542          | 2,539             | 3,135              | 6,713              | 8,002              |   |
| Noninterest expense  | 10,045             | 10,182        | 10,217         | 9,701             | 9,401              | 30,444             | 27,022             |   |
| Income tax provision   | 743                | 781           | 862            | 3,521             | 1,694              | 2,386              | 4,181              |   |
| Net income   | \$ 6,288           | \$ 6,008      | \$ 6,028       | \$ 3,498          | \$ 4,895           | \$ 18,324          | \$ 11,728          |   |
| <b>Per Share Data:</b>                                       |                    |               |                |                   |                    |                    |                    |   |
| Earnings per share - basic                                   | \$ 0.61            | \$ 0.67       | \$ 0.71        | \$ 0.41           | \$ 0.72            | \$ 1.99            | \$ 1.76            |   |
| Earnings per share - diluted                                 | \$ 0.61            | \$ 0.67       | \$ 0.71        | \$ 0.41           | \$ 0.71            | \$ 1.98            | \$ 1.75            |   |
| Dividends declared per share                                 | \$ 0.06            | \$ 0.06       | \$ 0.06        | \$ 0.06           | \$ 0.06            | \$ 0.18            | \$ 0.18            |   |
| Book value per common share                                  | \$ 28.26           | \$ 27.71      | \$ 26.60       | \$ 26.65          | \$ 26.26           | \$ 28.26           | \$ 26.26           |   |
| Tangible book value per common share <sup>1</sup>            | \$ 27.80           | \$ 27.25      | \$ 26.05       | \$ 26.09          | \$ 25.70           | \$ 27.80           | \$ 25.70           |   |
| Common shares outstanding                                    | 10,181,675         | 10,181,675    | 8,450,925      | 8,411,077         | 8,411,077          | 10,181,675         | 8,411,077          |   |
| Average common shares outstanding:                           |                    |               |                |                   |                    |                    |                    |   |
| Basic  | 10,261,967         | 8,909,913     | 8,499,196      | 8,490,951         | 6,834,011          | 9,230,149          | 6,656,160          |   |
| Diluted  | 10,273,766         | 8,919,460     | 8,542,363      | 8,527,599         | 6,854,614          | 9,250,839          | 6,683,379          |   |
| <b>Performance Ratios:</b>                                   |                    |               |                |                   |                    |                    |                    |   |
| Return on average assets                                     | 0.79               | % 0.82        | % 0.87         | % 0.52            | % 0.78             | % 0.83             | % 0.71             | % |
| Return on average shareholders' equity                       | 8.75               | % 10.11       | % 10.96        | % 6.23            | % 11.20            | % 9.83             | % 9.61             | % |
| Return on average tangible common equity <sup>1</sup>        | 8.89               | % 10.31       | % 11.19        | % 6.37            | % 11.51            | % 10.02            | % 9.89             | % |
| Net interest margin  | 2.06               | % 2.17        | % 2.26         | % 2.35            | % 2.31             | % 2.16             | % 2.41             | % |
| Net interest margin - FTE <sup>1,2</sup>                     | 2.23               | % 2.33        | % 2.41         | % 2.59            | % 2.52             | % 2.32             | % 2.57             | % |
| Noninterest expense to average assets                        | 1.27               | % 1.40        | % 1.47         | % 1.45            | % 1.50             | % 1.37             | % 1.64             | % |
| <b>Capital Ratios:</b>                                       |                    |               |                |                   |                    |                    |                    |   |
| Total shareholders' equity to assets                         | 8.98               | % 9.05        | % 7.85         | % 8.10            | % 8.39             | % 8.98             | % 8.39             | % |
| Tangible common equity to tangible assets ratio <sup>1</sup> | 8.85               | % 8.92        | % 7.70         | % 7.94            | % 8.22             | % 8.85             | % 8.22             | % |
| Tier 1 leverage ratio  | 9.40               | % 9.93        | % 8.17         | % 8.45            | % 8.86             | % 9.40             | % 8.86             | % |
| Common equity tier 1 capital ratio                           | 13.14              | % 13.54       | % 11.42        | % 11.43           | % 11.93            | % 13.14            | % 11.93            | % |
| Tier 1 capital ratio   | 13.14              | % 13.54       | % 11.42        | % 11.43           | % 11.93            | % 13.14            | % 11.93            | % |
| Total risk-based capital ratio                               | 15.38              | % 15.85       | % 14.01        | % 14.07           | % 14.67            | % 15.38            | % 14.67            | % |

<sup>1</sup> This information represents a non-GAAP financial measure. See the “Reconciliation of Non-GAAP Financial Measures” for a reconciliation of these measures to their most directly comparable GAAP measures.

<sup>2</sup> On a fully-taxable equivalent (“FTE”) basis assuming a 21% tax rate in 2018 and a 35% tax rate in 2017. Net interest income is adjusted to reflect income from assets such as municipal loans and securities that are exempt from Federal income taxes. This is to recognize the income tax savings that facilitates a comparison between taxable and tax-exempt assets. The Company believes that it is a standard practice in the banking industry to present net interest margin and net interest income on a fully-taxable equivalent basis as these measures provide useful information to make peer comparisons.

During the third quarter 2018, net income was \$6.3 million, or \$0.61 per diluted share, compared to third quarter 2017 net income of \$4.9 million, or \$0.71 per diluted share, representing an increase in net income of \$1.4 million, or 28.5%. During the nine months ended September 30, 2018, net income was \$18.3 million, or \$1.98 per diluted share, compared to net income of \$11.7 million, or \$1.75 per diluted share, for the nine months ended September 30, 2017, resulting in an increase in net income of \$6.6 million, or 56.2%. The comparability of diluted earnings per share between the third quarter 2018 and the third quarter 2017 as well as the nine months ended September 30, 2018 and the nine months ended September 30, 2017 is impacted by the effect on average diluted shares outstanding resulting from the Company's issuance of 1,897,500 shares of common stock issued through an underwritten public offering in September 2017 and the issuance of 1,730,750 shares of common stock issued through an underwritten public offering in June 2018.

The increase in net income in the third quarter 2018 compared to the third quarter 2017 was due primarily to a \$1.8 million, or 12.5%, increase in net interest income, a \$1.0 million, or 56.1%, decrease in income tax provision and a \$0.4 million, or 33.5%, decrease in provision for loan losses, partially offset by a \$1.1 million, or 36.4%, decrease in noninterest income and a \$0.6 million, or 6.9%, increase in noninterest expense.

The increase in net income in the nine months ended September 30, 2018 compared to the nine months ended September 30, 2017 was due primarily to an \$8.2 million, or 21.3%, increase in net interest income, a \$1.8 million, or 42.9%, decrease in income tax expense and a \$1.3 million, or 34.9%, decrease in provision for loan losses, partially offset by a \$3.4 million, or 12.7%, increase in noninterest expense and a \$1.3 million, or 16.1%, decrease in noninterest income.

During the third quarter 2018, return on average assets ("ROAA") and return on average shareholders' equity ("ROAE") were 0.79% and 8.75%, respectively, compared to 0.78% and 11.20%, respectively, for the third quarter 2017. During the nine months ended September 30, 2018, ROAA and ROAE were 0.83% and 9.83%, respectively, compared to 0.71% and 9.61%, respectively, for the nine months ended September 30, 2017. The decline in ROAE during the third quarter 2018 compared to the third quarter 2017 was a result of the Company's growth in average shareholders' equity of \$111.7 million, or 64.4%, which outpaced net income growth. The increase in average shareholders' equity was due primarily to the equity offerings completed in September 2017 and June 2018, which resulted in net proceeds to the Company of \$51.6 million and \$54.3 million, respectively.

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Consolidated Average Balance Sheets and Net Interest Income Analyses

For the periods presented, the following tables provide the average balances of interest-earning assets and interest-bearing liabilities and the related yields and cost of funds. The tables do not reflect any effect of income taxes except for net interest margin - FTE as discussed below. Balances are based on the average of daily balances. Nonaccrual loans are included in average loan balances.

(dollars in thousands) Three Months Ended

|                                       | September 30, 2018 |                     |             | June 30, 2018   |                     |             | September 30, 2017 |                     |             |
|---------------------------------------|--------------------|---------------------|-------------|-----------------|---------------------|-------------|--------------------|---------------------|-------------|
|                                       | Average Balance    | Interest /Dividends | Yield /Cost | Average Balance | Interest /Dividends | Yield /Cost | Average Balance    | Interest /Dividends | Yield /Cost |
| <b>Assets</b>                         |                    |                     |             |                 |                     |             |                    |                     |             |
| <b>Interest-earning assets</b>        |                    |                     |             |                 |                     |             |                    |                     |             |
| Loans, including loans held-for-sale  | \$2,462,209        | \$ 26,019           | 4.19%       | \$2,295,970     | \$ 23,699           | 4.14%       | \$1,818,379        | \$ 18,922           | 4.13%       |
| Securities - taxable                  | 389,880            | 2,659               | 2.71%       | 386,207         | 2,556               | 2.65%       | 410,630            | 2,582               | 2.49%       |
| Securities - non-taxable              | 94,020             | 698                 | 2.95%       | 94,506          | 700                 | 2.97%       | 97,243             | 697                 | 2.84%       |
| Other earning assets                  | 131,306            | 847                 | 2.56%       | 79,346          | 461                 | 2.33%       | 108,547            | 493                 | 1.80%       |
| Total interest-earning assets         | 3,077,415          | 30,223              | 3.90%       | 2,856,029       | 27,416              | 3.85%       | 2,434,799          | 22,694              | 3.70%       |
| Allowance for loan losses             | (16,312 )          |                     |             | (15,782 )       |                     |             | (13,657 )          |                     |             |
| Noninterest-earning assets            | 87,127             |                     |             | 81,293          |                     |             | 71,609             |                     |             |
| Total assets                          | \$3,148,230        |                     |             | \$2,921,540     |                     |             | \$2,492,751        |                     |             |
| <b>Liabilities</b>                    |                    |                     |             |                 |                     |             |                    |                     |             |
| <b>Interest-bearing liabilities</b>   |                    |                     |             |                 |                     |             |                    |                     |             |
| Interest-bearing demand deposits      | \$87,102           | \$ 133              | 0.61%       | \$93,599        | \$ 145              | 0.62%       | \$88,633           | \$ 122              | 0.55%       |
| Regular savings accounts              | 51,557             | 147                 | 1.13%       | 55,273          | 158                 | 1.15%       | 42,308             | 97                  | 0.91%       |
| Money market accounts                 | 527,715            | 2,206               | 1.66%       | 571,398         | 2,130               | 1.50%       | 440,293            | 1,187               | 1.07%       |
| Certificates and brokered deposits    | 1,702,098          | 9,164               | 2.14%       | 1,416,775       | 6,793               | 1.92%       | 1,268,709          | 5,188               | 1.62%       |
| Total interest-bearing deposits       | 2,368,472          | 11,650              | 1.95%       | 2,137,045       | 9,226               | 1.73%       | 1,839,943          | 6,594               | 1.42%       |
| Other borrowed funds                  | 439,412            | 2,603               | 2.35%       | 492,068         | 2,729               | 2.22%       | 431,738            | 1,909               | 1.75%       |
| Total interest-bearing liabilities    | 2,807,884          | 14,253              | 2.01%       | 2,629,113       | 11,955              | 1.82%       | 2,271,681          | 8,503               | 1.49%       |
| Noninterest-bearing deposits          | 44,921             |                     |             | 44,524          |                     |             | 35,094             |                     |             |
| Other noninterest-bearing liabilities | 10,218             |                     |             | 9,438           |                     |             | 12,517             |                     |             |
| Total liabilities                     | 2,863,023          |                     |             | 2,683,075       |                     |             | 2,319,292          |                     |             |



