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Waterstone Financial, Inc.
Form 10-Q
May 03, 2019
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Form 10-Q

T Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended March 31, 2019

OR

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Commission File Number 001-36271

WATERSTONE FINANCIAL, INC.
(Exact name of registrant as specified in its charter)

Maryland 90-1026709
(State or other jurisdiction of incorporation or organization) (IRS Employer Identification No.)

11200 W. Plank Court Wauwatosa, Wisconsin 53226
(Address of principal executive offices) (Zip Code)

(414) 761-1000
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes T 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 T No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See 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 T 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 T

The number of shares outstanding of the issuer's common stock, \$0.01 par value per share, was 27,982,035 at May 2, 2019.

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

| Title of each class | Trading Symbol | Name of each exchange on which registered |
|--------------------------------|-------------------|---|
| Common Stock, \$0.01 Par Value | WSBF | The NASDAQ Stock Market, LLC |

WATERSTONE FINANCIAL, INC.

10-Q INDEX

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PART I — FINANCIAL INFORMATION

Item 1. Financial StatementsWATERSTONE FINANCIAL, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION

| | (Unaudited) | |
|--|---|----------------------|
| | March 31, 2019 | December 31, 2018 |
| | (Dollars In Thousands, except share and per share data) | |
| Assets | | |
| Cash | \$77,381 | \$48,234 |
| Federal funds sold | 17,905 | 25,100 |
| Interest-earning deposits in other financial institutions and other short term investments | 9,547 | 12,767 |
| Cash and cash equivalents | 104,833 | 86,101 |
| Securities available for sale (at fair value) | 184,224 | 185,720 |
| Loans held for sale (at fair value) | 123,011 | 141,616 |
| Loans receivable | 1,379,866 | 1,379,148 |
| Less: Allowance for loan losses | 12,561 | 13,249 |
| Loans receivable, net | 1,367,305 | 1,365,899 |
| Office properties and equipment, net | 24,215 | 24,524 |
| Federal Home Loan Bank stock (at cost) | 19,350 | 19,350 |
| Cash surrender value of life insurance | 67,894 | 67,550 |
| Real estate owned, net | 1,649 | 2,152 |
| Prepaid expenses and other assets | 36,184 | 22,469 |
| Total assets | \$1,928,665 | \$1,915,381 |
| Liabilities and Shareholders' Equity | | |
| Liabilities: | | |
| Demand deposits | \$128,470 | \$139,111 |
| Money market and savings deposits | 175,380 | 163,511 |
| Time deposits | 733,491 | 735,873 |
| Total deposits | 1,037,341 | 1,038,495 |
| Borrowings | 448,451 | 435,046 |
| Advance payments by borrowers for taxes | 11,409 | 4,371 |
| Other liabilities | 46,996 | 37,790 |
| Total liabilities | 1,544,197 | 1,515,702 |
| Shareholders' equity: | | |
| Preferred stock (par value \$.01 per share) | | |
| Authorized - 50,000,000 shares in 2019 and in 2018, no shares issued | - | - |
| Common stock (par value \$.01 per share) | | |
| Authorized - 100,000,000 shares in 2019 and in 2018 | | |
| Issued - 28,004,135 in 2019 and 28,463,239 in 2018 | | |
| Outstanding - 28,004,135 in 2019 and 28,463,239 in 2018 | 280 | 285 |
| Additional paid-in capital | 331,128 | 330,327 |

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| | | |
|---|-------------|-------------|
| Retained earnings | 177,303 | 187,153 |
| Unearned ESOP shares | (17,507) | (17,804) |
| Accumulated other comprehensive loss, net of taxes | (851) | (2,361) |
| Cost of shares repurchased (7,653,488 shares at March 31, 2019 and 7,171,537 shares at December 31, 2018) | (105,885) | (97,921) |
| Total shareholders' equity | 384,468 | 399,679 |
| Total liabilities and shareholders' equity | \$1,928,665 | \$1,915,381 |

See accompanying notes to unaudited consolidated financial statements.

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WATERSTONE FINANCIAL, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)

| | Three months ended March 31, | |
|--|--|----------|
| | 2019 | 2018 |
| | (In Thousands, except per share amounts) | |
| Interest income: | | |
| Loans | \$17,104 | \$15,458 |
| Mortgage-related securities | 759 | 638 |
| Debt securities, federal funds sold and short-term investments | 1,309 | 867 |
| Total interest income | 19,172 | 16,963 |
| Interest expense: | | |
| Deposits | 3,990 | 2,314 |
| Borrowings | 2,246 | 1,508 |
| Total interest expense | 6,236 | 3,822 |
| Net interest income | 12,936 | 13,141 |
| Provision for loan losses | (680) | (880) |
| Net interest income after provision for loan losses | 13,616 | 14,021 |
| Noninterest income: | | |
| Service charges on loans and deposits | 379 | 399 |
| Increase in cash surrender value of life insurance | 344 | 328 |
| Mortgage banking income | 23,359 | 24,187 |
| Other | 175 | 269 |
| Total noninterest income | 24,257 | 25,183 |
| Noninterest expenses: | | |
| Compensation, payroll taxes, and other employee benefits | 20,639 | 20,983 |
| Occupancy, office furniture, and equipment | 2,776 | 2,639 |
| Advertising | 958 | 860 |
| Data processing | 769 | 625 |
| Communications | 328 | 382 |
| Professional fees | 695 | 700 |
| Real estate owned | 32 | 317 |
| Loan processing expense | 805 | 988 |
| Other | 2,347 | 2,653 |
| Total noninterest expenses | 29,349 | 30,147 |
| Income before income taxes | 8,524 | 9,057 |
| Income tax expense | 1,982 | 2,104 |
| Net income | \$6,542 | \$6,953 |
| Income per share: | | |
| Basic | \$0.25 | \$0.25 |
| Diluted | \$0.24 | \$0.25 |
| Weighted average shares outstanding: | | |
| Basic | 26,499 | 27,509 |
| Diluted | 26,720 | 27,802 |

See accompanying notes to unaudited consolidated financial statements.

WATERSONE FINANCIAL, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)

| | Three months ended March 31, | |
|--|---------------------------------|---------|
| | 2019 | 2018 |
| | (In Thousands) | |
| Net income | \$6,542 | \$6,953 |
| Other comprehensive income (loss), net of tax: | | |
| Net unrealized holding gain (loss) on available for sale securities: | | |
| Net unrealized holding gain (loss) arising during the period, net of tax (expense) benefit of \$(565) and \$812 respectively | 1,510 | (2,159) |
| Reclassification adjustment for net deferred tax liability revaluation | - | 5 |
| Total other comprehensive income (loss) | 1,510 | (2,154) |
| Comprehensive income | \$8,052 | \$4,799 |

See accompanying notes to unaudited consolidated financial statements.

WATERSTONE FINANCIAL, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Unaudited)

| | Common Shares | Stock Amount | Additional Paid-In Capital | Retained Earnings | Unearned ESOP Shares | Accumulated Other Comprehensive Income (Loss) | Cost of Shares Repurchased | Total Shareholders' Equity |
|--|------------------|-----------------|----------------------------------|----------------------|----------------------------|---|----------------------------------|----------------------------------|
| (In Thousands, except per share amounts) | | | | | | | | |
| Balances at December 31, 2017 | 29,501 | \$ \$295 | \$326,655 | \$183,358 | \$(18,991) | \$ (477) | \$(78,736) | \$ 412,104 |
| Comprehensive income: | | | | | | | | |
| Net income | - | - | - | 6,953 | - | - | - | 6,953 |
| Other comprehensive loss | - | - | - | - | - | (2,154) | - | (2,154) |
| Total comprehensive income | | | | | | | | 4,799 |
| Reclassification for net deferred tax liability revaluation | - | - | - | (5) | - | - | - | (5) |
| ESOP shares committed to be released to Plan participants | - | - | 159 | - | 297 | - | - | 456 |
| Cash dividend, \$0.62 per share | - | - | - | (17,143) | - | - | - | (17,143) |
| Stock compensation activity, net of tax | 40 | - | 494 | - | - | - | - | 494 |
| Stock compensation expense | - | - | 440 | - | - | - | - | 440 |
| Purchase of common stock returned to authorized but unissued | (217) | (2) | - | - | - | - | (3,724) | (3,726) |
| Balances at March 31, 2018 | 29,324 | \$ \$293 | \$327,748 | \$173,163 | \$(18,694) | \$ (2,631) | \$(82,460) | \$ 397,419 |
| Balances at December 31, 2018 | 28,463 | \$ \$285 | \$330,327 | \$187,153 | \$(17,804) | \$ (2,361) | \$(97,921) | \$ 399,679 |

| | | | | | | | | |
|--|--------|--------|------------|------------|-------------|-----------|--------------|------------|
| Comprehensive income: | | | | | | | | |
| Net income | - | - | - | 6,542 | - | - | - | 6,542 |
| Other comprehensive income | - | - | - | - | - | 1,510 | - | 1,510 |
| Total comprehensive income | | | | | | | | 8,052 |
| ESOP shares committed to be released to Plan participants | - | - | 140 | - | 297 | - | - | 437 |
| Cash dividend, \$0.62 per share | - | - | - | (16,392) | - | - | - | (16,392) |
| Stock based compensation activity | 23 | - | 292 | - | - | - | - | 292 |
| Stock compensation expense | - | - | 369 | - | - | - | - | 369 |
| Purchase of common stock returned to authorized but unissued | (482) | (5) | - | - | - | - | (7,964) | (7,969) |
| Balances at March 31, 2019 | 28,004 | \$ 280 | \$ 331,128 | \$ 177,303 | \$(17,507) | \$ (851) | \$(105,885) | \$ 384,468 |

See accompanying notes to unaudited consolidated financial statements.

WATERSTONE FINANCIAL, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

| | Three months ended March 31, | |
|---|---------------------------------|-----------|
| | 2019 | 2018 |
| | (In Thousands) | |
| Operating activities: | | |
| Net income | \$6,542 | \$6,953 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Provision for loan losses | (680) | (880) |
| Provision for depreciation | 608 | 558 |
| Deferred taxes | 1,187 | (305) |
| Stock based compensation | 369 | 440 |
| Net amortization of premium/discount on debt and mortgage related securities | 69 | 148 |
| Amortization of unearned ESOP shares | 437 | 456 |
| Amortization and impairment of mortgage servicing rights | 67 | 49 |
| Gain on sale of loans held for sale | (23,551) | (20,684) |
| Loans originated for sale | (491,239) | (489,155) |
| Proceeds on sales of loans originated for sale | 533,395 | 532,097 |
| Increase in accrued interest receivable | (357) | (273) |
| Increase in cash surrender value of life insurance | (344) | (328) |
| Increase in accrued interest on deposits and borrowings | 33 | 18 |
| Increase in other liabilities | (3,399) | (2,166) |
| Decrease (increase) in prepaid tax expense | 122 | (783) |
| Net (gain) loss related to real estate owned | (12) | 201 |
| Other | (5,483) | (6,549) |
| Net cash provided by operating activities | 17,764 | 19,797 |
| Investing activities: | | |
| Net increase in loans receivable | (756) | (23,103) |
| Net change in FHLB stock | - | (1,800) |
| Purchases of: | | |
| Mortgage related securities | (2,745) | - |
| Premises and equipment, net | (330) | (221) |
| Proceeds from: | | |
| Principal repayments on mortgage-related securities | 5,997 | 7,245 |
| Maturities of debt securities | 250 | 2,365 |
| Sales of real estate owned | 528 | 1,197 |
| Net cash provided by (used in) investing activities | 2,944 | (14,317) |
| Financing activities: | | |
| Net (decrease) increase in deposits | (1,154) | 6,844 |
| Net change in short term borrowings | 13,405 | (16,920) |
| Repayment of long term debt | - | 65,000 |
| Proceeds from long term debt | - | - |
| Cash paid for advance payments by borrowers for taxes | (3,922) | (5,184) |
| Cash dividends on common stock | (2,628) | (17,188) |
| Purchase of common stock returned to authorized but unissued | (7,969) | (3,726) |

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| | | |
|---|-----------|----------|
| Proceeds from stock option exercises | 292 | 494 |
| Net cash (used in) provided by financing activities | (1,976) | 29,320 |
| Increase in cash and cash equivalents | 18,732 | 34,800 |
| Cash and cash equivalents at beginning of period | 86,101 | 48,607 |
| Cash and cash equivalents at end of period | \$104,833 | \$83,407 |

Supplemental information:

Cash paid or credited during the period for:

| | | |
|---------------------|---------|---------|
| Income tax payments | \$1,238 | \$2,384 |
|---------------------|---------|---------|

| | | |
|-------------------|-------|-------|
| Interest payments | 6,203 | 3,804 |
|-------------------|-------|-------|

Noncash activities:

| | | |
|---|----|-----|
| Loans receivable transferred to real estate owned | 30 | 238 |
|---|----|-----|

| | | |
|--|--------|-------|
| Dividends declared but not paid in other liabilities | 17,562 | 3,850 |
|--|--------|-------|

See Accompanying Notes to Unaudited Consolidated Financial Statements.