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|  |             |             |             |
|--|-------------|-------------|-------------|
| Shareholders' equity                       | 285,207     | 238,465     | 173,459     |
| Total liabilities and shareholders' equity | \$3,148,230 | \$2,921,540 | \$2,492,751 |
| Net interest income                        | \$ 15,970   | \$ 15,461   | \$ 14,191   |
| Interest rate spread <sup>1</sup>          | 1.89%       | 2.03%       | 2.21%       |
| Net interest margin <sup>2</sup>           | 2.06%       | 2.17%       | 2.31%       |
| Net interest margin FTE <sup>3</sup>       | 2.23%       | 2.33%       | 2.52%       |

<sup>1</sup> Yield on total interest-earning assets minus cost of total interest-bearing liabilities

<sup>2</sup> Net interest income divided by total average interest-earning assets (annualized)

<sup>3</sup> On an FTE basis assuming a 21% tax rate in 2018 and a 35% tax rate in 2017. Net interest income is adjusted to reflect income from assets such as municipal loans and securities that are exempt from Federal income taxes. This is to recognize the income tax savings that facilitates a comparison between taxable and tax-exempt assets. The Company believes that it is a standard practice in the banking industry to present net interest margin and net interest income on a fully-taxable equivalent basis as these measures provide useful information to make peer comparisons. Net interest margin-FTE represents a non-GAAP financial measure. See the "Reconciliation of Non-GAAP Financial Measures" for a reconciliation of these measures to their most directly comparable GAAP measures.

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| (dollars in thousands)                     | Nine Months Ended  |                        |                |                    |                        |                |
|--|--------------------|------------------------|----------------|--------------------|------------------------|----------------|
|  | September 30, 2018 |                        |                | September 30, 2017 |                        |                |
|  | Average<br>Balance | Interest<br>/Dividends | Yield<br>/Cost | Average<br>Balance | Interest<br>/Dividends | Yield<br>/Cost |
| <b>Assets</b>                              |                    |                        |                |                    |                        |                |
| Interest-earning assets                    |                    |                        |                |                    |                        |                |
| Loans, including loans held-for-sale       | \$2,311,374        | \$ 71,833              | 4.16%          | \$1,577,526        | \$ 49,494              | 4.19%          |
| Securities - taxable                       | 388,513            | 7,703                  | 2.65%          | 399,284            | 7,515                  | 2.52%          |
| Securities - non-taxable                   | 94,744             | 2,109                  | 2.98%          | 95,348             | 2,090                  | 2.93%          |
| Other earning assets                       | 105,210            | 1,973                  | 2.51%          | 74,208             | 960                    | 1.73%          |
| Total interest-earning assets              | 2,899,841          | 83,618                 | 3.86%          | 2,146,366          | 60,059                 | 3.74%          |
| Allowance for loan losses                  | (15,770 )          |                        |                | (12,451 )          |                        |                |
| Noninterest-earning assets                 | 81,638             |                        |                | 65,949             |                        |                |
| Total assets                               | \$2,965,709        |                        |                | \$2,199,864        |                        |                |
| <b>Liabilities</b>                         |                    |                        |                |                    |                        |                |
| Interest-bearing liabilities               |                    |                        |                |                    |                        |                |
| Interest-bearing demand deposits           | \$90,564           | \$ 401                 | 0.59%          | \$89,869           | \$ 368                 | 0.55%          |
| Regular savings accounts                   | 54,245             | 462                    | 1.14%          | 35,113             | 210                    | 0.80%          |
| Money market accounts                      | 553,692            | 6,228                  | 1.50%          | 394,581            | 2,799                  | 0.95%          |
| Certificates and brokered deposits         | 1,506,000          | 22,055                 | 1.96%          | 1,109,858          | 13,240                 | 1.59%          |
| Total interest-bearing deposits            | 2,204,501          | 29,146                 | 1.77%          | 1,629,421          | 16,617                 | 1.36%          |
| Other borrowed funds                       | 457,807            | 7,626                  | 2.23%          | 364,738            | 4,820                  | 1.77%          |
| Total interest-bearing liabilities         | 2,662,308          | 36,772                 | 1.85%          | 1,994,159          | 21,437                 | 1.44%          |
| Noninterest-bearing deposits               | 44,477             |                        |                | 33,164             |                        |                |
| Other noninterest-bearing liabilities      | 9,762              |                        |                | 9,311              |                        |                |
| Total liabilities                          | 2,716,547          |                        |                | 2,036,634          |                        |                |
| Shareholders' equity                       | 249,162            |                        |                | 163,230            |                        |                |
| Total liabilities and shareholders' equity | \$2,965,709        |                        |                | \$2,199,864        |                        |                |
| Net interest income                        |                    | \$ 46,846              |                |                    | \$ 38,622              |                |
| Interest rate spread <sup>1</sup>          |                    |                        | 2.01%          |                    |                        | 2.30%          |
| Net interest margin <sup>2</sup>           |                    |                        | 2.16%          |                    |                        | 2.41%          |
| Net interest margin - FTE <sup>3</sup>     |                    |                        | 2.32%          |                    |                        | 2.57%          |

<sup>1</sup> Yield on total interest-earning assets minus cost of total interest-bearing liabilities

<sup>2</sup> Net interest income divided by total average interest-earning assets (annualized)

<sup>3</sup> On an FTE basis assuming a 21% tax rate in 2018 and a 35% tax rate in 2017. Net interest income is adjusted to reflect income from assets such as municipal loans and securities that are exempt from Federal income taxes. This is to recognize the income tax savings that facilitates a comparison between taxable and tax-exempt assets. The Company believes that it is a standard practice in the banking industry to present net interest margin and net interest income on a fully-taxable equivalent basis as these measures provide useful information to make peer comparisons. Net interest margin-FTE represents a non-GAAP financial measure. See the "Reconciliation of Non-GAAP Financial Measures" for a reconciliation of these measures to their most directly comparable GAAP measures.



## Rate/Volume Analysis

The following table illustrates the impact of changes in the volume of interest-earning assets and interest-bearing liabilities and interest rates on net interest income for the periods indicated. The change in interest not due solely to volume or rate has been allocated in proportion to the absolute dollar amounts of the change in each.

| (dollars in thousands)                            | Three Months Ended<br>September 30, 2018 vs.<br>June 30, 2018 |                  |              | Three Months Ended<br>September 30, 2018 vs.<br>September 30, 2017 |                  |                | Nine Months Ended<br>September 30, 2018 vs.<br>September 30, 2017 |                  |                |
|---|---|------------------|--------------|--|------------------|----------------|---|------------------|----------------|
|   | Due to Changes in   |                  |              | Due to Changes in  |                  |                | Due to Changes in   |                  |                |
|   | Volume  | Rate             | Net          | Volume   | Rate             | Net            | Volume  | Rate             | Net            |
| <b>Interest income</b>                            |   |                  |              |  |                  |                |   |                  |                |
| Loans, including loans held-for-sale              | \$1,988   | \$332            | \$2,320      | \$6,817  | \$280            | \$7,097        | \$22,932  | \$(593)          | \$22,339       |
| Securities – taxable                              | 30  | 73               | 103          | (630)  | 707              | 77             | (292)   | 480              | 188            |
| Securities – non-taxable                          | (1)   | (1)              | (2)          | (98)   | 99               | 1              | (21)  | 40               | 19             |
| Other earning assets                              | 336   | 50               | 386          | 118  | 236              | 354            | 487   | 526              | 1,013          |
| <b>Total</b>                                      | <b>2,353</b>  | <b>454</b>       | <b>2,807</b> | <b>6,207</b>   | <b>1,322</b>     | <b>7,529</b>   | <b>23,106</b>   | <b>453</b>       | <b>23,559</b>  |
| <b>Interest expense</b>                           |   |                  |              |  |                  |                |   |                  |                |
| Interest-bearing deposits                         | 1,115   | 1,309            | 2,424        | 2,199  | 2,857            | 5,056          | 6,757   | 5,772            | 12,529         |
| Other borrowed funds                              | (909)   | 783              | (126)        | 34   | 660              | 694            | 1,390   | 1,416            | 2,806          |
| <b>Total</b>                                      | <b>206</b>  | <b>2,092</b>     | <b>2,298</b> | <b>2,233</b>   | <b>3,517</b>     | <b>5,750</b>   | <b>8,147</b>  | <b>7,188</b>     | <b>15,335</b>  |
| <b>Increase (decrease) in net interest income</b> | <b>\$2,147</b>  | <b>\$(1,638)</b> | <b>\$509</b> | <b>\$3,974</b>   | <b>\$(2,195)</b> | <b>\$1,779</b> | <b>\$14,959</b>   | <b>\$(6,735)</b> | <b>\$8,224</b> |

Net interest income for the third quarter 2018 was \$16.0 million, an increase of \$1.8 million, or 12.5%, compared to \$14.2 million for the third quarter 2017. The increase in net interest income was the result of a \$7.5 million, or 33.2%, increase in total interest income to \$30.2 million for the third quarter 2018 from \$22.7 million for the third quarter 2017. The increase in total interest income was partially offset by a \$5.8 million, or 67.6%, increase in total interest expense to \$14.3 million for the third quarter 2018 from \$8.5 million for the third quarter 2017.