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Note 1 — Basis of Presentation

The unaudited interim consolidated financial statements include the accounts of Waterstone Financial, Inc. (the "Company") and the Company's subsidiaries.

WaterStone Bank SSB (the "Bank") is a community bank that has served the banking needs of its customers since 1921. WaterStone Bank also has an active mortgage banking subsidiary, Waterstone Mortgage Corporation.

WaterStone Bank conducts its community banking business from 11 banking offices located in Milwaukee, Washington and Waukesha Counties, Wisconsin, as well as a loan production office in Minneapolis, Minnesota. WaterStone Bank's principal lending activity is originating one- to four-family, multi-family residential real estate, and commercial real estate loans for retention in its portfolio. WaterStone Bank also offers home equity loans and lines of credit, construction and land loans, and commercial business loans, and consumer loans. WaterStone Bank funds its loan production primarily with retail deposits and Federal Home Loan Bank advances. Our deposit offerings include: certificates of deposit, money market savings accounts, transaction deposit accounts, non-interest bearing demand accounts and individual retirement accounts. Our investment securities portfolio is comprised principally of mortgage-backed securities, government-sponsored enterprise bonds and municipal obligations.

WaterStone Bank's mortgage banking operations are conducted through its wholly-owned subsidiary, Waterstone Mortgage Corporation. Waterstone Mortgage Corporation originates single-family residential real estate loans for sale into the secondary market. Waterstone Mortgage Corporation utilizes lines of credit provided by WaterStone Bank as a primary source of funds, and also utilizes a line of credit with another financial institution as needed.

The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles ("GAAP") for interim financial information, Rule 10-01 of Regulation S-X and the instructions to Form 10-Q. The financial statements do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, the accompanying unaudited consolidated financial statements contain all adjustments (consisting of normal recurring accruals) necessary to present fairly the financial position, results of operations, changes in shareholders' equity, and cash flows of the Company for the periods presented.

The accompanying unaudited consolidated financial statements and related notes should be read in conjunction with the Company's December 31, 2018 Annual Report on Form 10-K. Operating results for the three months ended March 31, 2019 are not necessarily indicative of the results that may be expected for the year ending December 31, 2019 or for any other period.

The preparation of the unaudited consolidated financial statements requires management of the Company to make a number of estimates and assumptions relating to the reported amount of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the period. Significant items subject to such estimates and assumptions include the allowance for loan losses, deferred income taxes and real estate owned. Actual results could differ from those estimates.

Certain prior period amounts have been reclassified to conform to current period presentation. These reclassifications did not result in any changes to previously reported net income or shareholders' equity.

Impact of Recent Accounting Pronouncements

Accounting Standards Codification ("ASC") Topic 606 "Revenue from Contracts with Customers." Authoritative accounting guidance under ASC Topic 606, "Revenue from Contracts with Customers" amended prior guidance to

require an entity to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services and to provide clarification on identifying performance obligations and licensing implementation guidance. The Company's revenue is comprised of interest and non-interest revenue. The guidance does not apply to revenue associated with financial instruments, including loans and securities. The Company completed its overall assessment of revenue streams and related contracts affected by the guidance, including asset management fees, deposit related fees, and other non-interest related fees. The Company adopted ASC 606 as of January 1, 2018 with no impact on total shareholders' equity or net income.

Revenue Recognition

The Company recognizes revenue as it is earned and noted no impact to its revenue recognition policies as a result of the adoption of ASC 606. The following is a discussion of revenues within the scope of the new revenue guidance:

Debit and credit card interchange fee income - Card processing fees consist of interchange fees from consumer debit and credit card networks and other card related services. Interchange fees are based on purchase volumes and other factors and are recognized as transactions occur.

Service charges on deposit accounts - Revenue from service charges on deposit accounts is earned through deposit-related services; as well as overdraft, non-sufficient funds, account management and other deposit-related fees. Revenue is recognized for these services either over time, corresponding with deposit accounts' monthly cycle, or at a point in time for transactional related services and fees.

Service charges on loan accounts - Revenue from loan accounts consists primarily of fees earned on prepayment penalties. Revenue is recognized for these services at a point in time for transactional related services and fees.

ASC Topic 825 "Financial Instruments." Authoritative accounting guidance under ASC Topic 825, "Financial Instruments" amended prior guidance to require equity investments (except those accounted for under the equity method of accounting) to be measured at fair value with changes in fair value recognized in net income. An entity may choose to measure equity investments that do not have readily determinable fair values at cost minus impairment, if any, plus or minus changes resulting from observable price changes in orderly transactions for the identical or similar investment of the same issuer. The guidance simplifies the impairment assessment of equity investments without readily determinable fair values, requires public entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes, requires an entity to present separately in other comprehensive income the portion of the total change in the fair value of a liability resulting from changes in the instrument-specific credit risk when the entity has selected the fair value option for financial instruments and requires separate presentation of financial assets and liabilities by measurement category and form of financial asset. The Company adopted ASC 825 as of January 1, 2018 with no material impact on the Company's statements of income or financial condition.

ASC Topic 842 "Leases." Authoritative accounting guidance under ASC Topic 842, "Leases" amended prior guidance to require lessees to recognize the assets and liabilities arising from all leases on the balance sheet. The authoritative guidance defines a lease as a contract, or part of a contract, that conveys the right to control the use of identified property, plant, or equipment (an identified asset) for a period of time in exchange for consideration. In addition, the qualifications for a sale and leaseback transaction have been amended. The authoritative guidance also requires qualitative and quantitative disclosures by lessees and lessors to meet the objective of enabling users of financial statements to assess the amount, timing, and uncertainty of cash flows arising from leases. The Company used a prospective approach. The Company adopted ASC 842 as of January 1, 2019 with no impact on statement of income. See the impact on the financial condition discussed in Note 16.

ASC Topic 326 "Financial Instruments - Credit Losses." Authoritative accounting guidance under ASC Topic 326, "Financial Instruments - Credit Losses" amended 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 for credit loss estimates. 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. The authoritative guidance also requires 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 (net of the allowance for credit losses). In addition, the credit losses relating to available-for-sale debt securities should be recorded through an allowance for credit losses rather than a write-down. The authoritative guidance will be effective for reporting periods after January 1, 2020. The Company is evaluating the guidance and its impact on the Company's statements of income and financial condition.

ASC Topic 310 "Receivables - Nonrefundable Fees and Other Costs." Authoritative accounting guidance under ASC Topic 310, "Receivables - Nonrefundable Fees and Other Costs" amends prior guidance by shortening the amortization period for certain callable debt securities held at a premium requiring the premium to be amortized to the earliest call date. The Company adopted ASC 310 as of January 1, 2019 with no material impact on the Company's statements of operations or financial condition.

Note 2— Securities Available for Sale

The amortized cost and fair values of the Company's investment in securities available for sale follow:

| | March 31, 2019 | | | |
|--|-------------------|------------------------|-------------------------|-------------|
| | Amortized cost | Gross unrealized gains | Gross unrealized losses | Fair value |
| | (In Thousands) | | | |
| Mortgage-backed securities | \$39,062 | \$ 149 | \$ (267) |) \$38,944 |
| Collateralized mortgage obligations: | | | | |
| Government sponsored enterprise issued | 75,716 | 532 | (664) |) 75,584 |
| Mortgage-related securities | 114,778 | 681 | (931) |) 114,528 |
| Municipal securities | 54,921 | 1,311 | (16) |) 56,216 |
| Other debt securities | 15,002 | - | (1,522) |) 13,480 |
| Debt securities | 69,923 | 1,311 | (1,538) |) 69,696 |
| | \$184,701 | \$ 1,992 | \$ (2,469) |) \$184,224 |
| | | | | |
| | December 31, 2018 | | | |
| | Amortized cost | Gross unrealized gains | Gross unrealized losses | Fair value |
| | (In Thousands) | | | |
| Mortgage-backed securities | \$42,105 | \$ 91 | \$ (565) |) \$41,631 |
| Collateralized mortgage obligations: | | | | |
| Government sponsored enterprise issued | 75,923 | 243 | (1,211) |) 74,955 |
| Mortgage-related securities | 118,028 | 334 | (1,776) |) 116,586 |
| Municipal securities | 55,242 | 825 | (119) |) 55,948 |
| Other debt securities | 15,002 | - | (1,816) |) 13,186 |
| Debt securities | 70,244 | 825 | (1,935) |) 69,134 |
| | \$188,272 | \$ 1,159 | \$ (3,711) |) \$185,720 |

The Company's mortgage-backed securities and collateralized mortgage obligations issued by government sponsored enterprises are guaranteed by Fannie Mae, Freddie Mac or Ginnie Mae. At March 31, 2019, \$1.7 million of the Company's mortgage related securities were pledged as collateral to secure mortgage banking related activities. At December 31, 2018, \$1.8 million of the Company's mortgage related securities were pledged as collateral to secure mortgage banking related activities.

The amortized cost and fair values of investment securities by contractual maturity at March 31, 2019 are shown below. Actual maturities may differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties.

| | Amortized Cost | Fair Value |
|---------------------------|----------------|------------|
| | (In Thousands) | |
| Debt and other securities | | |
| Due within one year | \$9,095 | \$9,088 |

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| | | |
|--|-----------|-----------|
| Due after one year through five years | 21,068 | 21,235 |
| Due after five years through ten years | 29,146 | 30,165 |
| Due after ten years | 10,614 | 9,208 |
| Mortgage-related securities | 114,778 | 114,528 |
| | \$184,701 | \$184,224 |

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Gross unrealized losses on securities available for sale and the fair value of the related securities, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position were as follows:

| | March 31, 2019 | | | | | |
|--|---------------------|-----------------|---------------------|-----------------|------------|-----------------|
| | Less than 12 months | | 12 months or longer | | Total | |
| | Fair value | Unrealized loss | Fair value | Unrealized loss | Fair value | Unrealized loss |
| | (In Thousands) | | | | | |
| Mortgage-backed securities | \$- | \$ - | \$29,148 | \$ (267) | \$29,148 | \$ (267) |
| Collateralized mortgage obligations: | | | | | | |
| Government sponsored enterprise issued | - | - | 45,586 | (664) | 45,586 | (664) |
| Municipal securities | - | - | 5,606 | (16) | 5,606 | (16) |
| Other debt securities | - | - | 13,480 | (1,522) | 13,480 | (1,522) |
| | \$- | \$ - | \$93,820 | \$ (2,469) | \$93,820 | \$ (2,469) |
| | December 31, 2018 | | | | | |
| | Less than 12 months | | 12 months or longer | | Total | |
| | Fair value | Unrealized loss | Fair value | Unrealized loss | Fair value | Unrealized loss |
| | (In Thousands) | | | | | |
| Mortgage-backed securities | \$3,036 | \$ (9) | \$33,029 | \$ (556) | \$36,065 | \$ (565) |
| Collateralized mortgage obligations: | | | | | | |
| Government sponsored enterprise issued | 3,079 | (13) | 47,279 | (1,198) | 50,358 | (1,211) |
| Municipal securities | 7,595 | (17) | 11,272 | (102) | 18,867 | (119) |
| Other debt securities | - | - | 13,186 | (1,816) | 13,186 | (1,816) |
| | \$13,710 | \$ (39) | \$104,766 | \$ (3,672) | \$118,476 | \$ (3,711) |

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The Company reviews the investment securities portfolio on a quarterly basis to monitor its exposure to other-than-temporary impairment. In evaluating whether a security's decline in market value is other-than-temporary, management considers the length of time and extent to which the fair value has been less than cost, the financial condition of the issuer and the underlying obligors, quality of credit enhancements, volatility of the fair value of the security, the expected recovery period of the security and ratings agency evaluations. In addition, the Company may also evaluate payment structure, whether there are defaulted payments or expected defaults, prepayment speeds and the value of any underlying collateral.

The following table presents the change in other-than-temporary credit related impairment charges on securities available for sale for which a portion of the other-than-temporary impairments related to other factors was recognized in other comprehensive loss.

| | (In Thousands) |
|--|-------------------|
| Credit-related impairments on securities as of December 31, 2017 | \$ 94 |
| Credit-related impairments related to securities for which an other- than-temporary impairment was not previously recognized | - |
| Credit-related impairments on securities as of December 31, 2018 | 94 |
| Credit-related impairments related to securities for which an other- than-temporary impairment was not previously recognized | - |
| Credit-related impairments on securities as of March 31, 2019 | \$ 94 |

As of March 31, 2019, the Company held one municipal security that had previously been deemed to be other-than-temporarily impaired. The security was issued by a tax incremental district in a municipality located in Wisconsin. During the year ended December 31, 2012, the Company received audited financial statements with respect to the municipal issuer that called into question the ability of the underlying taxing district that issued the security to operate as a going concern. During the year ended December 31, 2012, the Company's analysis of this security resulted in \$77,000 in credit losses charged to earnings with respect to this municipal security. An additional \$17,000 credit loss was charged to earnings during the year ended December 31, 2014 with respect to this security as a sale occurred at a discounted price. As of March 31, 2019, this security had an amortized cost of \$116,000 and total life-to-date impairment of \$94,000.

As of March 31, 2019, the Company had 41 mortgage-backed securities, 38 government sponsored enterprise issued securities, 16 municipal bond securities, and two corporate debt securities which had been in an unrealized loss position for twelve months or longer and represents a loss of 2.6% of the aggregate amortized cost. These securities were determined not to be other-than-temporarily impaired as of March 31, 2019. The Company has determined that the decline in fair value of these securities is primarily attributable to an increase in market interest rates compared to the stated rates on these securities and is not attributable to credit deterioration. As the Company does not intend to sell nor is it more likely than not that it will be required to sell these securities before recovery of the amortized cost basis, these securities are not considered other-than-temporarily impaired.

The unrealized losses for the other debt security with an unrealized loss greater than 12 months is due to the current slope of the yield curve. The security currently earns a fixed interest rate but transitions in the future to a floating rate that is indexed to the 10 year Treasury interest rate. The Company does not intend to sell nor does it believe that it will be required to sell the security before recovery of their amortized cost basis.

Deterioration of general economic market conditions could result in the recognition of future other than temporary impairment losses within the investment portfolio and such amounts could be material to our consolidated financial statements.

During the three months ended March 31, 2019 and March 31, 2018, there were no sales of securities.

Note 3 - Loans Receivable

Loans receivable at March 31, 2019 and December 31, 2018 are summarized as follows:

| | March 31, 2019 (In Thousands) | December 31, 2018 |
|--------------------------|-------------------------------------|----------------------|
| Mortgage loans: | | |
| Residential real estate: | | |
| One- to four-family | \$481,807 | \$489,979 |
| Multi-family | 595,467 | 597,087 |
| Home equity | 19,379 | 19,956 |
| Construction and land | 24,074 | 13,361 |
| Commercial real estate | 225,580 | 225,522 |
| Consumer | 577 | 433 |
| Commercial loans | 32,982 | 32,810 |
| | \$1,379,866 | \$1,379,148 |

The Company provides several types of loans to its customers, including residential, construction, commercial and consumer loans. Significant loan concentrations are considered to exist for a financial institution when there are amounts loaned to one borrower or to multiple borrowers engaged in similar activities that would cause them to be similarly impacted by economic or other conditions. While the Company's credit risks are geographically concentrated in the Milwaukee metropolitan area, there are no concentrations with individual or groups of related borrowers. While the real estate collateralizing these loans is primarily residential in nature, it ranges from owner-occupied single family homes to large apartment complexes.

Qualifying loans receivable totaling \$1.09 billion and \$1.01 billion at March 31, 2019 and December 31, 2018, respectively, are pledged as collateral against \$430.0 million in outstanding Federal Home Loan Bank of Chicago ("FHLB") advances under a blanket security agreement at both March 31, 2019 and December 31, 2018.

Certain of the Company's executive officers, directors, employees, and their related interests have loans with the Bank. As of March 31, 2019 and December 31, 2018, loans aggregating approximately \$4.7 million and \$5.3 million, respectively, were outstanding to such parties. None of these loans were past due or considered impaired as of March 31, 2019 or December 31, 2018.

As of March 31, 2019 and December 31, 2018, there were no loans 90 or more days past due and still accruing interest.

An analysis of past due loans receivable as of March 31, 2019 and December 31, 2018 follows:

| | As of March 31, 2019 | | | | Total Current ⁽³⁾ | Total Loans |
|--------------------------|--|---|--------------------------|----------------------|---------------------------------|----------------|
| | 1-59 Days Past Due ⁽¹⁾ | 60-89 Days Past Due ⁽²⁾ | 90 Days or Greater | Total Past Due | | |
| Mortgage loans: | | | | | | |
| Residential real estate: | | | | | | |
| One- to four-family | \$1,624 | \$ - | \$3,825 | \$5,449 | \$476,358 | \$481,807 |
| Multi-family | - | - | 579 | 579 | 594,888 | 595,467 |

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| | | | | | | |
|------------------------|---------|------|---------|---------|-------------|-------------|
| Home equity | 48 | - | 91 | 139 | 19,240 | 19,379 |
| Construction and land | - | - | - | - | 24,074 | 24,074 |
| Commercial real estate | - | - | 114 | 114 | 225,466 | 225,580 |
| Consumer | - | - | - | - | 577 | 577 |
| Commercial loans | - | - | 13 | 13 | 32,969 | 32,982 |
| Total | \$1,672 | \$ - | \$4,622 | \$6,294 | \$1,373,572 | \$1,379,866 |

As of December 31, 2018

| | 1-59 Days Past Due Due ⁽¹⁾ | 60-89 Days Past Due (2) | 90 Days or Greater | Total Past Due | Current ⁽³⁾ | Total Loans |
|--------------------------|---|-------------------------------------|--------------------------|----------------------|------------------------|----------------|
| (In Thousands) | | | | | | |
| Mortgage loans: | | | | | | |
| Residential real estate: | | | | | | |
| One- to four-family | \$1,523 | \$76 | \$3,834 | \$5,433 | \$484,546 | \$489,979 |
| Multi-family | - | - | 937 | 937 | 596,150 | 597,087 |
| Home equity | 216 | 42 | 111 | 369 | 19,587 | 19,956 |
| Construction and land | - | - | - | - | 13,361 | 13,361 |
| Commercial real estate | 39 | - | 125 | 164 | 225,358 | 225,522 |
| Consumer | 29 | - | - | 29 | 404 | 433 |
| Commercial loans | - | - | 18 | 18 | 32,792 | 32,810 |
| Total | \$1,807 | \$118 | \$5,025 | \$6,950 | \$1,372,198 | \$1,379,148 |

(1) Includes \$25,000 and \$422,000 at March 31, 2019 and December 31, 2018, respectively, which are on non-accrual status.

(2) Includes \$- and \$118,000 at March 31, 2019 and December 31, 2018, respectively, which are on non-accrual status.

(3) Includes \$2.2 million and \$990,000 at March 31, 2019 and December 31, 2018, respectively, which are on non-accrual status.

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A summary of the activity for the three months ended March 31, 2019 and 2018 in the allowance for loan losses follows:

| | One- to Four- Family (In Thousands) | Multi-Family | Home Equity | Construction and Land | Commercial Real Estate | Consumer | Commercial | Total | |
|------------------------------------|---|--------------|----------------|--------------------------|------------------------------|----------|------------|----------|----------|
| Three months ended March 31, 2019 | | | | | | | | | |
| Balance at beginning of period | \$5,742 | \$ 4,153 | \$ 325 | \$ 400 | \$ 2,126 | \$ 20 | \$ 483 | \$13,249 | |
| Provision (credit) for loan losses | (550) | 174 | (47) | (47) | (122) | (13) | (75) | (680) | |
| Charge-offs | (24) | - | (8) | - | - | - | - | (32) | |
| Recoveries | 13 | 4 | 6 | - | 1 | - | - | 24 | |
| Balance at end of period | \$5,181 | \$ 4,331 | \$ 276 | \$ 353 | \$ 2,005 | \$ 7 | \$ 408 | \$12,561 | |
| Three months ended March 31, 2018 | | | | | | | | | |
| Balance at beginning of period | | \$5,794 | \$4,431 | \$356 | \$949 | \$1,881 | \$10 | \$656 | \$14,077 |
| Provision (credit) for loan losses | | 58 | (514) | (19) | (247) | 25 | (1) | (182) | (880) |
| Charge-offs | | (60) | - | - | - | - | - | (60) | |
| Recoveries | | 32 | 13 | 7 | - | 1 | - | 53 | |
| Balance at end of period | | \$5,824 | \$3,930 | \$344 | \$702 | \$1,907 | \$9 | \$474 | \$13,190 |

A summary of the allowance for loan loss for loans evaluated individually and collectively for impairment by collateral class as of March 31, 2019 follows:

| | One- to Four- Family (In Thousands) | Multi- Family | Home Equity | Construction and Land | Commercial Real Estate | Consumer | Commercial | Total |
|--|--|------------------|----------------|--------------------------|---------------------------|----------|------------|-------------|
| Allowance related to loans individually evaluated for impairment | \$74 | \$83 | \$31 | \$ - | \$ 121 | \$ - | \$ - | \$309 |
| Allowance related to loans collectively evaluated for impairment | 5,107 | 4,248 | 245 | 353 | 1,884 | 7 | 408 | 12,252 |
| Balance at end of period | \$5,181 | \$4,331 | \$276 | \$ 353 | \$ 2,005 | \$ 7 | \$ 408 | \$12,561 |
| Loans individually evaluated for impairment | \$7,951 | \$1,283 | \$222 | \$ - | \$ 2,855 | \$ - | \$ 13 | \$12,324 |
| Loans collectively evaluated for impairment | 473,855 | 594,185 | 19,157 | 24,074 | 222,725 | 577 | 32,969 | 1,367,542 |
| Total gross loans | \$481,807 | \$595,467 | \$19,379 | \$ 24,074 | \$ 225,580 | \$ 577 | \$ 32,982 | \$1,379,866 |

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A summary of the allowance for loan loss for loans evaluated individually and collectively for impairment by collateral class as of December 31, 2018 follows:

| | One- to Four-Family (In Thousands) | Multi- Family | Home Equity | Construction and Land | Commercial Real Estate | Consumer | Commercial | Total |
|--|--|------------------|----------------|--------------------------|---------------------------|----------|------------|-------------|
| Allowance related to loans individually evaluated for impairment | \$73 | \$- | \$46 | \$ - | \$ 67 | \$ - | \$ - | \$186 |
| Allowance related to loans collectively evaluated for impairment | 5,669 | 4,153 | 279 | 400 | 2,059 | 20 | 483 | 13,063 |
| Balance at end of period | \$5,742 | \$4,153 | \$325 | \$ 400 | \$ 2,126 | \$ 20 | \$ 483 | \$13,249 |
| Loans individually evaluated for impairment | \$7,642 | \$1,309 | \$246 | \$ - | \$ 2,885 | \$ - | \$ 18 | \$12,100 |
| Loans collectively evaluated for impairment | 482,337 | 595,778 | 19,710 | 13,361 | 222,637 | 433 | 32,792 | 1,367,048 |
| Total gross loans | \$489,979 | \$597,087 | \$19,956 | \$ 13,361 | \$ 225,522 | \$ 433 | \$ 32,810 | \$1,379,148 |

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The following table presents information relating to the Company's internal risk ratings of its loans receivable as of March 31, 2019 and December 31, 2018:

| | One to Four- Family (In Thousands) | Multi-Family | Home Equity | Construction and Land | Commercial Real Estate | Consumer | Commercial | Total |
|----------------------|---|--------------|----------------|--------------------------|---------------------------|----------|------------|-------------|
| At March 31, 2019 | | | | | | | | |
| Substandard | \$7,951 | \$ 1,283 | \$222 | \$ - | \$ 660 | \$ - | \$ 892 | \$11,008 |
| Watch | 3,928 | 488 | 450 | - | 4,100 | - | 614 | 9,580 |
| Pass | 469,928 | 593,696 | 18,707 | 24,074 | 220,820 | 577 | 31,476 | 1,359,278 |
| | \$481,807 | \$ 595,467 | \$19,379 | \$ 24,074 | \$ 225,580 | \$ 577 | \$ 32,982 | \$1,379,866 |
| At December 31, 2018 | | | | | | | | |
| Substandard | \$7,799 | \$ 1,309 | \$246 | \$ - | \$ 678 | \$ - | \$ 889 | \$10,921 |
| Watch | 4,662 | 491 | 468 | - | 4,343 | - | 906 | 10,870 |
| Pass | 477,518 | 595,287 | 19,242 | 13,361 | 220,501 | 433 | 31,015 | 1,357,357 |
| | \$489,979 | \$ 597,087 | \$19,956 | \$ 13,361 | \$ 225,522 | \$ 433 | \$ 32,810 | \$1,379,148 |

Factors that are important to managing overall credit quality include sound loan underwriting and administration, systematic monitoring of existing loans and commitments, effective loan review on an ongoing basis, early identification of potential problems, an allowance for loan losses, and sound non-accrual and charge-off policies. Our underwriting policies require an officers' loan committee review and approval of all loans in excess of \$500,000. A member of the credit department, independent of the loan originator, performs a loan review for all loans. Our ability to manage credit risk depends in large part on our ability to properly identify and manage problem loans. To do so, we maintain a loan review system under which our credit management personnel review non-owner occupied one- to four-family, multi-family, construction and land, and commercial real estate that individually, or as part of an overall borrower relationship exceed \$1.0 million in potential exposure and review commercial loans that individually, or as part of an overall borrower relationship exceed \$200,000 in potential exposure. Loans meeting these criteria are reviewed on an annual basis, or more frequently, if the loan renewal is less than one year. With respect to this review process, management has determined that pass loans include loans that exhibit acceptable financial statements, cash flow and leverage. Watch loans have potential weaknesses that deserve management's attention, and if left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the credit. Substandard loans are considered inadequately protected by the current net worth and paying capacity of the obligor or the collateral pledged. These loans generally have a well-defined weakness that may jeopardize liquidation of the debt and are characterized by the distinct possibility that the Company will sustain some loss if the deficiencies are not corrected. Finally, a loan is considered to be impaired when it is probable that the Company will not be able to collect all amounts due according to the contractual terms of the loan agreement. Management has determined that all non-accrual loans and loans modified under troubled debt restructurings meet the definition of an impaired loan.