Net interest income for the nine months ended September 30, 2018 was \$46.8 million, an increase of \$8.2 million, or 21.3%, compared to \$38.6 million for the nine months ended September 30, 2017. The increase in net interest income was the result of a \$23.6 million, or 39.2%, increase in total interest income to \$83.6 million for the nine months ended September 30, 2018 from \$60.1 million for the nine months ended September 30, 2017. The increase in total interest income was partially offset by a \$15.3 million, or 71.5%, increase in total interest expense to \$36.8 million for the nine months ended September 30, 2018 from \$21.4 million for the nine months ended September 30, 2017.

The increase in total interest income from the third quarter 2018 compared to the third quarter 2017 was due primarily to an increase in interest earned on loans resulting from an increase of \$643.8 million, or 35.4%, in the average balance of loans, including loans held-for-sale and an increase of 6 basis points (“bps”) in the yield on loans, including loans held-for-sale. The increase in average loan balances was driven by growth in the public finance, single tenant lease financing, healthcare finance and consumer loan portfolios. All loan portfolios experienced an increase in yields, which drove the overall increase in the yield earned on loans. The average balance of securities decreased \$24.0 million, or 4.7%, and the yield earned on the securities portfolio increased 19 bps for the third quarter 2018 compared to the third quarter 2017.

The increase in total interest income from the nine months ended September 30, 2018 compared to the nine months ended September 30, 2017 was due primarily to an increase in interest earned on loans resulting from an increase of \$733.8 million, or 46.5%, in the average balance of loans, including loans held-for-sale, partially offset by a decline of 3 bps in the yield on loans, including loans held-for-sale. The increase in average loan balances was driven by growth in the public finance, single tenant lease financing, residential mortgage, healthcare finance and consumer loan portfolios. While most loan categories experienced an increase in yields, the overall portfolio declined due primarily to the proportion of growth coming from the public finance loan portfolio, which generally has lower tax-exempt interest rates. The average balance of securities decreased \$11.4 million, or 2.3%, and the yield earned on the securities portfolio increased 11 bps for the nine months ended September 30, 2018 compared to the nine months ended September 30, 2017.

The increase in total interest expense for the third quarter 2018 compared to the third quarter 2017 was driven primarily by an increase of \$528.5 million, or 28.7%, in the average balance of interest-bearing deposits for the third quarter 2018 compared to the third quarter 2017, as well as a 53 bp increase in the cost of funds related to interest-bearing deposits. The increase in the

cost of interest-bearing deposits was due primarily to a \$433.4 million, or 34.2%, increase in average certificates and brokered deposit balances and a 52 bp increase in the related costs of those deposits. Additionally, the increase in the cost of interest-bearing deposits was impacted by an \$87.4 million, or 19.9%, increase in average money market account balances and a 59 bp increase in the related cost of these deposits. The increase in the costs of funds related to money market accounts and certificates and brokered deposits was due primarily to increases in interest rates as the Federal Reserve increased its benchmark Fed Funds target rate 100 bps from September 30, 2017 through September 30, 2018.

Interest expense related to other borrowed funds also contributed to the increase in total interest expense due to a \$7.7 million, or 1.8%, increase in the average balance of other borrowed funds for the third quarter 2018 compared to the third quarter 2017. The increase in the interest expense of other borrowed funds was due primarily to the cost of funds related to Federal Home Loan Bank advances increasing 70 bps, as both short and long-term interest rates were higher in the third quarter 2018 compared to third quarter 2017.

The increase in total interest expense for the nine months ended September 30, 2018 compared to the nine months ended September 30, 2017 was driven primarily by an increase of \$575.1 million, or 35.3%, in the average balance of interest-bearing deposits for the nine months ended September 30, 2018 compared to the nine months ended September 30, 2017, as well as a 41 bp increase in the cost of funds related to interest-bearing deposits. The increase in the cost of interest-bearing deposits was due primarily to a \$396.1 million, or 35.7%, increase in average certificates and brokered deposit balances and a 37 bp increase in the related cost of those deposits. Additionally, the increase in the cost of interest-bearing deposits was impacted by a \$159.1 million, or 40.3%, increase in average money market account balances and a 55 bp increase in the related cost of these deposits. The increase in the costs of funds related to money market accounts and certificates and brokered deposits was due to increases in interest rates as the Federal Reserve increased its benchmark Fed Funds target rate 150 bps from January 1, 2017 through September 30, 2018.

Interest expense related to other borrowed funds also contributed to the increase in total interest expense due to a \$93.1 million, or 25.5%, increase in the average balance of other borrowed funds for the nine months ended September 30, 2018 compared to the nine months ended September 30, 2017, as well as an increase of 46 bps in the cost of other borrowed funds. The average balance of other borrowed funds increased due primarily to the average balance of Federal Home Loan Bank advances, which increased \$94.0 million, or 28.7%, in the nine months ended September 30, 2018 compared to the nine months ended September 30, 2017. Additionally, the cost of funds related to Federal Home Loan Bank advances increased 64 bps, as both short and long-term interest rates were higher for the nine months ended September 30, 2018 compared to the nine months ended September 30, 2017.

Net interest margin ("NIM") was 2.06% for the third quarter 2018 compared to 2.31% for the third quarter 2017. The decrease in NIM for the third quarter 2018 compared to the third quarter 2017 was driven primarily by an increase of 52 bps in the cost of interest-bearing liabilities, partially offset by an increase of 20 bps in the yield earned on interest-earning assets. On a fully-taxable equivalent basis, NIM was 2.23% for the third quarter 2018 compared to 2.52% for the third quarter 2017. The decline of 29 bps in the fully-taxable equivalent NIM was also impacted by the reduction in the federal corporate tax rate from 35% to 21%, effective January 1, 2018.

NIM was 2.16% for the nine months ended September 30, 2018 compared to 2.41% for the nine months ended September 30, 2017. The decline in NIM for the nine months ended September 30, 2018 compared to the nine months ended September 30, 2017 was driven primarily by an increase of 41 bps in the cost of interest-bearing liabilities, partially offset by a 12 bp increase in the yield earned on interest-earning assets. On a fully-taxable equivalent basis, NIM was 2.32% for the nine months ended September 30, 2018, compared to 2.57% for the nine months ended September 30, 2017. The decline of 25 bps in the fully-taxable equivalent NIM was also impacted by the reduction in the federal corporate tax rate from 35% to 21%, effective January 1, 2018.



## Noninterest Income

The following table presents noninterest income for the last five completed fiscal quarters and the nine months ended September 30, 2018 and 2017.

| (dollars in thousands)      | Three Months Ended |               |                |                   | Nine Months Ended  |                    |                    |  |
|-----------------------------|--------------------|---------------|----------------|-------------------|--------------------|--------------------|--------------------|--|
|                             | September 30, 2018 | June 30, 2018 | March 31, 2018 | December 31, 2017 | September 30, 2017 | September 30, 2018 | September 30, 2017 |  |
| Service charges and fees    | \$236              | \$231         | \$230          | \$231             | \$226              | \$697              | \$657              |  |
| Mortgage banking activities | 1,402              | 1,597         | 1,578          | 1,530             | 2,535              | 4,577              | 6,306              |  |
| Gain on sale of loans       | —                  | —             | 414            | 395               | —                  | 414                | —                  |  |
| Other                       | 356                | 349           | 320            | 383               | 374                | 1,025              | 1,039              |  |
| Total noninterest income    | \$1,994            | \$2,177       | \$2,542        | \$2,539           | \$3,135            | \$6,713            | \$8,002            |  |

During the third quarter 2018, noninterest income was \$2.0 million, representing a decrease of \$1.1 million, or 36.4%, compared to \$3.1 million for the third quarter 2017. The decrease was due to a decrease of \$1.1 million, or 44.7%, in revenue from mortgage banking activities. The decrease in mortgage banking revenue was due to declines in both mortgage originations and gain on sale margins.

During the nine months ended September 30, 2018, noninterest income was \$6.7 million, a decrease of \$1.3 million, or 16.1%, from the nine months ended September 30, 2017. The decrease was due to a \$1.7 million, or 27.4%, decrease in revenue from mortgage banking activities, partially offset by a \$0.4 million increase in gain on sale of loans sold. The decrease in mortgage banking revenue was due to a decline in mortgage originations. During the nine months ended September 30, 2018, the Company completed two sales of single tenant lease financing loans, which resulted in the gain of \$0.4 million, while no loan sale transactions were completed during the nine months ended September 30, 2017.