The Company's procedures dictate that an updated valuation must be obtained with respect to underlying collateral at the time a loan is deemed impaired. Updated valuations may also be obtained upon transfer from loans receivable to real estate owned based upon the age of the prior appraisal, changes in market conditions or known changes to the physical condition of the property.

Estimated fair values are reduced to account for sales commissions, broker fees, unpaid property taxes and additional selling expenses to arrive at an estimated net realizable value. The adjustment factor is based upon the Company's actual experience with respect to sales of real estate owned over the prior two years. In situations in which we are placing reliance on an appraisal that is more than one year old, an additional adjustment factor is applied to account for downward market pressure since the date of appraisal. The additional adjustment factor is based upon relevant

sales data available for our general operating market as well as company-specific historical net realizable values as compared to the most recent appraisal prior to disposition.

With respect to multi-family income-producing real estate, appraisals are reviewed and estimated collateral values are adjusted by updating significant appraisal assumptions to reflect current real estate market conditions. Significant assumptions reviewed and updated include the capitalization rate, rental income and operating expenses. These adjusted assumptions are based upon recent appraisals received on similar properties as well as on actual experience related to real estate owned and currently under Company management.

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The following tables present data on impaired loans at March 31, 2019 and December 31, 2018.

| | As of March 31, 2019 | | | |
|--------------------------------|----------------------|-----------|---------|-------------|
| | Recorded | Unpaid | Reserve | Cumulative |
| | Investmen | Principal | | Charge-Offs |
| | (In Thousands) | | | |
| Total Impaired with Reserve | | | | |
| One- to four-family | \$353 | \$353 | \$ 74 | \$ - |
| Multi-family | 347 | 347 | 83 | - |
| Home equity | 85 | 85 | 31 | - |
| Construction and land | - | - | - | - |
| Commercial real estate | 2,471 | 2,880 | 121 | 409 |
| Consumer | - | - | - | - |
| Commercial | - | - | - | - |
| | 3,256 | 3,665 | 309 | 409 |
| Total Impaired with no Reserve | | | | |
| One- to four-family | 7,598 | 8,538 | - | 940 |
| Multi-family | 936 | 1,767 | - | 831 |
| Home equity | 137 | 137 | - | - |
| Construction and land | - | - | - | - |
| Commercial real estate | 384 | 384 | - | - |
| Consumer | - | - | - | - |
| Commercial | 13 | 13 | - | - |
| | 9,068 | 10,839 | - | 1,771 |
| Total Impaired | | | | |
| One- to four-family | 7,951 | 8,891 | 74 | 940 |
| Multi-family | 1,283 | 2,114 | 83 | 831 |
| Home equity | 222 | 222 | 31 | - |
| Construction and land | - | - | - | - |
| Commercial real estate | 2,855 | 3,264 | 121 | 409 |
| Consumer | - | - | - | - |
| Commercial | 13 | 13 | - | - |
| | \$12,324 | \$ 14,504 | \$ 309 | \$ 2,180 |

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| | As of December 31, 2018 | | | |
|--------------------------------|-------------------------|-----------|---------|-------------|
| | Recorded | Unpaid | | Cumulative |
| | Investment | Principal | Reserve | Charge-Offs |
| | (In Thousands) | | | |
| Total Impaired with Reserve | | | | |
| One- to four-family | \$462 | \$462 | \$ 73 | \$ - |
| Multi-family | - | - | - | - |
| Home equity | 107 | 107 | 46 | - |
| Construction and land | - | - | - | - |
| Commercial real estate | 2,493 | 2,902 | 67 | 409 |
| Consumer | - | - | - | - |
| Commercial | - | - | - | - |
| | 3,062 | 3,471 | 186 | 409 |
| Total Impaired with no Reserve | | | | |
| One- to four-family | 7,180 | 8,120 | - | 940 |
| Multi-family | 1,309 | 2,142 | - | 833 |
| Home equity | 139 | 139 | - | - |
| Construction and land | - | - | - | - |
| Commercial real estate | 392 | 392 | - | - |
| Consumer | - | - | - | - |
| Commercial | 18 | 18 | - | - |
| | 9,038 | 10,811 | - | 1,773 |
| Total Impaired | | | | |
| One- to four-family | 7,642 | 8,582 | 73 | 940 |
| Multi-family | 1,309 | 2,142 | - | 833 |
| Home equity | 246 | 246 | 46 | - |
| Construction and land | - | - | - | - |
| Commercial real estate | 2,885 | 3,294 | 67 | 409 |
| Consumer | - | - | - | - |
| Commercial | 18 | 18 | - | - |
| | \$12,100 | \$14,282 | \$ 186 | \$ 2,182 |

| Three months ended March 31, 2019 | Average Recorded Interest Investment Paid (In Thousands) | |
|-----------------------------------|---|-----|
| Total Impaired with Reserve | | |
| One- to four-family | \$354 | 6 |
| Multi-family | 349 | 10 |
| Home equity | 86 | 2 |
| Construction and land | - | - |
| Commercial real estate | 2,481 | 26 |
| Consumer | - | - |
| Commercial | - | - |
| | 3,270 | 44 |
| Total Impaired with no Reserve | | |
| One- to four-family | 7,652 | 114 |
| Multi-family | 945 | 20 |
| Home equity | 138 | 1 |
| Construction and land | - | - |
| Commercial real estate | 388 | 4 |
| Consumer | - | - |
| Commercial | 16 | - |
| | 9,139 | 139 |
| Total Impaired | | |
| One- to four-family | 8,006 | 120 |
| Multi-family | 1,294 | 30 |
| Home equity | 224 | 3 |
| Construction and land | - | - |
| Commercial real estate | 2,869 | 30 |
| Consumer | - | - |
| Commercial | 16 | - |
| | \$12,409 | 183 |

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| Three months ended March 31, 2018 | Average Recorded Investment | Interest Paid |
|-----------------------------------|--------------------------------|------------------|
| | (In Thousands) | |
| Total Impaired with Reserve | | |
| One- to four-family | \$738 | 9 |
| Multi-family | - | - |
| Home equity | 98 | 2 |
| Construction and land | - | - |
| Commercial real estate | 32 | - |
| Consumer | - | - |
| Commercial | - | - |
| | 868 | 11 |
| Total Impaired with no Reserve | | |
| One- to four-family | 4,364 | 64 |
| Multi-family | 1,190 | 21 |
| Home equity | 57 | 1 |
| Construction and land | - | - |
| Commercial real estate | 150 | - |
| Consumer | - | - |
| Commercial | 26 | - |
| | 5,787 | 86 |
| Total Impaired | | |
| One- to four-family | 5,102 | 73 |
| Multi-family | 1,190 | 21 |
| Home equity | 155 | 3 |
| Construction and land | - | - |
| Commercial real estate | 182 | - |
| Consumer | - | - |
| Commercial | 26 | - |
| | \$6,655 | 97 |

The difference between a loan's recorded investment and the unpaid principal balance represents a partial charge-off resulting from a confirmed loss when the value of the collateral securing the loan is below the loan balance and management's assessment that the full collection of the loan balance is not likely.

When a loan is considered impaired, interest payments received are treated as interest income on a cash basis as long as the remaining book value of the loan (i.e., after charge-off of all identified losses) is deemed to be fully collectible. If the remaining book value is not deemed to be fully collectible, all payments received are applied to unpaid principal. Determination as to the ultimate collectability of the remaining book value is supported by an updated credit department evaluation of the borrower's financial condition and prospects for repayment, including consideration of the borrower's sustained historical repayment performance and other relevant factors.

The determination as to whether an allowance is required with respect to impaired loans is based upon an analysis of the value of the underlying collateral and/or the borrower's intent and ability to make all principal and interest payments in accordance with contractual terms. The evaluation process is subject to the use of significant estimates and actual results could differ from estimates. This analysis is primarily based upon third party appraisals and/or a discounted cash flow analysis. In those cases in which no allowance has been provided for an impaired loan, the Company has determined that the estimated value of the underlying collateral exceeds the remaining outstanding balance of the loan. Of the total \$9.1 million of impaired loans as of March 31, 2019 for which no allowance has been

provided, \$1.8 million in net charge-offs have been recorded to reduce the unpaid principal balance to an amount that is commensurate with the loans' net realizable value, using the estimated fair value of the underlying collateral. To the extent that further deterioration in property values continues, the Company may have to reevaluate the sufficiency of the collateral servicing these impaired loans resulting in additional provisions to the allowance for loans losses or charge-offs.

At March 31, 2019, total impaired loans included \$6.7 million of troubled debt restructurings. Troubled debt restructurings involve granting concessions to a borrower experiencing financial difficulty by modifying the terms of the loan in an effort to avoid foreclosure. The vast majority of debt restructurings include a modification of terms to allow for an interest only payment and/or reduction in interest rate. The restructured terms are typically in place for six to twelve months. At December 31, 2018, total impaired loans included \$6.7 million of troubled debt restructurings.

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The following presents data on troubled debt restructurings:

| | As of March 31, 2019 | | | | | |
|------------------------|-------------------------|--------|--------------|--------|---------|--------|
| | Accruing | | Non-accruing | | Total | |
| | Amount | Number | Amount | Number | Amount | Number |
| | (Dollars in Thousands) | | | | | |
| One- to four-family | \$2,740 | 2 | \$ 809 | 5 | \$3,549 | 7 |
| Multi-family | - | - | 357 | 2 | 357 | 2 |
| Commercial real estate | 2,740 | 2 | 13 | 1 | 2,753 | 3 |
| | \$5,480 | 4 | \$ 1,179 | 8 | \$6,659 | 12 |
| | As of December 31, 2018 | | | | | |
| | Accruing | | Non-accruing | | Total | |
| | Amount | Number | Amount | Number | Amount | Number |
| | (Dollars in Thousands) | | | | | |
| One- to four-family | \$2,740 | 2 | \$ 844 | 5 | \$3,584 | 7 |
| Multi-family | - | - | 372 | 2 | 372 | 2 |
| Commercial real estate | 2,759 | 2 | 17 | 1 | 2,776 | 3 |
| | \$5,499 | 4 | \$ 1,233 | 8 | \$6,732 | 12 |

At March 31, 2019, \$6.7 million in loans had been modified in troubled debt restructurings and \$1.2 million of these loans were included in the non-accrual loan total. The remaining \$5.5 million, while meeting the internal requirements for modification in a troubled debt restructuring, were current with respect to payments under their original loan terms at the time of the restructuring and, therefore, continued to be included with accruing loans. Provided these loans perform in accordance with the modified terms, they will continue to be accounted for on an accrual basis.

All loans that have been modified in a troubled debt restructuring are considered to be impaired. As such, an analysis has been performed with respect to all of these loans to determine the need for a valuation reserve. When a loan is expected to perform in accordance with the restructured terms and ultimately return to and perform under contract terms, a valuation allowance is established for an amount equal to the excess of the present value of the expected future cash flows under the original contract terms as compared with the modified terms, including an estimated default rate. When there is doubt as to the borrower's ability to perform under the restructured terms or ultimately return to and perform under market terms, a valuation allowance is established equal to the impairment when the carrying amount exceeds fair value of the underlying collateral. As a result of the impairment analysis, a \$121,000 valuation allowance has been established as of March 31, 2019 with respect to the \$6.7 million in troubled debt restructurings. As of December 31, 2018, a \$67,000 valuation allowance had been established with respect to the \$6.7 million in troubled debt restructurings.

After a troubled debt restructuring reverts to market terms, a minimum of six consecutive contractual payments must be received prior to consideration for a return to accrual status. If an updated credit department review indicates no other evidence of elevated credit risk, the loan is returned to accrual status at that time.

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The following presents troubled debt restructurings by concession type:

| | As of March 31, 2019 | | | | | |
|--|--|--------|------------|--------|---------|--------|
| | Performing in accordance with modified terms | | In Default | | Total | |
| | Amount | Number | Amount | Number | Amount | Number |
| | (Dollars in Thousands) | | | | | |
| Interest reduction and principal forbearance | \$5,804 | 7 | \$521 | 2 | \$6,325 | 9 |
| Interest reduction | 334 | 3 | - | - | 334 | 3 |
| | \$6,138 | 10 | \$521 | 2 | \$6,659 | 12 |

| | As of December 31, 2018 | | | | | |
|--|--|--------|------------|--------|---------|--------|
| | Performing in accordance with modified terms | | In Default | | Total | |
| | Amount | Number | Amount | Number | Amount | Number |
| | (Dollars in Thousands) | | | | | |
| Interest reduction and principal forbearance | \$5,848 | 7 | \$546 | 2 | \$6,394 | 9 |
| Interest reduction | 338 | 3 | - | - | 338 | 3 |
| | \$6,186 | 10 | \$546 | 2 | \$6,732 | 12 |

There were no loans modified as troubled debt restructurings during the three months ended March 31, 2019 and March 31, 2018.

There were no troubled debt restructurings within the past twelve months for which there was a default during the three ended March 31, 2019 and March 31, 2018.

The following table presents data on non-accrual loans as of March 31, 2019 and December 31, 2018:

| | March | |
|---|------------------------|-------------------|
| | 31, 2019 | December 31, 2018 |
| | (Dollars in Thousands) | |
| Non-accrual loans: | | |
| Residential | | |
| One- to four-family | \$5,211 | \$ 4,902 |
| Multi-family | 1,283 | 1,309 |
| Home equity | 177 | 201 |
| Construction and land | - | - |
| Commercial real estate | 114 | 125 |
| Commercial | 13 | 18 |
| Consumer | - | - |
| Total non-accrual loans | \$6,798 | \$ 6,555 |
| Total non-accrual loans to total loans receivable | 0.49 % | 0.48 % |
| Total non-accrual loans to total assets | 0.35 % | 0.34 % |

Note 4— Real Estate Owned

Real estate owned is summarized as follows:

| | March 31, 2019 | | December 31, 2018 |
|--------------------------------------|----------------------|--|----------------------|
| | (In Thousands) | | |
| One- to four-family | \$30 | | \$ 163 |
| Multi-family | - | | - |
| Construction and land | 2,724 | | 3,327 |
| Commercial real estate | 300 | | 300 |
| Total real estate owned | 3,054 | | 3,790 |
| Valuation allowance at end of period | (1,405) | | (1,638) |
| Total real estate owned, net | \$ 1,649 | | \$ 2,152 |

The following table presents the activity in the Company's real estate owned:

| | Three months ended March 31, 2019 | | 2018 |
|--|--|--|---------|
| | (In Thousands) | | |
| Real estate owned at beginning of the period | \$2,152 | | 4,558 |
| Transferred from loans receivable | 30 | | 238 |
| Sales (net of gains / losses) | (533) | | (1,165) |
| Write downs | - | | (257) |
| Other | - | | - |
| Real estate owned at the end of the period | \$ 1,649 | | 3,374 |

Residential one- to four-family mortgage loans that were in the process of foreclosure were \$2.1 million and \$2.2 million at March 31, 2019 and December 31, 2018, respectively.

Note 5— Mortgage Servicing Rights

The following table presents the activity in the Company's mortgage servicing rights:

| | Three months ended March 31, 2019 2018 (In Thousands) | |
|--|---|--------|
| Mortgage servicing rights at beginning of the period | \$ 109 | \$ 888 |
| Additions | 97 | 100 |
| Amortization | (10) | (49) |
| Sales | - | - |
| Mortgage servicing rights at end of the period | 196 | 939 |
| Valuation allowance at end of period | (57) | - |
| Mortgage servicing rights at end of the period, net | \$ 139 | \$ 939 |

During the three months ended March 31, 2019, \$491.2 million in residential loans were originated for sale on a consolidated basis. During the same period, sales of loans held for sale totaled \$533.4 million, generating mortgage banking income of \$23.4 million. The unpaid principal balance of loans serviced for others was \$27.1 million and \$14.1 million at March 31, 2019 and December 31, 2018, respectively. These loans are not reflected in the consolidated statements of financial condition.

The fair value of mortgage servicing rights were \$147,000 at March 31, 2019 and \$1.4 million at March 31, 2018. During the three months ended March 31, 2019 and March 31, 2018, the Company did not sell any mortgage servicing rights.

The following table shows the estimated future amortization expense for mortgage servicing rights for the periods indicated:

| | (In Thousands) |
|---|-------------------|
| Estimate for the period ending December 31: | |
| 2019 | \$ 27 |
| 2020 | 26 |
| 2021 | 23 |
| 2022 | 19 |
| 2023 | 15 |
| Thereafter | 29 |
| Total | \$ 139 |

Note 6— Deposits

At March 31, 2019 and December 31, 2018, time deposits with balances greater than \$250,000 amounted to \$64.5 million and \$60.1 million, respectively.

A summary of the contractual maturities of time deposits at March 31, 2019 is as follows:

(In
Thousands)

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| | |
|-----------------------------------|------------|
| Within one year | \$ 564,398 |
| More than one to two years | 155,474 |
| More than two to three years | 10,506 |
| More than three to four years | 2,169 |
| More than four through five years | 944 |
| | \$ 733,491 |

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Note 7— Borrowings

Borrowings consist of the following:

| | March 31, 2019 | | December 31, 2018 | |
|--|------------------------|-----------------------------|-------------------|-----------------------------|
| | Balance | Weighted Average Rate | Balance | Weighted Average Rate |
| | (Dollars in Thousands) | | | |
| Short term: | | | | |
| Repurchase agreement | \$ 18,451 | 5.75 % | \$ 5,046 | 5.39 % |
| Long term: | | | | |
| Federal Home Loan Bank, Chicago advances maturing: | | | | |
| 2027 | 175,000 | 1.38 % | 175,000 | 1.38 % |
| 2028 | 255,000 | 2.37 % | 255,000 | 2.37 % |
| | \$ \$ 448,451 | 2.12 % | \$ \$ 435,046 | 2.01 % |

The short-term repurchase agreement represents the outstanding portion of a total \$35.0 million commitment with one unrelated bank. The short-term repurchase agreement is utilized by Waterstone Mortgage Corporation to finance loans originated for sale. This agreement is secured by the underlying loans being financed. Related interest rates are based upon the note rate associated with the loans being financed. The short-term repurchase agreement had a \$18.5 million balance at March 31, 2019 and an \$5.0 million balance at December 31, 2018.

The \$175.0 million in advances due in 2027 consists of one \$50.0 million advance with a fixed rate of 1.24% with a FHLB single call option in May 2019, one \$50.0 million advance with a fixed rate of 1.23% with a FHLB single call option in June 2019, one \$25.0 million advance with a fixed rate of 1.23% with a FHLB single call option in August 2019, and one \$50.0 million advance with a fixed rate of 1.73% with a FHLB single call option in December 2019.

The \$255.0 million in advances due in 2028 consists of one \$25.0 million advance with a fixed rate of 2.16% with a FHLB single call option in March 2020, two advances totaling \$55.0 million with a fixed rate of 2.27% and with a FHLB single call option in March 2021, one advance of \$25.0 million with a fixed rate of 2.40% and with a FHLB single call option in May 2020, two advances totaling \$50.0 million with fixed rates of 2.34% and 2.48% and with a FHLB single call option in May 2021, one advance of \$50.0 million with a fixed rate of 2.34% and with a FHLB quarterly call option beginning in June 2020, and one advance of \$50.0 million with a fixed rate of 2.57% and with a FHLB quarterly call option beginning in September 2020.

The Company selects loans that meet underwriting criteria established by the FHLB as collateral for outstanding advances. The Company's borrowings from the FHLB are limited to 80% of the carrying value of unencumbered one-to four-family mortgage loans, 75% of the carrying value of multi-family loans and 64% of the carrying value of home equity loans. In addition, these advances were collateralized by FHLB stock of \$19.4 million at March 31, 2019 and \$19.4 million at December 31, 2018. In the event of prepayment, the Company is obligated to pay all remaining contractual interest on the advance.

Note 8 – Regulatory Capital

The Company and the Bank are subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements, or overall financial performance deemed by the regulators to be inadequate, can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Company's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital guidelines that involve quantitative measures of the Company's and Bank's assets, liabilities, and certain off-balance-sheet items, as calculated under regulatory accounting practices. The Company's and Bank's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

The Federal Reserve Board and the Federal Deposit Insurance Corporation ("FDIC") issued final rules implementing the Basel III regulatory capital framework and related Dodd-Frank Wall Street Reform and Consumer Protection Act changes. The rules revise minimum capital requirements and adjust prompt corrective action thresholds. The final rules revise the regulatory capital elements, add a new common equity Tier I capital ratio, increase the minimum Tier 1 capital ratio requirements and implement a new capital conservation buffer. The rules also permit certain banking organizations to retain, through a one-time election, the existing treatment for accumulated other comprehensive income. The Company and the Bank have made the election to retain the existing treatment for accumulated other comprehensive income. The final rules took effect for the Company and the Bank on January 1, 2015, subject to a transition period for certain parts of the rules.

In addition, as a result of the legislation, the federal banking agencies are required to develop a "Community Bank Leverage Ratio" (the ratio of a bank's tangible equity capital to average total consolidated assets) for financial institutions with assets of less than \$10 billion. A "qualifying community bank" that exceeds this ratio will be deemed to be in compliance with all other capital and leverage requirements, including the capital requirements to be considered "well capitalized" under Prompt Corrective Action statutes. The federal banking agencies may consider a financial institution's risk profile when evaluating whether it qualifies as a community bank for purposes of the capital ratio requirement. The federal banking agencies must set the minimum capital for the new Community Bank Leverage Ratio at not less than 8% and not more than 10%. A financial institution can elect to be subject to this new definition.

The table below includes the regulatory capital ratio requirements that became effective on January 1, 2015. Beginning in 2016, an additional capital conservation buffer was added to the minimum requirements for capital adequacy purposes, subject to a three year phase-in period. The capital conservation buffer was fully phased-in as of January 1, 2019 at 2.5%. A banking organization with a conservation buffer of less than 2.5% will be subject to limitations on capital distributions, including dividend payments and certain discretionary bonus payments to executive officers. At March 31, 2019, the ratios for the Company and the Bank are sufficient to meet the fully phased-in conservation buffer.

The actual and required capital amounts and ratios for the Bank as of March 31, 2019 and December 31, 2018 are presented in the table below:

March 31, 2019

| Actual | | For Capital Adequacy Purposes | | Minimum Capital Adequacy with Capital Buffer | | To Be Well Capitalized Under Prompt Corrective Action Provisions | |
|------------------------|-------|-------------------------------|-------|--|-------|--|-------|
| Amount | Ratio | Amount | Ratio | Amount | Ratio | Amount | Ratio |
| (Dollars In Thousands) | | | | | | | |

Total Capital (to risk-weighted assets)

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| | | | | | | | | |
|--|-----------|--------|-----------|-------|-----------|--------|---------|--------|
| Consolidated Waterstone | | | | | | | | |
| Financial, Inc. | \$397,167 | 27.04% | \$117,511 | 8.00% | \$154,233 | 10.50% | \$N/A | N/A |
| WaterStone Bank | 401,987 | 27.39% | 117,414 | 8.00% | 154,105 | 10.50% | 146,767 | 10.00% |
| Tier 1 Capital (to risk-weighted assets) | | | | | | | | |
| Consolidated Waterstone | | | | | | | | |
| Financial, Inc. | 384,606 | 26.18% | 88,133 | 6.00% | 124,855 | 8.50% | N/A | N/A |
| WaterStone Bank | 389,426 | 26.53% | 88,060 | 6.00% | 124,752 | 8.50% | 117,414 | 8.00% |
| Common Equity Tier 1 Capital (to risk-weighted assets) | | | | | | | | |
| Consolidated Waterstone | | | | | | | | |
| Financial, Inc. | 384,606 | 26.18% | 66,100 | 4.50% | 102,822 | 7.00% | N/A | N/A |
| WaterStone Bank | 389,426 | 26.53% | 66,045 | 4.50% | 102,737 | 7.00% | 95,398 | 6.50% |
| Tier 1 Capital (to average assets) | | | | | | | | |
| Consolidated Waterstone | | | | | | | | |
| Financial, Inc. | 384,606 | 20.10% | 76,521 | 4.00% | N/A | N/A | N/A | N/A |
| WaterStone Bank | 389,426 | 20.36% | 76,521 | 4.00% | N/A | N/A | 95,651 | 5.00% |
| State of Wisconsin (to total assets) | | | | | | | | |
| WaterStone Bank | 389,426 | 20.24% | 115,455 | 6.00% | N/A | N/A | N/A | N/A |