## Noninterest Expense

The following table presents noninterest expense for the last five completed fiscal quarters and the nine months ended September 30, 2018 and 2017.

| (dollars in thousands)               | Three Months Ended |               |                |                   | Nine Months Ended  |                    |                    |  |
|--------------------------------------|--------------------|---------------|----------------|-------------------|--------------------|--------------------|--------------------|--|
|                                      | September 30, 2018 | June 30, 2018 | March 31, 2018 | December 31, 2017 | September 30, 2017 | September 30, 2018 | September 30, 2017 |  |
| Salaries and employee benefits       | \$5,704            | \$5,827       | \$5,905        | \$5,701           | \$5,197            | \$17,436           | \$15,463           |  |
| Marketing, advertising and promotion | 601                | 608           | 716            | 590               | 741                | 1,925              | 1,803              |  |
| Consulting and professional services | 709                | 633           | 851            | 617               | 897                | 2,193              | 2,474              |  |
| Data processing                      | 368                | 282           | 263            | 242               | 247                | 913                | 729                |  |
| Loan expenses                        | 241                | 260           | 237            | 303               | 262                | 738                | 724                |  |
| Premises and equipment               | 1,244              | 1,231         | 1,214          | 1,125             | 1,080              | 3,689              | 3,058              |  |
| Deposit insurance premium            | 441                | 480           | 465            | 420               | 375                | 1,386              | 990                |  |
| Other                                | 737                | 861           | 566            | 703               | 602                | 2,164              | 1,781              |  |
| Total noninterest expense            | \$10,045           | \$10,182      | \$10,217       | \$9,701           | \$9,401            | \$30,444           | \$27,022           |  |

Noninterest expense for the third quarter 2018 was \$10.0 million, compared to \$9.4 million for the third quarter 2017. The increase of \$0.6 million, or 6.9%, compared to the third quarter 2017 was due primarily to increases of \$0.5 million in salaries and employee benefits, \$0.2 million in premises and equipment, \$0.1 million in other expenses, and \$0.1 million in data processing expenses, partially offset by decreases of \$0.2 million in consulting and professional



fees and \$0.1 million in marketing, advertising and promotion expenses. The increase in salaries and employee benefits primarily resulted from personnel growth, generally in higher skill positions, and increases in employee compensation. The increase in premises and equipment was due primarily to higher software expense. The increase in other expenses was due primarily to repairs and maintenance expenses related to commercial OREO. The decrease in consulting and professional fees was due primarily to a decrease in legal expenses. The decrease in marketing, advertising and promotion expenses was due primarily to lower mortgage lead generation costs.

Noninterest expense for the nine months ended September 30, 2018 was \$30.4 million, compared to \$27.0 million for the nine months ended September 30, 2017. The increase of \$3.4 million, or 12.7%, compared to the nine months ended September 30, 2017 was due primarily to an increase of \$2.0 million in salaries and employee benefits, an increase of \$0.6 million in premises and equipment, an increase of \$0.4 million in deposit insurance premium, an increase of \$0.4 million in other expenses and an increase of \$0.2 million in data processing expense, partially offset by a decrease of \$0.3 million in consulting and professional services. The increase in salaries and employee benefits primarily resulted from personnel growth, generally in higher skill positions, increases in employee compensation, benefits and higher equity compensation expense, including \$0.2 million of non-recurring accelerated vesting recognition, but partially offset by a decrease in incentive compensation. The increase in premises and equipment was due primarily to software expenses. The increase in deposit insurance premium was due primarily to the Company's year-over-year asset growth of 21.6%, as the FDIC uses annual asset growth as a component of its calculation to determine the cost of FDIC deposit insurance. The increase in other expenses was due primarily to lower operating income and repairs and maintenance expenses related to commercial OREO. The decrease in consulting and professional fees was due primarily to a decrease in legal expenses.

Income tax provision was \$0.7 million for the third quarter 2018, resulting in an effective tax rate of 10.6%, compared to \$1.7 million and an effective tax rate of 25.7% for the third quarter 2017. Income tax provision was \$2.4 million for the nine months ended September 30, 2018, resulting in an effective tax rate of 11.5%, compared to \$4.2 million and an effective tax rate of 26.3% for the nine months ended September 30, 2017. The decrease in the effective tax rate during the third quarter 2018 and the nine months ended September 30, 2018 was due primarily to the Tax Cuts and Jobs Act of 2017 which, among other things, reduced the corporate federal income tax rate from 35% in 2017 to 21% in 2018. Additionally, the lower effective tax rate in both the three and nine months ended September 30, 2018 was due to an increase in the average balance of tax-exempt earning assets resulting from growth in the public finance loan portfolio.

#### Financial Condition

The following table presents summary balance sheet data for the last five completed fiscal quarters. (dollars in thousands)

| Balance Sheet Data:                  | September 30,<br>2018 | June 30,<br>2018 | March 31,<br>2018 | December 31,<br>2017 | September 30,<br>2017 |
|--------------------------------------|-----------------------|------------------|-------------------|----------------------|-----------------------|
| Total assets                         | \$ 3,202,918          | \$ 3,115,773     | \$ 2,862,728      | \$ 2,767,687         | \$ 2,633,422          |
| Loans                                | 2,493,622             | 2,374,035        | 2,209,405         | 2,091,193            | 1,868,487             |
| Total securities                     | 489,197               | 480,025          | 482,858           | 492,484              | 511,680               |
| Loans held-for-sale                  | 23,493                | 20,672           | 17,067            | 51,407               | 45,487                |
| Noninterest-bearing deposits         | 42,750                | 44,671           | 47,678            | 44,686               | 33,734                |
| Interest-bearing deposits            | 2,403,814             | 2,349,613        | 2,129,443         | 2,040,255            | 1,963,294             |
| Total deposits                       | 2,446,564             | 2,394,284        | 2,177,121         | 2,084,941            | 1,997,028             |
| Advances from Federal Home Loan Bank | 425,160               | 390,167          | 413,173           | 410,176              | 365,180               |
| Total shareholders' equity           | 287,740               | 282,087          | 224,824           | 224,127              | 220,867               |

Total assets increased \$435.2 million, or 15.7%, to \$3.2 billion at September 30, 2018 compared to \$2.8 billion at December 31, 2017. Balance sheet expansion during the first nine months of 2018 was funded primarily by deposit growth of \$361.6 million, or 17.3% and supplemented by growth in total shareholders' equity of \$63.6 million, or 28.4%. This funding was generally deployed to support loan growth of \$402.4 million, or 19.2%.

#### Loan Portfolio Analysis

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The following table presents a detailed listing of the Company's loan portfolio for the last five completed fiscal quarters.

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| (dollars in thousands)  | September 30, 2018 | June 30, 2018    | March 31, 2018   | December 31, 2017 | September 30, 2017 |
|---|--------------------|------------------|------------------|-------------------|--------------------|
| Commercial loans  |                    |                  |                  |                   |                    |
| Commercial and industrial   | \$105,489          | 4.2 % \$107,394  | 4.5 % \$119,893  | 5.4 % \$122,940   | 5.9 % \$122,587    |
| Owner-occupied commercial real estate   | 93,568             | 3.8 % 86,068     | 3.6 % 81,998     | 3.7 % 75,768      | 3.6 % 75,986       |
| Investor commercial real estate   | 5,595              | 0.2 % 6,185      | 0.3 % 6,273      | 0.3 % 7,273       | 0.4 % 7,430        |
| Construction  | 38,228             | 1.5 % 46,769     | 2.0 % 47,013     | 2.1 % 49,213      | 2.4 % 50,367       |
| Single tenant lease financing   | 883,372            | 35.4 % 863,981   | 36.4 % 834,335   | 37.8 % 803,299    | 38.4 % 783,918     |
| Public finance  | 610,858            | 24.5 % 566,184   | 23.8 % 481,923   | 21.8 % 438,341    | 21.0 % 269,347     |
| Healthcare finance  | 89,525             | 3.6 % 65,605     | 2.8 % 48,891     | 2.2 % 31,573      | 1.5 % 12,363       |
| Total commercial loans  | 1,826,635          | 73.3 % 1,742,186 | 73.4 % 1,620,326 | 73.3 % 1,528,407  | 73.2 % 1,321,998   |
| Consumer loans  |                    |                  |                  |                   |                    |
| Residential mortgage  | 362,574            | 14.5 % 337,143   | 14.2 % 318,298   | 14.4 % 299,935    | 14.3 % 291,382     |
| Home equity   | 28,713             | 1.2 % 28,826     | 1.2 % 29,296     | 1.3 % 30,554      | 1.5 % 31,236       |
| Other consumer  | 270,567            | 10.8 % 260,164   | 11.0 % 236,185   | 10.7 % 227,533    | 10.8 % 220,920     |
| Total consumer loans  | 661,854            | 26.5 % 626,133   | 26.4 % 583,779   | 26.4 % 558,022    | 26.6 % 543,538     |
| Net deferred loan origination costs and premiums and discounts on purchased loans | 5,133              | 0.2 % 5,716      | 0.2 % 5,300      | 0.3 % 4,764       | 0.2 % 2,951        |
| Total loans   | 2,493,622          | 100.0% 2,374,035 | 100.0% 2,209,405 | 100.0% 2,091,193  | 100.0% 1,868,487   |
| Allowance for loan losses   | (16,704 )          | (16,053 )        | (15,560 )        | (14,970 )         | (14,087 )          |
| Net loans   | \$2,476,918        | \$2,357,982      | \$2,193,845      | \$2,076,223       | \$1,854,400        |

Total loans were \$2.5 billion as of September 30, 2018, an increase of \$402.4 million, or 19.2%, compared to December 31, 2017. The growth in commercial loan balances was positively impacted by production in public finance as balances increased \$172.5 million, or 39.4%, compared to December 31, 2017. Production in single tenant lease financing remained solid as balances increased \$80.1 million, or 10.0%, compared to December 31, 2017. Additionally, healthcare finance balances increased \$58.0 million, or 183.6%, during the first nine months of 2018. The growth in consumer loans was primarily driven by the Company's residential mortgage portfolio and other consumer loan portfolio, which increased \$62.6 million, or 20.9%, and \$43.0 million, or 18.9%, respectively, compared to December 31, 2017. The growth in the other consumer loans portfolio was driven primarily by production in trailer and recreational vehicle loans.

The Company completed two sales of single tenant lease financing loans during the nine months ended September 30, 2018. The sales, totaling \$25.2 million in the aggregate, resulted in a \$0.4 million gain. Loan sales provide the Company an additional strategy to manage balance sheet growth and capital while providing additional liquidity and further diversifying revenue channels.

## Asset Quality

Nonperforming loans are comprised of nonaccrual loans and loans 90 days past due and accruing. Nonperforming assets include nonperforming loans, OREO and other nonperforming assets, which consist of repossessed assets. The following table provides a detailed listing of the Company's nonperforming assets for the last five completed fiscal quarters.

| (dollars in thousands)                           | September 30,<br>2018 | June 30,<br>2018 | March 31,<br>2018 | December 31,<br>2017 | September 30,<br>2017 |
|--|-----------------------|------------------|-------------------|----------------------|-----------------------|
| Nonaccrual loans                                 |                       |                  |                   |                      |                       |
| Commercial loans:                                |                       |                  |                   |                      |                       |
| Commercial and industrial                        | \$ —                  | \$ —             | \$ —              | \$ —                 | \$ 1,845              |
| Total commercial loans                           | —                     | —                | —                 | —                    | 1,845                 |
| Consumer loans:                                  |                       |                  |                   |                      |                       |
| Residential mortgage                             | 179                   | 161              | 495               | 724                  | 775                   |
| Home equity                                      | —                     | 83               | 83                | 83                   | —                     |
| Other consumer                                   | 61                    | 41               | 81                | 32                   | 40                    |
| Total consumer loans                             | 240                   | 285              | 659               | 839                  | 815                   |
| Total nonaccrual loans                           | 240                   | 285              | 659               | 839                  | 2,660                 |
| Past Due 90 days and accruing loans              |                       |                  |                   |                      |                       |
| Consumer loans:                                  |                       |                  |                   |                      |                       |
| Other consumer                                   | 16                    | —                | —                 | —                    | 2                     |
| Total consumer loans                             | 16                    | —                | —                 | —                    | 2                     |
| Total past due 90 days and accruing loans        | 16                    | —                | —                 | —                    | 2                     |
| Total nonperforming loans                        | 256                   | 285              | 659               | 839                  | 2,662                 |
| Other real estate owned                          |                       |                  |                   |                      |                       |
| Investor commercial real estate                  | 4,488                 | 4,488            | 4,488             | 4,488                | 4,488                 |
| Residential mortgage                             | 553                   | 553              | 553               | 553                  | 648                   |
| Total other real estate owned                    | 5,041                 | 5,041            | 5,041             | 5,041                | 5,136                 |
| Other nonperforming assets                       | 7                     | 9                | 10                | 12                   | 57                    |
| Total nonperforming assets                       | \$ 5,304              | \$ 5,335         | \$ 5,710          | \$ 5,892             | \$ 7,855              |
| Total nonperforming loans to total loans         | 0.01                  | % 0.01           | % 0.03            | % 0.04               | % 0.14                |
| Total nonperforming assets to total assets       | 0.17                  | % 0.17           | % 0.21            | % 0.21               | % 0.30                |
| Allowance for loan losses to total loans         | 0.67                  | % 0.68           | % 0.70            | % 0.72               | % 0.75                |
| Allowance for loan losses to nonperforming loans | 6,525.0               | % 5,632.6%       | 2,361.2           | % 1,784.3            | % 529.2               |

## Troubled Debt Restructurings

The following table provides a summary of troubled debt restructurings for the last five completed fiscal quarters.

| (dollars in thousands)                    | September 30,<br>2018 | June 30,<br>2018 | March 31,<br>2018 | December 31,<br>2017 | September 30,<br>2017 |
|---|-----------------------|------------------|-------------------|----------------------|-----------------------|
| Troubled debt restructurings – nonaccrual | \$ —                  | \$ —             | \$ —              | \$ —                 | \$ 1,845              |
| Troubled debt restructurings – performing | \$ 450                | \$ 457           | \$ 464            | \$ 473               | \$ 480                |
| Total troubled debt restructurings        | \$ 450                | \$ 457           | \$ 464            | \$ 473               | \$ 2,325              |



The decrease of \$0.6 million, or 10.0%, in total nonperforming assets as of September 30, 2018 compared to December 31, 2017 was due primarily to a decrease of \$0.5 million, or 75.3%, in residential mortgage nonaccrual loans related to one nonaccrual loan that was transferred to OREO and subsequently sold during the first quarter 2018 and one nonaccrual loan that was paid in full during the second quarter 2018. Total nonperforming loans declined \$0.6 million, or 69.5%, to \$0.3 million as of September 30, 2018 compared to \$0.8 million as of December 31, 2017. The ratio of nonperforming loans to total loans decreased to 0.01% as of September 30, 2018 compared to 0.04% as of December 31, 2017. The ratio of nonperforming assets to total assets decreased slightly to 0.17% as of September 30, 2018 compared to 0.21% as of December 31, 2017 due primarily to the increase in total assets and decrease in nonperforming assets during the period.

As of September 30, 2018 and December 31, 2017, the Company had one commercial property in OREO with a carrying value of \$4.5 million. This property consists of two buildings which are residential units adjacent to a university campus. Improvements to the property have been made in collaboration with the university and the property continues to be occupied. As of September 30, 2018 and December 31, 2017, the Company had residential mortgage OREO of \$0.6 million.

#### Allowance for Loan Losses

The following table provides a rollforward of the allowance for loan losses for the last five completed fiscal quarters and the nine months ended September 30, 2018 and 2017.

| (dollars in thousands)           | Three Months Ended |               |                |                   | Nine Months Ended  |                    |                    |  |
|----------------------------------|--------------------|---------------|----------------|-------------------|--------------------|--------------------|--------------------|--|
|                                  | September 30, 2018 | June 30, 2018 | March 31, 2018 | December 31, 2017 | September 30, 2017 | September 30, 2018 | September 30, 2017 |  |
| Balance, beginning of period     | \$ 16,053          | \$ 15,560     | \$ 14,970      | \$ 14,087         | \$ 13,194          | \$ 14,970          | \$ 10,981          |  |
| Provision charged to expense     | 888                | 667           | 850            | 1,179             | 1,336              | 2,405              | 3,693              |  |
| Losses charged off               | (336 )             | (254 )        | (305 )         | (357 )            | (532 )             | (896 )             | (925 )             |  |
| Recoveries                       | 99                 | 80            | 45             | 61                | 89                 | 225                | 338                |  |
| Balance, end of period           | \$ 16,704          | \$ 16,053     | \$ 15,560      | \$ 14,970         | \$ 14,087          | \$ 16,704          | \$ 14,087          |  |
| Net charge-offs to average loans | 0.04 %             | 0.03 %        | 0.05 %         | 0.06 %            | 0.10 %             | 0.04 %             | 0.05 %             |  |

The allowance for loan losses was \$16.7 million as of September 30, 2018, compared to \$15.0 million as of December 31, 2017. The increase of \$1.7 million, or 11.6%, was due primarily to the growth in single tenant lease financing, public finance, healthcare finance, residential mortgage and other consumer loan balances. During the third quarter 2018, the Company recorded net charge-offs of \$0.2 million, compared to net charge-offs of \$0.4 million during the third quarter 2017. The net charge-offs for the third quarter 2018 were primarily driven by charge-offs in other consumer loans. The net charge-offs for the third quarter 2017 were primarily driven by charge-offs in other consumer loans and commercial and industrial loans. During the nine months ended September 30, 2018, the Company recorded net charge-offs of \$0.7 million, compared to net charge-offs of \$0.6 million during the nine months ended September 30, 2017. The net charge-offs for the nine months ended September 30, 2018 and September 30, 2017 were primarily driven by charge-offs in other consumer loans.

The allowance for loan losses as a percentage of total loans decreased to 0.67% as of September 30, 2018, compared to 0.72% as of December 31, 2017. The decline in the allowance as a percentage of total loans was due primarily to the continued growth in the public finance portfolio, as well as growth in the residential mortgage portfolio, as these loan categories generally have lower loss reserve factors than other loan types. Additionally, the decrease in



commercial and industrial loan balances contributed to the decline in the allowance ratio, as these loans have the highest loss reserve factor. Due to the combination of growth in the allowance for loan losses and the decrease in nonaccrual loans, the allowance for loan losses as a percentage of nonperforming loans increased to 6,525.0% as of September 30, 2018, compared to 1,784.3% as of December 31, 2017.

## Investment Securities

The following tables present the amortized cost and approximate fair value of our investment portfolio by security type for the last five completed fiscal quarters.

(dollars in thousands)

| Amortized Cost                     | September 30,<br>2018 | June 30,<br>2018 | March 31,<br>2018 | December 31,<br>2017 | September 30,<br>2017 |
|------------------------------------|-----------------------|------------------|-------------------|----------------------|-----------------------|
| Securities available-for-sale      |                       |                  |                   |                      |                       |
| U.S. Government-sponsored agencies | \$ 115,176            | \$ 122,162       | \$ 128,175        | \$ 133,424           | \$ 138,730            |
| Municipal securities               | 97,160                | 97,230           | 97,299            | 97,370               | 97,439                |
| Mortgage-backed securities         | 237,703               | 225,756          | 219,295           | 215,452              | 224,311               |
| Asset-backed securities            | 5,003                 | 5,003            | 5,000             | 5,000                | 9,949                 |
| Corporate securities               | 36,684                | 29,627           | 29,630            | 27,111               | 27,114                |
| Other securities                   | —                     | —                | —                 | 3,000                | 3,000                 |
| Total available-for-sale           | 491,726               | 479,778          | 479,399           | 481,357              | 500,543               |
| Securities held-to-maturity        |                       |                  |                   |                      |                       |
| Municipal securities               | 10,159                | 10,161           | 10,163            | 10,164               | 10,166                |
| Corporate securities               | 10,041                | 9,042            | 9,043             | 9,045                | 9,046                 |
| Total held-to-maturity             | 20,200                | 19,203           | 19,206            | 19,209               | 19,212                |
| Total securities                   | \$ 511,926            | \$ 498,981       | \$ 498,605        | \$ 500,566           | \$ 519,755            |

(dollars in thousands)

| Approximate Fair Value             | September 30,<br>2018 | June 30,<br>2018 | March 31,<br>2018 | December 31,<br>2017 | September 30,<br>2017 |
|------------------------------------|-----------------------|------------------|-------------------|----------------------|-----------------------|
| Securities available-for-sale      |                       |                  |                   |                      |                       |
| U.S. Government-sponsored agencies | \$ 112,760            | \$ 120,232       | \$ 127,334        | \$ 133,190           | \$ 138,499            |
| Municipal securities               | 91,080                | 92,824           | 93,227            | 96,377               | 95,435                |
| Mortgage-backed securities         | 225,692               | 215,383          | 210,122           | 209,720              | 219,579               |
| Asset-backed securities            | 4,960                 | 4,983            | 5,009             | 5,009                | 10,000                |
| Corporate securities               | 34,505                | 27,400           | 27,960            | 26,047               | 26,004                |
| Other securities                   | —                     | —                | —                 | 2,932                | 2,951                 |
| Total available-for-sale           | 468,997               | 460,822          | 463,652           | 473,275              | 492,468               |
| Securities held-to-maturity        |                       |                  |                   |                      |                       |
| Municipal securities               | 9,519                 | 9,675            | 9,743             | 9,847                | 9,832                 |
| Corporate securities               | 9,991                 | 9,052            | 9,166             | 9,236                | 9,239                 |
| Total held-to-maturity             | 19,510                | 18,727           | 18,909            | 19,083               | 19,071                |
| Total securities                   | \$ 488,507            | \$ 479,549       | \$ 482,561        | \$ 492,358           | \$ 511,539            |

The approximate fair value of investment securities available-for-sale decreased \$4.3 million, or 0.9%, to \$469.0 million as of September 30, 2018, compared to \$473.3 million as of December 31, 2017. The decrease was due primarily to decreases of \$20.4 million in U.S. Government-sponsored agencies, \$5.3 million in municipal securities and \$2.9 million in other securities, partially offset by an increase of \$16.0 million in mortgage-backed securities and \$8.5 million in corporate securities. The decrease in U.S. Government-sponsored agencies was due primarily to principal amortization and prepayments. The decrease in the approximate fair value of municipal securities was primarily caused by interest rate changes. The decline in other securities was due to the reclassification of a mutual fund with a readily determinable fair value to other assets in accordance with the adoption of ASU 2016-01. The increase in mortgage-backed securities was driven by purchases as excess liquidity was deployed, partially offset by market value declines due to interest rate changes. Additional liquidity was also used to purchase corporate securities during 2018. As of September 30, 2018, the Company had securities with an amortized cost basis of \$20.2 million designated as held-to-maturity compared to \$19.2 million as of December 31, 2017.