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December 31, 2018

| | Actual | | For Capital Adequacy Purposes | | Minimum Capital Adequacy with Capital Buffer | | To Be Well Capitalized Under Prompt Corrective Action Provisions | |
|--|-----------|--------|-------------------------------|-------|--|--------|--|--------|
| | Amount | Ratio | Amount | Ratio | Amount | Ratio | Amount | Ratio |
| (Dollars In Thousands) | | | | | | | | |
| Total Capital (to risk-weighted assets) | | | | | | | | |
| Consolidated Waterstone | | | | | | | | |
| Financial, Inc. | \$414,566 | 28.22% | \$117,506 | 8.00% | \$145,046 | 9.875% | \$N/A | N/A |
| WaterStone Bank | 395,783 | 26.95% | 117,490 | 8.00% | 145,027 | 9.875% | 146,863 | 10.00% |
| Tier 1 Capital (to risk-weighted assets) | | | | | | | | |
| Consolidated Waterstone | | | | | | | | |
| Financial, Inc. | 401,317 | 27.32% | 88,130 | 6.00% | 115,670 | 7.875% | N/A | N/A |
| WaterStone Bank | 382,534 | 26.05% | 88,118 | 6.00% | 115,655 | 7.875% | 117,490 | 8.00% |
| Common Equity Tier 1 Capital (to risk-weighted assets) | | | | | | | | |
| Consolidated Waterstone | | | | | | | | |
| Financial, Inc. | 401,317 | 27.32% | 66,097 | 4.50% | 93,638 | 6.375% | N/A | N/A |
| WaterStone Bank | 382,534 | 26.05% | 66,088 | 4.50% | 93,625 | 6.375% | 95,461 | 6.50% |
| Tier 1 Capital (to average assets) | | | | | | | | |
| Consolidated Waterstone | | | | | | | | |
| Financial, Inc. | 401,317 | 21.06% | 76,214 | 4.00% | N/A | N/A | N/A | N/A |
| WaterStone Bank | 382,534 | 20.08% | 76,214 | 4.00% | N/A | N/A | 95,268 | 5.00% |
| State of Wisconsin (to total assets) | | | | | | | | |
| WaterStone Bank | 382,534 | 20.01% | 114,712 | 6.00% | N/A | N/A | N/A | N/A |

Note 9 – Income Taxes

Income tax expense decreased \$122,000, or 5.8%, to \$2.0 million for the three months ended March 31, 2019 compared to \$2.1 million during the three months ended March 31, 2018. Income tax expense was recognized on the statement of income during the three months ended March 31, 2019 at an effective rate of 23.3% of pretax income compared to 23.2% during the three months ended March 31, 2018. During the three months ended March 31, 2019, the Company recognized a benefit of approximately \$92,000 related to stock awards exercised compared to a benefit of \$130,000 recognized during the three months ended March 31, 2018.

Note 10 – Offsetting of Assets and Liabilities

The Company enters into agreements under which it sells securities subject to an obligation to repurchase the same or similar securities. In addition, the Company enters into agreements under which it sells loans held for sale subject to an obligation to repurchase the same loans. Under these arrangements, the Company may transfer legal control over the assets but still retain effective control through an agreement that both entitles and obligates the Company to repurchase the assets. As a result, these repurchase agreements are accounted for as collateralized financing arrangements (i.e., secured borrowings) and not as a sale and subsequent repurchase of assets. The obligation to repurchase the assets is reflected as a liability in the Company's consolidated statements of condition, while the securities and loans held for sale underlying the repurchase agreements remain in the respective investment securities and loans held for sale asset accounts. In other words, there is no offsetting or netting of the investment securities or loans held for sale assets with the repurchase agreement liabilities. The Company's repurchase agreement is subject to master netting agreements, which sets forth the rights and obligations for repurchase and offset. Under the master netting agreement, the Company is entitled to set off the collateral placed with a single counterparty against obligations owed to that counterparty.

The following table presents the liabilities subject to an enforceable master netting agreement as of March 31, 2019 and December 31, 2018.

| | Gross Recognize Liabilities (In Thousands) | Gross Amounts Offset | Net Amounts Presented | Gross Amounts Not Offset | Net Amount |
|----------------------|---|----------------------------|-----------------------------|-----------------------------------|---------------|
| March 31, 2019 | | | | | |
| Repurchase Agreement | | | | | |
| Short-term | \$ 18,451 | \$ - | \$ 18,451 | \$ 18,451 | \$ - |
| | \$ 18,451 | \$ - | \$ 18,451 | \$ 18,451 | \$ - |
| December 31, 2018 | | | | | |
| Repurchase Agreement | | | | | |
| Short-term | \$ 5,046 | \$ - | \$ 5,046 | \$ 5,046 | \$ - |
| | \$ 5,046 | \$ - | \$ 5,046 | \$ 5,046 | \$ - |

Note 11– Commitments, Off-Balance Sheet Arrangements, and Contingent Liabilities

The Company is a party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit and standby letters of credit. Those instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amounts recognized in the consolidated statements of financial condition. The contract or notional amounts of those instruments reflect the extent of involvement the Company has in particular classes of financial instruments.

| | March 31, 2019 | December 31, 2018 |
|---|----------------------|----------------------|
| | (In Thousands) | |
| Financial instruments whose contract amounts represent potential credit risk: | | |
| Commitments to extend credit under amortizing loans (1) | \$ 13,355 | \$ 33,762 |
| Commitments to extend credit under home equity lines of credit (2) | 14,163 | 14,903 |
| Unused portion of construction loans (3) | 71,332 | 79,776 |
| Unused portion of business lines of credit | 13,501 | 16,778 |
| Standby letters of credit | 261 | 860 |

(1) Commitments for loans are extended to customers for up to 90 days after which they expire. Excludes commitments to originate loans held for sale, which are discussed in the following footnote.

(2) Unused portions of home equity loans are available to the borrower for up to 10 years.

(3) Unused portions of construction loans are available to the borrower for up to one year.

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

Standby letters of credit are conditional commitments issued by the Company to guarantee the performance of a customer to a third party. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. The Company holds mortgages on the underlying real estate as collateral supporting those commitments for which collateral is deemed necessary.

The Company has determined that there are no probable losses related to commitments to extend credit or the standby letters of credit as of March 31, 2019 and December 31, 2018.

In the normal course of business, the Company, or its subsidiaries, are involved in various legal proceedings. In the opinion of management, any liability resulting from pending proceedings would not be expected to have a material adverse effect on the Company's consolidated financial statements.

Herrington et al. v. Waterstone Mortgage Corporation

Waterstone Mortgage Corporation is a defendant in a class action lawsuit that was filed in the United States District Court for the Western District of Wisconsin and subsequently compelled to arbitration before the American Arbitration Association. The plaintiff class alleged that Waterstone Mortgage Corporation violated certain provisions of the Fair Labor Standards Act (FLSA) and failed to pay loan officers consistent with their employment agreements. On July 5, 2017, the arbitrator issued a Final Award finding Waterstone Mortgage Corporation liable for unpaid

minimum wages, overtime, unreimbursed business expenses, and liquidated damages under the FLSA. On December 8, 2017, the District Court confirmed the award in large part, and entered a judgment against Waterstone in the amount of \$7,267,919 in damages to Claimants, \$3,298,851 in attorney fees and costs, and a \$20,000 incentive fee to Plaintiff Herrington, plus post-judgment interest. On February 12, 2018, the District Court awarded post-arbitration fees and costs of approximately \$98,000. The judgment was appealed by Waterstone to the Seventh Circuit Court of Appeals, where oral argument was held on May 29, 2018. On October 22, 2018, the Seventh Circuit issued a ruling vacating the District Court's order enforcing the arbitration award. If the District Court determines the agreement only allows for individual arbitration, the award would be vacated and the case sent to individual arbitration for a new proceeding. If the District Court determines the arbitration agreement nevertheless allows for collective arbitration, the District Court could confirm the prior award.

On December 28, 2018, Plaintiff filed a post-remand brief. In it, Plaintiff asks the District Court to reaffirm the arbitration award entered by the arbitrator in full. Alternatively, she asked the Court to affirm her individual damage award and the awards of 123 other opt-ins whose arbitration agreements permit joinder or class actions. Lastly, Plaintiff asked the District Court to have 154 opt-ins intervene and file an amended complaint for individual relief in court. Waterstone opposed the motion on January 28, 2019, and asked the District Court to vacate the prior Final Award in full because Herrington's arbitration agreement only allows for individual arbitration. Plaintiff filed its reply on February 14, 2019.

On April 25, 2019, the District Court held that Plaintiff's claims must be resolved through single-plaintiff arbitration. As a result, it vacated the July 5, 2017 arbitration award in its entirety, and closed the case. Given these recent developments, and since the award has been vacated, Waterstone does not believe a loss is probable at this time. Accordingly, in accordance with the authoritative guidance in the evaluation of contingencies, the Company has not recorded an accrual related to this matter. The Company does not yet know whether Plaintiff, or other claimants who were part of the prior arbitration will seek to re-assert their claims in arbitration. As a result, it cannot offer an opinion on the likelihood of an unfavorable outcome on the issue of liability or estimate the range of any possible loss at this time.

Werner et al. v. Waterstone Mortgage Corporation

Waterstone Mortgage Corporation is a defendant in a putative collection action lawsuit that was filed on August 4, 2017 in the United States District Court for the Western District of Wisconsin, Werner et al. v. Waterstone Mortgage Corporation. Plaintiffs allege that Waterstone Mortgage Corporation violated the Fair Labor Standards Act (FLSA) by failing to pay loan officers minimum and overtime wages. On October 26, 2017, Plaintiffs moved for conditional certification and to provide notice to the putative class. On February 9, 2018, the Court denied Plaintiffs' motion for conditional certification and notice.

On July 23, 2018, Waterstone filed a motion for partial summary judgment on the claims. It sought to (1) dismiss the time-barred claims of four opt-ins and (2) dismiss all other opt-ins due to the denial of conditional certification. In response, all but Werner and Wiesneski filed motions to withdraw their consents to join the case. The Court denied the summary judgment motion on the basis that it was moot due to the opt-in plaintiffs voluntarily dismissing their case.

On October 17, 2018, Werner and Wiesneski asked the Court to send their claims to arbitration. On December 13, 2018, the Court denied the request, finding they had waived their right to arbitrate based on litigating the case in Court for over a year. Thus, the case remained in Court as a two-Plaintiff case.

In April 2019, the parties finalized a settlement in principle to resolve the claims. The Court granted approval of the settlement and dismissed Plaintiffs' claims. The amount of the settlement would not have a material impact to the financial statements.

Note 12 – Derivative Financial Instruments

In connection with its mortgage banking activities, the Company enters into derivative financial instruments as part of its strategy to manage its exposure to changes in interest rates. Mortgage banking derivatives include interest rate lock commitments provided to customers to fund mortgage loans to be sold in the secondary market and forward commitments for the future delivery of such loans to third party investors. It is the Company's practice to enter into forward commitments for the future delivery of residential mortgage loans when interest rate lock commitments are entered into in order to economically hedge the effect of future changes in interest rates on its commitments to fund the loans as well as on its portfolio of mortgage loans held for sale. The Company's mortgage banking derivatives have not been designated as hedge relationships. These instruments are used to manage the Company's exposure to interest rate movements and other identified risks but do not meet the strict hedge accounting requirements of ASC 815. Changes in the fair value of derivatives not designated in hedging relationships are recorded as a component of mortgage banking income in the Company's consolidated statements of operations. The Company does not use derivatives for speculative purposes.

Forward commitments to sell mortgage loans represent commitments obtained by the Company from a secondary market agency to purchase mortgages from the Company at specified interest rates and within specified periods of time. Commitments to sell loans are made to mitigate interest rate risk on interest rate lock commitments to originate loans and loans held for sale. At March 31, 2019, the Company had forward commitments to sell mortgage loans with an aggregate notional amount of approximately \$255.7 million and interest rate lock commitments with an aggregate notional amount of approximately \$350.4 million. The fair value of the forward commitments to sell mortgage loans at March 31, 2019 included a loss of \$1.0 million that is reported as a component of other liabilities on the Company's consolidated statement of financial condition. The fair value of the interest rate locks at March 31, 2019 included a gain of \$3.1 million that is reported as a component of other assets on the Company's consolidated statements of financial condition. At December 31, 2018, the Company had forward commitments to sell mortgage loans with an aggregate notional amount of \$276.3 million and interest rate lock commitments with an aggregate notional amount of approximately \$164.9 million. The fair value of the forward commitments to sell mortgage loans at December 31, 2018 included a loss of \$1.1 million that is reported as a component of other liabilities on the Company's consolidated statement of financial condition. The fair value of the interest rate locks at December 31, 2018 included a gain of \$2.0

million that is reported as a component of other assets on the Company's consolidated statements of financial condition.

In determining the fair value of its derivative loan commitments, the Company considers the value that would be generated by the loan arising from exercise of the loan commitment when sold in the secondary mortgage market. That value includes the price that the loan is expected to be sold for in the secondary mortgage market. The fair value of these commitments is recorded on the consolidated statements of financial condition with the changes in fair value recorded as a component of mortgage banking income.

The significant unobservable input used in the fair value measurement of the Company's mortgage banking derivatives, including interest rate lock commitments, is the loan pull through rate. This represents the percentage of loans currently in a lock position which the Company estimates will ultimately close. Generally, the fair value of an interest rate lock commitment will be positively (negatively) impacted when the prevailing interest rate is lower (higher) than the interest rate lock commitment. Generally, an increase in the pull through rate will result in the fair value of the interest rate lock increasing when in a gain position, or decreasing when in a loss position. The pull through rate is largely dependent on the loan processing stage that a loan is currently in and the change in prevailing interest rates from the time of the rate lock. The pull through rate is computed using historical data and the ratio is periodically reviewed by the Company.

Residential mortgage loans sold to others are predominantly conventional residential first lien mortgages. The Company's agreements to sell residential mortgage loans in the normal course of business usually require certain representations and warranties on the underlying loans sold related to credit information, loan documentation and collateral, which if subsequently are untrue or breached, could require the Company to repurchase certain loans affected. The Company has only been required to make insignificant repurchases as a result of breaches of these representations and warranties. The Company's agreements to sell residential mortgage loans also contain limited recourse provisions. The recourse provisions are limited in that the recourse provision ends after certain payment criteria have been met. With respect to these loans, repurchase could be required if defined delinquency issues arose during the limited recourse period. Given that the underlying loans delivered to buyers are predominantly conventional first lien mortgages and that historical experience shows negligible losses and insignificant repurchase activity, management believes that losses and repurchases under the limited recourse provisions will continue to be insignificant.

Note 13 – Earnings Per Share

Earnings per share are computed using the two-class method. Basic earnings per share is computed by dividing net income allocated to common shares by the weighted average number of common shares outstanding during the applicable period. Diluted earnings per share is computed by dividing net income by the weighted average number of common shares outstanding adjusted for the dilutive effect of all potential common shares.

Presented below are the calculations for basic and diluted earnings per share:

| | Three months ended March 31, | |
|---|---------------------------------|--------|
| | 2019 | 2018 |
| Net income | \$6,542 | 6,953 |
| Weighted average shares outstanding | 26,499 | 27,509 |
| Effect of dilutive potential common shares | \$221 | 293 |
| Diluted weighted average shares outstanding | \$26,720 | 27,802 |
| Basic earnings per share | \$0.25 | 0.25 |
| Diluted earnings per share | \$0.24 | 0.25 |

Note 14 – Fair Value Measurements

ASC Topic 820, "Fair Value Measurements and Disclosures" defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. This accounting standard applies to reported balances that are required or permitted to be measured at fair value under existing accounting pronouncements. The standard also emphasizes that fair value (i.e., the price that would be received in an orderly transaction that is not a forced liquidation or distressed sale at the measurement date), among other things, is based on exit price versus entry price, should include assumptions about risk such as nonperformance risk in liability fair values, and is a market-based measurement, not an entity-specific measurement. When considering the assumptions that market participants would use in pricing the asset or liability, this accounting standard establishes a fair value hierarchy that distinguishes between market participant assumptions based on market data obtained from sources independent of the reporting entity (observable inputs that are classified within Levels 1 and 2 of the hierarchy) and the reporting entity's own assumptions about market participant assumptions (unobservable inputs classified within Level 3 of the hierarchy).

The fair value hierarchy prioritizes inputs used to measure fair value into three broad levels.

Level 1 inputs - In general, fair values determined by Level 1 inputs use quoted prices in active markets for identical assets or liabilities that we have the ability to access.

Level 2 inputs - Fair values determined by Level 2 inputs use inputs other than quoted prices included in Level 1 inputs that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets where there are few transactions and inputs other than quoted prices that are observable for the asset or liability, such as interest rates and yield curves that are observable at commonly quoted intervals.

Level 3 inputs - Level 3 inputs are unobservable inputs for the asset or liability and include situations where there is little, if any, market activity for the asset or liability.

In instances where the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the asset or liability.

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The following table presents information about our assets recorded in our consolidated statement of financial condition at their fair value on a recurring basis as of March 31, 2019 and December 31, 2018, and indicates the fair value hierarchy of the valuation techniques utilized to determine such fair value.

| | March 31, 2019 (In Thousands) | Fair Value Measurements Using | | |
|---|-------------------------------------|----------------------------------|----------|------------|
| | | Level 1 | Level 2 | Level 3 |
| Available-for-sale securities | | | | |
| Mortgage-backed securities | \$38,944 | \$- | \$38,944 | \$- |
| Collateralized mortgage obligations | | | | |
| Government sponsored enterprise issued | 75,584 | - | 75,584 | - |
| Municipal securities | 56,216 | - | 56,216 | - |
| Other debt securities | 13,480 | - | 13,480 | - |
| Loans held for sale | 123,011 | - | 123,011 | - |
| Mortgage banking derivative assets | 3,141 | - | - | 3,141 |
| Mortgage banking derivative liabilities | 1,005 | - | - | 1,005 |

| | December 31, 2018 (In Thousands) | Fair Value Measurements Using | | |
|---|--|----------------------------------|----------|------------|
| | | Level 1 | Level 2 | Level 3 |
| Available-for-sale securities | | | | |
| Mortgage-backed securities | \$41,631 | \$- | \$41,631 | \$- |
| Collateralized mortgage obligations | | | | |
| Government sponsored enterprise issued | 74,955 | - | 74,955 | - |
| Municipal securities | 55,948 | - | 55,948 | - |
| Other debt securities | 13,186 | - | 13,186 | - |
| Loans held for sale | 141,616 | - | 141,616 | - |
| Mortgage banking derivative assets | 2,014 | - | - | 2,014 |
| Mortgage banking derivative liabilities | 1,116 | - | - | 1,116 |

The following summarizes the valuation techniques for assets recorded in our consolidated statements of financial condition at their fair value on a recurring basis:

Available-for-sale securities – The Company’s investment securities classified as available for sale include: mortgage-backed securities, collateralized mortgage obligations, government sponsored enterprise bonds, municipal securities and other debt securities. The fair value of mortgage-backed securities, collateralized mortgage obligations and government sponsored enterprise bonds are determined by a third party valuation source using observable market data utilizing a matrix or multi-dimensional relational pricing model. Standard inputs to these models include observable market data such as benchmark yields, reported trades, broker quotes, issuer spreads, benchmark securities, prepayment models and bid/offer market data. For securities with an early redemption feature, an option adjusted spread model is utilized to adjust the issuer spread. These model and matrix measurements are classified as Level 2 in the fair value hierarchy. The fair value of municipal and other debt securities is determined by a third party valuation source using observable market data utilizing a multi-dimensional relational pricing model. Standard inputs to this model include observable market data such as benchmark yields, reported trades, broker quotes, rating updates and issuer spreads. These model measurements are classified as Level 2 in the fair value hierarchy. The change in fair

value is recorded through an adjustment to the statement of comprehensive income.

Loans held for sale – The Company carries loans held for sale at fair value under the fair value option model. Fair value is generally determined by estimating a gross premium or discount, which is derived from pricing currently observable in the secondary market, principally from observable prices for forward sale commitments. Loans held-for-sale are considered to be Level 2 in the fair value hierarchy of valuation techniques. The change in fair value is recorded through an adjustment to the statement of income.

Mortgage banking derivatives - Mortgage banking derivatives include interest rate lock commitments to originate residential loans held for sale to individual customers and forward commitments to sell residential mortgage loans to various investors. The Company utilizes a valuation model to estimate the fair value of its interest rate lock commitments to originate residential mortgage loans held for sale, which includes applying a pull through rate based upon historical experience and the current interest rate environment and then multiplying by quoted investor prices. The Company also utilizes a valuation model to estimate the fair value of its forward commitments to sell residential loans, which includes matching specific terms and maturities of the forward commitments against applicable investor pricing available. While there are Level 2 and 3 inputs used in the valuation models, the Company has determined that one or more of the inputs significant in the valuation of both of the mortgage banking derivatives fall within Level 3 of the fair value hierarchy. The change in fair value is recorded through an adjustment to the statement of income.

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The table below presents reconciliation for all assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) during 2019 and 2018.

| | Three months ended March 31, 2019 2018 (In Thousands) | |
|---|---|-------|
| Mortgage derivative, net balance at the beginning of the period | \$ 898 | 2004 |
| Mortgage derivative gain, net | 1,238 | 977 |
| Mortgage derivative, net balance at the end of the period | \$2,136 | 2,981 |

There were no transfers in or out of Level 1, 2 or 3 measurements during the periods.

Assets Recorded at Fair Value on a Non-recurring Basis

The following tables present information about our assets recorded in our consolidated statement of financial condition at their fair value on a non-recurring basis as of March 31, 2019 and December 31, 2018, and indicate the fair value hierarchy of the valuation techniques utilized to determine such fair value.

| | Fair Value Measurements Using | | | |
|------------------------------------|--|------------|------------|------------|
| | March 31, 2019 (In Thousands) | Level 1 | Level 2 | Level 3 |
| Impaired loans, net (1) | \$2,947 | \$- | \$- | \$2,947 |
| Real estate owned | 1,649 | - | - | 1,649 |
| Impaired mortgage servicing rights | 130 | - | - | 130 |

| | Fair Value Measurements Using | | | |
|-------------------------|---|------------|------------|------------|
| | December 31, 2018 (In Thousands) | Level 1 | Level 2 | Level 3 |
| Impaired loans, net (1) | \$2,876 | \$- | \$- | \$2,876 |
| Real estate owned | 2,152 | - | - | 2,152 |

(1) Represents collateral-dependent impaired loans, net, which are included in loans.

A description of the valuation methodologies used for instruments measured at fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy, is set forth below.

Fair value information about financial instruments follows, whether or not recognized in the consolidated statements of financial condition, for which it is practicable to estimate that value. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. In that

regard, the derived fair value estimates cannot be substantiated by comparison to independent markets and, in many cases, could not be realized in immediate settlement of the instrument. Certain financial instruments and all nonfinancial instruments are excluded from its disclosure requirements. Accordingly, the aggregate fair value amounts presented do not represent the underlying value of the Company.

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The carrying amounts and fair values of the Company's financial instruments consist of the following:

| | March 31, 2019 | | December 31, 2018 | | | | | | | |
|---|-----------------|------------------|-------------------|----------|-----------|-----------------|------------------|-----------|-----------|-----------|
| | Carrying amount | Fair Value Total | Level 1 | Level 2 | Level 3 | Carrying amount | Fair Value Total | Level 1 | Level 2 | Level 3 |
| Financial Assets | | | | | | | | | | |
| Cash and cash equivalents | \$ 104,833 | \$ 104,833 | \$ 95,558 | \$ 9,275 | \$ - | \$ 86,101 | \$ 86,101 | \$ 73,601 | \$ 12,500 | \$ - |
| Securities | | | | | | | | | | |
| Available-for-sale securities held for sale | 184,224 | 184,224 | - | 184,224 | - | 185,720 | 185,720 | - | 185,720 | - |
| Accounts receivable | 123,011 | 123,011 | - | 123,011 | - | 141,616 | 141,616 | - | 141,616 | - |
| Bank stock | 1,379,866 | 1,317,391 | - | - | 1,317,391 | 1,379,148 | 1,311,633 | - | - | 1,311,633 |
| Due interest | 19,350 | 19,350 | - | 19,350 | - | 19,350 | 19,350 | - | 19,350 | - |
| Prepaid expenses | 5,694 | 5,694 | 5,694 | - | - | 5,337 | 5,337 | 5,337 | - | - |
| Contract rights | 139 | 147 | - | - | 147 | 109 | 109 | - | - | 109 |
| Other assets | 3,141 | 3,141 | - | - | 3,141 | 2,014 | 2,014 | - | - | 2,014 |
| Financial Liabilities | | | | | | | | | | |
| Accounts payable | 1,037,341 | 1,037,146 | 303,850 | 733,296 | - | 1,038,495 | 1,038,544 | 302,622 | 735,922 | - |
| Accounts payable | 11,409 | 11,409 | 11,409 | - | - | 4,371 | 4,371 | 4,371 | - | - |
| Accounts payable | 448,451 | 447,401 | - | 447,401 | - | 435,046 | 432,269 | - | 432,269 | - |
| Due interest | 1,428 | 1,428 | 1,428 | - | - | 1,395 | 1,395 | 1,395 | - | - |
| Other liabilities | 1,005 | 1,005 | - | - | 1,005 | 1,116 | 1,116 | - | - | 1,116 |

The following methods and assumptions were used by the Company in determining its fair value disclosures for financial instruments.

Cash and Cash Equivalents

The carrying amount reported in the consolidated statements of financial condition for cash and cash equivalents is a reasonable estimate of fair value.

Securities

The fair value of securities is generally determined by a third party valuation source using observable market data utilizing a matrix or multi-dimensional relational pricing model. Standard inputs to these models include observable market data such as benchmark yields, reported trades, broker quotes, issuer spreads, benchmark securities and

bid/offer market data. For securities with an early redemption feature, an option adjusted spread model is utilized to adjust the issuer spread. Prepayment models are used for mortgage related securities with prepayment features.

Loans Held for Sale

Fair value is estimated using the prices of the Company's existing commitments to sell such loans and/or the quoted market price for commitments to sell similar loans.