## Other Assets

During the third quarter 2018, the Bank's subsidiary, SPF15, Inc., acquired several parcels of land consisting of approximately 3.3 acres located in Fishers, Indiana for approximately \$10.2 million, inclusive of acquisition costs. Pursuant to a Land Acquisition Agreement among SPF15, Inc. ("SPF15"), the City of Fishers, Indiana (the "City"), and its Redevelopment Commission (the "RDC"), among others, the City has agreed to reimburse SPF15 for the purchase price and other specified land acquisition costs on or before December 31, 2018. Upon the City reimbursing SPF15, SPF15 will transfer the property to the RDC, or upon request from the City, a third party in connection with the development of the property. SPF15 will be reimbursed for closing costs or fees (other than its own legal fees) resulting from such transfer(s). The Company is currently exploring the possibility of developing a portion of the land for its future use.

## Deposits

The following table presents the composition of the Company's deposit base for the last five completed fiscal quarters.

| (dollars in thousands)           | September 30, 2018 |         | June 30, 2018 |         | March 31, 2018 |         | December 31, 2017 |         | September 30, 2017 |         |
|----------------------------------|--------------------|---------|---------------|---------|----------------|---------|-------------------|---------|--------------------|---------|
| Noninterest-bearing deposits     | \$42,750           | 1.7 %   | \$44,671      | 1.9 %   | \$47,678       | 2.2 %   | \$44,686          | 2.1 %   | \$33,734           | 1.7 %   |
| Interest-bearing demand deposits | 94,681             | 3.9 %   | 91,748        | 3.8 %   | 99,006         | 4.5 %   | 94,674            | 4.5 %   | 89,748             | 4.5 %   |
| Savings accounts                 | 47,033             | 1.9 %   | 48,897        | 2.1 %   | 60,176         | 2.8 %   | 49,939            | 2.4 %   | 49,913             | 2.5 %   |
| Money market accounts            | 478,548            | 19.6 %  | 582,565       | 24.3 %  | 592,113        | 27.2 %  | 499,501           | 24.0 %  | 499,160            | 25.0 %  |
| Certificates of deposits         | 1,252,690          | 51.2 %  | 1,231,438     | 51.4 %  | 1,185,176      | 54.4 %  | 1,319,488         | 63.3 %  | 1,300,952          | 65.1 %  |
| Brokered deposits                | 530,862            | 21.7 %  | 394,965       | 16.5 %  | 192,972        | 8.9 %   | 76,653            | 3.7 %   | 23,521             | 1.2 %   |
| Total deposits                   | \$2,446,564        | 100.0 % | \$2,394,284   | 100.0 % | \$2,177,121    | 100.0 % | \$2,084,941       | 100.0 % | \$1,997,028        | 100.0 % |

Total deposits increased \$361.6 million, or 17.3%, to \$2.4 billion as of September 30, 2018, compared to approximately \$2.1 billion as of December 31, 2017. This increase was due primarily to an increase of \$454.2 million, or 592.6%, in brokered deposits, partially offset by decreases of \$66.8 million, or 5.1%, in certificates of deposits, \$21.0 million, or 4.2%, in money market accounts and \$2.9 million, or 5.8%, in savings accounts. A portion of the increase in brokered deposits and decrease in certificates of deposits was partially due to \$160.5 million of public fund deposits originated through an investment advisor who manages fixed income portfolios for municipalities being reclassified from certificates of deposits to brokered deposits per regulatory guidance in the first quarter 2018. Additionally, brokered certificates of deposit were used as a funding source, as interest rates in the brokered market were lower than in the institutional and commercial markets in which the Company competes for deposits. The Company also used brokered money market deposits in the third quarter 2018 that were effectively converted to long-term funding with interest rate swaps to manage long-term interest rate risk. The decrease in money market accounts was due primarily to the loss of one large customer. This was a situation where another bank was extremely aggressive in going after the customer and at a certain level, it did not make good business sense to match the extremely high rate the customer was offered.

## Recent Equity Stock Offerings

In June 2018, the Company completed an underwritten public offering of 1,730,750 shares of its common stock at a price of \$33.25 per share. The Company received net proceeds of approximately \$54.3 million after deducting underwriting discounts and commissions and offering expenses.

In September 2017, the Company completed an underwritten public offering of 1,897,500 shares of its common stock at a price of \$29.00 per share. The Company received net proceeds of approximately \$51.6 million after deducting underwriting discounts and commissions and offering expenses.

#### Regulatory Capital Requirements

The Company and the Bank are subject to various regulatory capital requirements administered by state and federal banking agencies. Capital adequacy guidelines and, additionally for banks, prompt corrective action regulations, involve quantitative measures of assets, liabilities, and certain off-balance-sheet items calculated under regulatory accounting practices. Capital amounts and classifications are also subject to qualitative judgments by regulators about components, risk weighting and other factors.

The Basel III Capital Rules became effective for the Company and the Bank on January 1, 2015, subject to a phase-in period for certain provisions. Quantitative measures established by the Basel III Capital Rules to ensure capital adequacy require

the maintenance of minimum amounts and ratios of Common Equity Tier 1 capital, Tier 1 capital and Total capital, as defined in the regulations, to risk-weighted assets, and of Tier 1 capital to adjusted quarterly average assets (“Leverage Ratio”).

When fully phased in on January 1, 2019, the Basel III Capital Rules will require the Company and the Bank to maintain: 1) a minimum ratio of Common Equity Tier 1 capital to risk-weighted assets of 4.5%, plus a 2.5% “capital conservation buffer” (resulting in a minimum ratio of Common Equity Tier 1 capital to risk-weighted assets of 7.0% upon full implementation); 2) a minimum ratio of Tier 1 capital to risk-weighted assets of 6.0%, plus the capital conservation buffer (resulting in a minimum Tier 1 capital ratio of 8.5% upon full implementation); 3) a minimum ratio of Total capital to risk-weighted assets of 8.0%, plus the capital conservation buffer (resulting in a minimum Total capital ratio of 10.5% upon full implementation); and 4) a minimum Leverage Ratio of 4.0%.

The implementation of the capital conservation buffer began on January 1, 2016 at the 0.625% level and will be phased in over a four-year period increasing by increments of that amount on each subsequent January 1 until it reaches 2.5% on January 1, 2019. The capital conservation buffer is designed to absorb losses during periods of economic stress. Failure to maintain the minimum Common Equity Tier 1 capital ratio plus the capital conservation buffer will result in potential restrictions on a banking institution’s ability to pay dividends, repurchase stock and/or pay discretionary compensation to its employees.

The following tables present actual and required capital ratios as of September 30, 2018 and December 31, 2017 for the Company and the Bank under the Basel III Capital Rules. The minimum required capital amounts presented include the minimum required capital levels as of September 30, 2018 and December 31, 2017 based on the phase-in provisions 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. Capital levels required to be considered well capitalized are based upon prompt corrective action regulations, as amended to reflect the changes under the Basel III Capital Rules.

|  | Actual         |         | Minimum Capital Required - Basel III Phase-In Schedule |        | Minimum Capital Required - Basel III Fully Phased-In |         | Minimum Required to be Considered Well Capitalized |         |
|--|----------------|---------|--|--------|--|---------|--|---------|
|  | Capital Amount | Ratio   | Capital Amount   | Ratio  | Capital Amount                                       | Ratio   | Capital Amount                                     | Ratio   |
| (dollars in thousands)                               |                |         |  |        |  |         |  |         |
| As of September 30, 2018:                            |                |         |  |        |  |         |  |         |
| Common equity tier 1 capital to risk-weighted assets |                |         |  |        |  |         |  |         |
| Consolidated   | \$297,500      | 13.14 % | \$144,283  | 6.38 % | \$158,428  | 7.00 %  | N/A  | N/A     |
| Bank   | 266,218        | 11.78 % | 144,015  | 6.38 % | 158,134  | 7.00 %  | \$146,839  | 6.50 %  |
| Tier 1 capital to risk-weighted assets               |                |         |  |        |  |         |  |         |
| Consolidated   | 297,500        | 13.14 % | 178,231  | 7.88 % | 192,377  | 8.50 %  | N/A  | N/A     |
| Bank   | 266,218        | 11.78 % | 177,901  | 7.88 % | 192,020  | 8.50 %  | 180,724  | 8.00 %  |
| Total capital to risk-weighted assets                |                |         |  |        |  |         |  |         |
| Consolidated   | 348,041        | 15.38 % | 223,496  | 9.88 % | 237,642  | 10.50 % | N/A  | N/A     |
| Bank   | 282,922        | 12.52 % | 223,082  | 9.88 % | 237,201  | 10.50 % | 225,905  | 10.00 % |
| Leverage ratio                                       |                |         |  |        |  |         |  |         |
| Consolidated   | 297,500        | 9.40 %  | 126,533  | 4.00 % | 126,533  | 4.00 %  | N/A  | N/A     |
| Bank   | 266,218        | 8.42 %  | 126,398  | 4.00 % | 126,398  | 4.00 %  | 157,998  | 5.00 %  |

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| (dollars in thousands)                               | Actual         |         | Minimum Capital Required - Basel III Phase-In Schedule |        | Minimum Capital Required - Basel III Fully Phased-In |         | Minimum Required to be Considered Well Capitalized |         |
|--|----------------|---------|--|--------|--|---------|--|---------|
|  | Capital Amount | Ratio   | Capital Amount   | Ratio  | Capital Amount                                       | Ratio   | Capital Amount                                     | Ratio   |
| As of December 31, 2017:                             |                |         |  |        |  |         |  |         |
| Common equity tier 1 capital to risk-weighted assets |                |         |  |        |  |         |  |         |
| Consolidated   | \$224,407      | 11.43 % | \$112,866  | 5.75 % | \$137,402  | 7.00 %  | N/A  | N/A     |
| Bank   | 223,288        | 11.40 % | 112,672  | 5.75 % | 137,166  | 7.00 %  | \$127,368  | 6.50 %  |
| Tier 1 capital to risk-weighted assets               |                |         |  |        |  |         |  |         |
| Consolidated   | 224,407        | 11.43 % | 142,309  | 7.25 % | 166,845  | 8.50 %  | N/A  | N/A     |
| Bank   | 223,288        | 11.40 % | 142,064  | 7.25 % | 166,558  | 8.50 %  | 156,761  | 8.00 %  |
| Total capital to risk-weighted assets                |                |         |  |        |  |         |  |         |
| Consolidated   | 276,103        | 14.07 % | 181,566  | 9.25 % | 206,102  | 10.50 % | N/A  | N/A     |
| Bank   | 238,258        | 12.16 % | 181,255  | 9.25 % | 205,748  | 10.50 % | 195,951  | 10.00 % |
| Leverage ratio                                       |                |         |  |        |  |         |  |         |
| Consolidated   | 224,407        | 8.45 %  | 106,196  | 4.00 % | 106,196  | 4.00 %  | N/A  | N/A     |
| Bank   | 223,288        | 8.42 %  | 106,059  | 4.00 % | 106,059  | 4.00 %  | 132,574  | 5.00 %  |

#### Shareholders' Dividends

The Company's Board of Directors declared a cash dividend of \$0.06 per share of common stock payable October 15, 2018 to shareholders of record as of September 28, 2018. The Company expects to continue to pay cash dividends on a quarterly basis; however, the declaration and amount of any future cash dividends will be subject to the sole discretion of the Board of Directors and will depend upon many factors, including its results of operations, financial condition, capital requirements, regulatory and contractual restrictions (including with respect to the Company's outstanding subordinated debt), business strategy and other factors deemed relevant by the Board of Directors.

As of September 30, 2018, the Company had \$35.0 million principal amount of subordinated debt outstanding pursuant to the 2025 Note and the 2026 Notes. The agreements that govern our outstanding subordinated debt prohibit the Company from paying any dividends on its common stock or making any other distributions to shareholders at any time when there shall have occurred, and be continuing to occur, an event of default under the applicable agreement. If an event of default were to occur and the Company did not cure it, the Company would be prohibited from paying any dividends or making any other distributions to shareholders or from redeeming or repurchasing any common stock.

#### Capital Resources

While the Company believes it has sufficient liquidity and capital resources to meet its cash and capital expenditure requirements for at least the next twelve months, including any cash dividends it may pay, the Company intends to continue pursuing its growth strategy, which may require additional capital. If the Company is unable to secure such capital at favorable terms, its ability to execute its growth strategy could be adversely affected.

#### Liquidity

Liquidity management is the process used by the Company to manage the continuing flow of funds necessary to meet its financial commitments on a timely basis and at a reasonable cost while also maintaining safe and sound operations.

Liquidity, represented by cash and investment securities, is a product of the Company's operating, investing and financing activities. The primary sources of funds are deposits, principal and interest payments on loans and investment securities, maturing loans and investment securities, access to wholesale funding sources and collateralized borrowings. While scheduled payments and maturities of loans and investment securities are relatively predictable sources of funds, deposit flows are greatly influenced by interest rates, general economic conditions and competition. Therefore, the Company supplements deposit growth and enhances interest rate risk management through borrowings and wholesale funding, which are generally advances from the Federal Home Loan Bank and brokered deposits.



The Company maintains cash and investment securities that qualify as liquid assets to maintain adequate liquidity to ensure safe and sound operations and meet its financial commitments. At September 30, 2018, on a consolidated basis, the Company had \$554.8 million in cash and cash equivalents and investment securities available-for-sale and \$23.5 million in loans held-for-sale that were generally available for its cash needs. The Company can also generate funds from wholesale funding sources and collateralized borrowings. At September 30, 2018, the Bank had the ability to borrow an additional \$586.6 million from the Federal Home Loan Bank, the Federal Reserve and correspondent bank Fed Funds lines of credit.

The Company is a separate legal entity from the Bank and must provide for its own liquidity. In addition to its operating expenses, the Company is responsible for paying any dividends declared to its common shareholders and interest and principal on outstanding debt. The Company's primary sources of funds are cash maintained at the holding company level and dividends from the Bank, the payment of which is subject to regulatory limits. At September 30, 2018, the Company, on an unconsolidated basis, had \$62.2 million in cash generally available for its cash needs, which is in excess of its current annual regular shareholder dividend and operating expenses.

The Company uses its sources of funds primarily to meet ongoing financial commitments, including withdrawals by depositors, credit commitments to borrowers, operating expenses and capital expenditures. At September 30, 2018, approved outstanding loan commitments, including unused lines of credit and standby letters of credit, amounted to \$183.7 million. Certificates of deposits and brokered deposits scheduled to mature in one year or less at September 30, 2018 totaled \$805.6 million. Generally, the Company believes that a majority of maturing deposits will remain with the Bank.

Management is not aware of any other events or regulatory requirements that, if implemented, are likely to have a material effect on either the Company's or the Bank's liquidity.

## Reconciliation of Non-GAAP Financial Measures

This Management's Discussion and Analysis contains financial information determined by methods other than in accordance with GAAP. Non-GAAP financial measures, specifically tangible common equity, tangible assets, average tangible common equity, tangible book value per common share, return on average tangible common equity and the tangible common equity to tangible assets ratio, net interest income - FTE and net interest margin - FTE are used by the Company's management to measure the strength of its capital and analyze profitability, including its ability to generate earnings on tangible capital invested by its shareholders. The Company also believes that it is a standard practice in the banking industry to present net interest margin and net income on a fully-taxable equivalent basis as those measures provide useful information for peer comparisons. Although the Company believes these non-GAAP financial measures provide a greater understanding of its business, they should not be considered a substitute for financial measures determined in accordance with GAAP, nor are they necessarily comparable to non-GAAP financial measures that may be presented by other companies. Reconciliations of these non-GAAP financial measures to the most directly comparable GAAP financial measures are included in the following table for the last five completed fiscal quarters and the nine months ended September 30, 2018 and 2017.

| (dollars in thousands, except share and per share data) | Three Months Ended |               |                |                   | Nine Months Ended  |                    |                    |
|---|--------------------|---------------|----------------|-------------------|--------------------|--------------------|--------------------|
|   | September 30, 2018 | June 30, 2018 | March 31, 2018 | December 31, 2017 | September 30, 2017 | September 30, 2018 | September 30, 2017 |
| Total equity - GAAP                                     | \$287,740          | \$282,087     | \$224,824      | \$224,127         | \$220,867          | \$287,740          | \$220,867          |
| Adjustments:  |                    |               |                |                   |                    |                    |                    |
| Goodwill  | (4,687 )           | (4,687 )      | (4,687 )       | (4,687 )          | (4,687 )           | (4,687 )           | (4,687 )           |
| Tangible common equity                                  | \$283,053          | \$277,400     | \$220,137      | \$219,440         | \$216,180          | \$283,053          | \$216,180          |
| Total assets - GAAP                                     | \$3,202,918        | \$3,115,773   | \$2,862,728    | \$2,767,687       | \$2,633,422        | \$3,202,918        | \$2,633,422        |
| Adjustments:  |                    |               |                |                   |                    |                    |                    |
| Goodwill  | (4,687 )           | (4,687 )      | (4,687 )       | (4,687 )          | (4,687 )           | (4,687 )           | (4,687 )           |
| Tangible assets   | \$3,198,231        | \$3,111,086   | \$2,858,041    | \$2,763,000       | \$2,628,735        | \$3,198,231        | \$2,628,735        |
| Total common shares outstanding                         | 10,181,675         | 10,181,675    | 8,450,925      | 8,411,077         | 8,411,077          | 10,181,675         | 8,411,077          |
| Book value per common share                             | \$28.26            | \$27.71       | \$26.60        | \$26.65           | \$26.26            | \$28.26            | \$26.26            |
| Effect of goodwill                                      | (0.46 )            | (0.46 )       | (0.55 )        | (0.56 )           | (0.56 )            | (0.46 )            | (0.56 )            |
| Tangible book value per common                          | \$27.80            | \$27.25       | \$26.05        | \$26.09           | \$25.70            | \$27.80            | \$25.70            |

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share

|   |           |           |           |           |           |           |           |    |
|---|-----------|-----------|-----------|-----------|-----------|-----------|-----------|----|
| Total shareholders' equity to assets ratio      | 8.98      | % 9.05    | % 7.85    | % 8.10    | % 8.39    | % 8.98    | % 8.39    | %  |
| Effect of goodwill                              | (0.13)    | )% (0.13  | )% (0.15  | )% (0.16  | )% (0.17  | )% (0.13  | )% (0.17  | )% |
| Tangible common equity to tangible assets ratio | 8.85      | % 8.92    | % 7.70    | % 7.94    | % 8.22    | % 8.85    | % 8.22    | %  |
| Total average equity - GAAP                     | \$285,207 | \$238,465 | \$223,131 | \$222,670 | \$173,459 | \$249,162 | \$163,230 |    |
| Adjustments:                                    |           |           |           |           |           |           |           |    |
| Average goodwill                                | (4,687)   | ) (4,687) | ) (4,687) | ) (4,687) | ) (4,687) | ) (4,687) | ) (4,687) | )  |
| Average tangible common equity                  | \$280,520 | \$233,778 | \$218,444 | \$217,983 | \$168,772 | \$244,475 | \$158,543 |    |
| Return on average shareholders' equity          | 8.75      | % 10.11   | % 10.96   | % 6.23    | % 11.20   | % 9.83    | % 9.61    | %  |
| Effect of goodwill                              | 0.14      | % 0.20    | % 0.23    | % 0.14    | % 0.31    | % 0.19    | % 0.28    | %  |
| Return on average tangible common equity        | 8.89      | % 10.31   | % 11.19   | % 6.37    | % 11.51   | % 10.02   | % 9.89    | %  |

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| (dollars in thousands, except share and per share data)     | Three Months Ended |               |                |                   | Nine Months Ended  |                    |                    |   |
|---|--------------------|---------------|----------------|-------------------|--------------------|--------------------|--------------------|---|
|   | September 30, 2018 | June 30, 2018 | March 31, 2018 | December 31, 2017 | September 30, 2017 | September 30, 2018 | September 30, 2017 |   |
| Total interest income                                       | \$30,223           | \$27,416      | \$25,979       | \$20,971          | \$22,694           | \$83,618           | \$60,059           |   |
| Adjustments:  |                    |               |                |                   |                    |                    |                    |   |
| Fully-taxable equivalent adjustments <sup>1</sup>           | 1,351              | 1,164         | 1,018          | 1,555             | 1,280              | 3,533              | 2,586              |   |
| Total interest income - FTE                                 | \$31,574           | \$28,580      | \$26,997       | \$22,526          | \$23,974           | \$87,151           | \$62,645           |   |
| Net interest income   | \$15,970           | \$15,461      | \$15,415       | \$15,360          | \$14,191           | \$46,846           | \$38,622           |   |
| Adjustments:  |                    |               |                |                   |                    |                    |                    |   |
| Fully-taxable equivalent adjustments <sup>1</sup>           | 1,351              | 1,164         | 1,018          | 1,555             | 1,280              | 3,533              | 2,586              |   |
| Net interest income - FTE                                   | \$17,321           | \$16,625      | \$16,433       | \$16,915          | \$15,471           | \$50,379           | \$41,208           |   |
| Net interest margin   | 2.06               | % 2.17        | % 2.26         | % 2.35            | % 2.31             | % 2.16             | % 2.41             | % |
| Effect of fully-taxable equivalent adjustments <sup>1</sup> | 0.17               | % 0.16        | % 0.15         | % 0.24            | % 0.21             | % 0.16             | % 0.16             | % |
| Net interest margin - FTE                                   | 2.23               | % 2.33        | % 2.41         | % 2.59            | % 2.52             | % 2.32             | % 2.57             | % |

<sup>1</sup> Assuming a 21% tax rate in 2018 and a 35% tax rate in 2017

### Critical Accounting Policies and Estimates

There have been no material changes in the Company's critical accounting policies or estimates from those disclosed in its Annual Report on Form 10-K for the year ended December 31, 2017.

### Recent Accounting Pronouncements

Refer to Note 12 of the condensed consolidated financial statements.

### Off-Balance Sheet Arrangements

In the ordinary course of business, the Company enters into financial transactions to extend credit, interest rate swaps and forms of commitments that may be considered off-balance sheet arrangements. Interest rate swaps are arranged to receive hedge accounting treatment and are classified as either fair value or cash flow hedges. Fair value hedges are purchased to convert certain fixed rate assets to floating rate. Cash flow hedges are used to convert certain variable rate liabilities into fixed rate liabilities. At September 30, 2018 and December 31, 2017, the Company had interest rate swaps with notional amounts of \$556.4 million and \$141.1 million, respectively. Additionally, we enter into forward contracts relating to our mortgage banking business to hedge the exposures we have from commitments to extend new residential mortgage loans to our customers and from our mortgage loans held-for-sale. At September 30, 2018 and December 31, 2017, the Company had commitments to sell residential real estate loans of \$30.5 million and \$51.1 million, respectively. These contracts mature in less than one year. Refer to Note 11 to the Company's condensed consolidated financial statements for additional information about derivative financial instruments.

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

Market risk is the risk of loss arising from adverse changes in the fair value of financial instruments due to changes in interest rates, foreign exchange rates and equity prices. The primary source of market risk for the Company is interest rate risk. Interest rate risk is the risk to earnings and the value of the Company's equity resulting from changes in market interest rates and arises in the normal course of business to the extent that there are timing and volume differences between the amount of interest-earning assets and the amount of interest-bearing liabilities that are prepaid, withdrawn, re-priced or mature in specified periods. The Company seeks to achieve consistent growth in net interest income and equity while managing volatility arising from shifts in market interest rates.

The Company monitors its interest rate risk position using income simulation models and economic value of equity ("EVE") sensitivity analysis that capture both short-term and long-term interest rate risk exposure. Income simulation involves forecasting net interest income ("NII") under a variety of interest rate scenarios. The Company uses EVE sensitivity analysis to understand the impact of changes in interest rates on long-term cash flows, income and capital. EVE is calculated by discounting the cash flows for all balance sheet instruments under different interest-rate scenarios. Modeling the sensitivity of NII and EVE to changes

in market interest rates is highly dependent on the assumptions incorporated into the modeling process. The Company continually reviews and refines the assumptions used in its interest rate risk modeling.

Presented below is the estimated impact on the Company’s NII and EVE position as of September 30, 2018, assuming parallel shifts in interest rates:

|              | % Change from Base Case for<br>Parallel Changes in Rates |                        |                         |                         |
|--------------|--|------------------------|-------------------------|-------------------------|
|              | -100<br>Basis<br>Points                                  | +50<br>Basis<br>Points | +100<br>Basis<br>Points | +200<br>Basis<br>Points |
| NII - Year 1 | 0.29%  | 0.98 %                 | 2.02 %                  | 3.67 %                  |
| NII - Year 2 | 1.06%  | 3.22 %                 | 5.14 %                  | 8.55 %                  |
| EVE          | 9.15%  | (4.72)%                | (9.51)%                 | (18.51)%                |

The Company’s objective is to manage the balance sheet with a bias toward asset sensitivity while simultaneously balancing the potential earnings impact of this strategy. A “risk-neutral” position refers to the absence of a strong bias toward either asset or liability sensitivity. An “asset sensitive” position refers to when the characteristics of the balance sheet are expected to generate higher net interest income when interest rates, primarily short-term rates, increase as rates earned on interest-earning assets would reprice upward more quickly or in greater quantities than rates paid on interest-bearing liabilities would reprice. A “liability sensitive” position refers to when the characteristics of the balance sheet are expected to generate lower net interest income when short-term interest rates increase as rates paid on interest-bearing liabilities would reprice upward more quickly or in greater quantities than rates earned on interest-earning assets.

#### ITEM 4. CONTROLS AND PROCEDURES

##### Evaluation of Disclosure Controls and Procedures

The Company maintains disclosure controls and procedures that are designed to provide reasonable assurance that information required to be disclosed in reports that it files or submits under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), is recorded, processed, summarized, and reported within the time period specified in the SEC’s rules and forms. These controls and procedures are also designed to provide reasonable assurance that such information is accumulated and communicated to management, including the principal executive and principal financial officers, as appropriate, to allow timely decisions regarding required disclosures. In designing and evaluating disclosure controls and procedures, the Company has recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. Management is required to apply judgment in evaluating its controls and procedures.

The Company performed an evaluation under the supervision and with the participation of management, including the principal executive and principal financial officers, to assess the effectiveness of the design and operation of its disclosure controls and procedures under the Exchange Act. Based on that evaluation, the principal executive and principal financial officers concluded that the disclosure controls and procedures were effective at a reasonable assurance level as of September 30, 2018.

##### Changes in Internal Control Over Financial Reporting

There has been no change in the Company’s internal control over financial reporting during the three months ended September 30, 2018 that has materially affected, or is reasonably likely to materially affect, its internal control over financial reporting.



PART II

ITEM 1. LEGAL PROCEEDINGS

Neither we nor any of our subsidiaries are party to any material legal proceedings. From time to time, the Bank is a party to legal actions arising from its normal business activities.

ITEM 1A. RISK FACTORS

There have been no material changes to the risk factors previously disclosed in Part I, Item 1A, of the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

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

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

Unless otherwise indicated, all documents incorporated into this quarterly report on Form 10-Q by reference to a document filed with the SEC pursuant to the Exchange Act are located under SEC file number 1-35750.

| Exhibit No. | Description  | Method of Filing          |
|-------------|--|---------------------------|
| <u>3.1</u>  | <u>Articles of Incorporation of First Internet Bancorp</u> (incorporated by reference to Exhibit 3.1 to registration statement on Form 10 filed November 30, 2012)                                   | Incorporated by Reference |
| <u>3.2</u>  | <u>Amended and Restated Bylaws of First Internet Bancorp as amended March 18, 2013</u> (incorporated by reference to Exhibit 3.2 to annual report on Form 10-K for the year ended December 31, 2012) | Incorporated by Reference |
| <u>31.1</u> | <u>Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer</u>   | Filed Electronically      |
| <u>31.2</u> | <u>Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer</u>   | Filed Electronically      |
| <u>32.1</u> | <u>Section 1350 Certifications</u>   | Filed Electronically      |
| 101.INS     | XBRL Instance Document   | Filed Electronically      |
| 101.SCH     | XBRL Taxonomy Extension Schema   | Filed Electronically      |



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|         |   |                         |
|---------|---|-------------------------|
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase  | Filed<br>Electronically |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase   | Filed<br>Electronically |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase        | Filed<br>Electronically |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase | Filed<br>Electronically |

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

FIRST INTERNET BANCORP

Date: November 9, 2018      By    /s/ David B. Becker  
David B. Becker,  
Chairman, President and Chief Executive Officer  
(on behalf of Registrant)

Date: November 9, 2018      By    /s/ Kenneth J. Lovik  
Kenneth J. Lovik,  
Executive Vice President and Chief Financial Officer (principal financial  
officer)