Loans Receivable

The fair value estimation process for the loan portfolio uses an exit price concept and reflects discounts the Company believes are consistent with discounts in the market place. Fair values are estimated for portfolios of loans with similar characteristics. Loans are segregated by type such as one- to four-family, multi-family, home equity, construction and land, commercial real estate, commercial, and other consumer. The fair value of loans is estimated by discounting the future cash flows using the current rates at which similar loans would be made to borrowers with similar credit ratings and for similar maturities. The fair value analysis also includes other assumptions to estimate fair value, intended to approximate those a market participant would use in an orderly transaction, with adjustments for discount rates, interest rates, liquidity, and credit spreads, as appropriate.

FHLB Stock

For FHLB stock, the carrying amount is the amount at which shares can be redeemed with the FHLB and is a reasonable estimate of fair value.

Deposits and Advance Payments by Borrowers for Taxes

The fair values for interest-bearing and noninterest-bearing negotiable order of withdrawal accounts, savings accounts, and money market accounts are, by definition, equal to the amount payable on demand at the reporting date (i.e., their carrying amounts). The fair values for fixed-rate certificates of deposit are estimated using a discounted cash flow calculation that applies interest rates currently being offered on certificates of similar remaining maturities to a schedule of aggregated expected monthly maturities of the outstanding certificates of deposit. The advance payments by borrowers for taxes are equal to their carrying amounts at the reporting date.

Borrowings

Fair values for borrowings are estimated using a discounted cash flow calculation that applies current interest rates to estimated future cash flows of the borrowings.

Accrued Interest Payable and Accrued Interest Receivable

For accrued interest payable and accrued interest receivable, the carrying amount is a reasonable estimate of fair value.

Commitments to Extend Credit and Standby Letters of Credit

Commitments to extend credit and standby letters of credit are generally not marketable. Furthermore, interest rates on any amounts drawn under such commitments would be generally established at market rates at the time of the draw. Fair values for the Company's commitments to extend credit and standby letters of credit are based on fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements, the counterparty's credit standing, and discounted cash flow analyses. The fair value of the Company's commitments to extend credit was not material at March 31, 2019 and December 31, 2018.

Mortgage Banking Derivative Assets and Liabilities

Mortgage banking derivatives include interest rate lock commitments to originate residential loans held for sale to individual customers and forward commitments to sell residential mortgage loans to various investors. The Company relies on a valuation model to estimate the fair value of its interest rate lock commitments to originate residential mortgage loans held for sale, which includes applying a pull through rate based upon historical experience and the current interest rate environment, and then multiplying by quoted investor prices. The Company also relies on a valuation model to estimate the fair value of its forward commitments to sell residential loans, which includes matching specific terms and maturities of the forward commitments against applicable investor pricing available. On the Company's Consolidated Statements of Condition, instruments that have a positive fair value are included in prepaid expenses and other assets, and those instruments that have a negative fair value are included in other liabilities.

Note 15 – Segment Reporting

Selected financial and descriptive information is required to be provided about reportable operating segments, considering a "management approach" concept as the basis for identifying reportable segments. The management approach is based on the way that management organizes the segments within the enterprise for making operating decisions, allocating resources, and assessing performance. Consequently, the segments are evident from the structure of the enterprise's internal organization, focusing on financial information that an enterprise's chief operating decision-makers use to make decisions about the enterprise's operating matters.

The Company has determined that it has two reportable segments: community banking and mortgage banking. The Company's operating segments are presented based on its management structure and management accounting practices. The structure and practices are specific to the Company and therefore, the financial results of the Company's business segments are not necessarily comparable with similar information for other financial institutions.

Community Banking

The community banking segment provides consumer and business banking products and services to customers primarily within Southeastern Wisconsin along with a loan production office in Minneapolis, Minnesota. Within this segment, the following products and services are provided: (1) lending solutions such as residential mortgages, home

equity loans and lines of credit, personal and installment loans, real estate financing, business loans, and business lines of credit; (2) deposit and transactional solutions such as checking, credit, debit and pre-paid cards, online banking and bill pay, and money transfer services; (3) investable funds solutions such as savings, money market deposit accounts, IRA accounts, certificates of deposit, and (4) fixed and variable annuities, insurance as well as trust and investment management accounts.

Consumer products include loan and deposit products: mortgage, home equity loans and lines, personal term loans, demand deposit accounts, interest bearing transaction accounts and time deposits. Consumer products also include personal investment services. Business banking products include secured and unsecured lines and term loans for working capital, inventory and general corporate use, commercial real estate construction loans, demand deposit accounts, interest bearing transaction accounts and time deposits.

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Mortgage Banking

The mortgage banking segment provides residential mortgage loans for the primary purpose of sale on the secondary market. Mortgage banking products and services are provided by offices in 24 states with the ability to lend in 47 states.

Presented below is the segment information:

| | As of or for the three months ended March 31, 2019 | | | |
|--|---|---------------------|------------------------------------|--------------|
| | Community Banking (In Thousands) | Mortgage Banking | Holding Company and Other | Consolidated |
| Net interest income | \$13,132 | (208) | 12 | 12,936 |
| Provision for loan losses | (700) | 20 | - | (680) |
| Net interest income after provision for loan losses | 13,832 | (228) | 12 | 13,616 |
| Noninterest income | 881 | 23,571 | (195) | 24,257 |
| Noninterest expenses: | | | | |
| Compensation, payroll taxes, and other employee benefits | 4,756 | 16,060 | (177) | 20,639 |
| Occupancy, office furniture and equipment | 972 | 1,804 | - | 2,776 |
| Advertising | 181 | 777 | - | 958 |
| Data processing | 457 | 308 | 4 | 769 |
| Communications | 82 | 246 | - | 328 |
| Professional fees | 268 | 426 | 1 | 695 |
| Real estate owned | 32 | - | - | 32 |
| Loan processing expense | - | 805 | - | 805 |
| Other | 489 | 1,912 | (54) | 2,347 |
| Total noninterest expenses | 7,237 | 22,338 | (226) | 29,349 |
| Income before income taxes | 7,476 | 1,005 | 43 | 8,524 |
| Income tax expense | 1,687 | 286 | 9 | 1,982 |
| Net income | \$5,789 | 719 | 34 | 6,542 |
| Total assets | \$1,903,985 | 162,862 | (138,182) | 1,928,665 |

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As of or for the three months ended March 31,
2018

| | Community Banking (In Thousands) | Mortgage Banking | Holding Company and Other | Consolidated |
|--|--|---------------------|------------------------------------|--------------|
| Net interest income | \$13,304 | (192) | 29 | 13,141 |
| Provision for loan losses | (900) | 20 | - | (880) |
| Net interest income after provision for loan losses | 14,204 | (212) | 29 | 14,021 |
| Noninterest income | 939 | 24,731 | (487) | 25,183 |
| Noninterest expenses: | | | | |
| Compensation, payroll taxes, and other employee benefits | 4,888 | 16,241 | (146) | 20,983 |
| Occupancy, office furniture and equipment | 826 | 1,813 | - | 2,639 |
| Advertising | 140 | 720 | - | 860 |
| Data processing | 435 | 186 | 4 | 625 |
| Communications | 100 | 282 | - | 382 |
| Professional fees | 191 | 514 | (5) | 700 |
| Real estate owned | 317 | - | - | 317 |
| Loan processing expense | - | 988 | - | 988 |
| Other | 785 | 2,197 | (329) | 2,653 |
| Total noninterest expenses | 7,682 | 22,941 | (476) | 30,147 |
| Income before income taxes | 7,461 | 1,578 | 18 | 9,057 |
| Income tax expense | 1,668 | 435 | 1 | 2,104 |
| Net income | \$5,793 | 1,143 | 17 | 6,953 |
| Total assets | \$1,819,569 | 158,267 | (138,572) | 1,839,264 |

Note 16 – Leases

The Company has entered into operating lease agreements for two of its community banking branch locations, all of its mortgage banking office location, and some of its office equipment. The leases have fixed terms defined regarding the payments and length. The Company elected not to include short-term leases (i.e., leases with initial terms of twelve months or less), or equipment leases (deemed immaterial) on the consolidated statements of condition. Some of the leases included options to extend the leases. These options are reviewed and factored into the length of the lease if the option is expected to be extended. Leases did not contain an implicit rate; therefore, the Company used the incremental borrowing rates for the discount rate. There were no sale and leaseback transactions, leveraged leases, or lease transactions with related parties during the three months ended March 31, 2019.

At March 31, 2019, the Company had lease liabilities totaling \$9.8 million and right-of-use assets totaling \$9.3 million related to these leases. Lease liabilities and right-of-use assets are reflected in other liabilities and other assets, respectively, on the consolidated statements of condition.

The cost components of our operating leases were as follows for the three months ended March 31, 2019:

| | Three Months Ended March 31, 2019 (In Thousands) |
|-----------------------|--|
| Operating lease cost | \$ 758 |
| Variable cost | 260 |
| Short-term lease cost | 233 |
| Total | \$ 1,251 |

At March 31, 2019, the Company had leases that had not yet commenced, but will create approximately \$400,000 of additional lease liabilities and right-of-use assets for the Company in the second quarter of 2019.

The table below summarizes other information related to our operating leases:

| | Three Months Ended March 31, 2019 (Dollars in Thousands) |
|--|--|
| Cash paid for amounts included in the measurement of lease liabilities | |
| Operating cash flows from operating leases | \$ 731 |
| Initial recognition of right of use asset | 9,589 |
| Initial recognition of lease liabilities | 10,078 |
| Weighted average remaining lease term - operating leases, in years | 3.6 |
| Weighted average discount rate - operating leases | 5.9 % |

As of March 31, 2019, lease liability information for the Company is summarized in the following table.

| Maturity analysis | Operating leases (In Thousands) |
|--|--|
| One year or less | \$ 3,225 |
| More than one year through two years | 2,708 |
| More than two years through three years | 1,917 |
| More than three years through four years | 1,376 |
| More than four years through five years | 992 |
| More than five years | 1,162 |
| Total lease payments | 11,380 |
| Present value discount | (1,611) |
| Lease liability | \$ 9,769 |

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Forward-Looking Information

This Quarterly Report on Form 10-Q may contain various forward-looking statements, which can be identified by the use of words such as “estimate,” “project,” “believe,” “intend,” “anticipate,” “plan,” “seek,” “expect” and similar expressions in the future tense. These forward-looking statements include, but are not limited to:

- Statements of our goals, intentions and expectations;
- Statements regarding our business plans, prospects, growth and operating strategies;
- Statements regarding the quality of our loan and investment portfolio; and
- Estimates of our risks and future costs and benefits.

These forward-looking statements are based on current beliefs and expectations of our management and are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control. In addition, these forward-looking statements are subject to assumptions with respect to future business strategies and decisions that are subject to change.

The following factors, among others, could cause actual results to differ materially from the anticipated results or other expectations expressed in the forward-looking statements:

- general economic conditions, either nationally or in our market area, including employment prospects, that are different than expected;
- competition among depository and other financial institutions;
- inflation and changes in the interest rate environment that reduce our margins and yields, our mortgage banking revenues, the fair value of financial instruments or the origination levels in our lending business, or increase the level of defaults, losses or prepayments on loans we have made and make whether held in portfolio or sold in the secondary markets;
- adverse changes in the securities or secondary mortgage markets;
- changes in laws or government regulations or policies affecting financial institutions, including changes in regulatory fees and capital requirements;
- changes in monetary or fiscal policies of the U.S. Government, including policies of the U.S. Treasury and the Federal Reserve Board;
- our ability to manage market risk, credit risk and operational risk in the current economic conditions;
- our ability to enter new markets successfully and capitalize on growth opportunities;
- our ability to successfully integrate acquired entities;
- decreased demand for our products and services;
- changes in tax policies or assessment policies;
- the inability of third-party providers to perform their obligations to us;
- changes in consumer demand, spending, borrowing and savings habits;
- changes in accounting policies and practices, as may be adopted by the bank regulatory agencies, the Financial Accounting Standards Board, the Securities and Exchange Commission or the Public Company Accounting Oversight Board;
- our ability to retain key employees;
- cyber attacks, computer viruses and other technological risks that may breach the security of our websites or other systems to obtain unauthorized access to confidential information and destroy data or disable our systems;
- technological changes that may be more difficult or expensive than expected;

the ability of third-party providers to perform their obligations to us;
the effects of any federal government shutdown;
the ability of the U.S. Government to manage federal debt limits;
significant increases in our loan losses; and
changes in the financial condition, results of operations or future prospects of issuers of securities that we own.

See also the factors referred to in reports filed by the Company with the Securities and Exchange Commission (particularly those under the caption “Risk Factors” in Item 1A of the Company’s Annual Report on Form 10-K for the year ended December 31, 2018).

Overview

The following discussion and analysis is presented to assist the reader in understanding and evaluating the Company's financial condition and results of operations. It is intended to complement the unaudited consolidated financial statements, footnotes, and supplemental financial data appearing elsewhere in this Quarterly Report on Form 10-Q and should be read in conjunction therewith. The detailed discussion in the sections below focuses on the results of operations for the three months ended March 31, 2019 and 2018 and the financial condition as of March 31, 2019 compared to the financial condition as of December 31, 2018.

As described in the notes to the unaudited consolidated financial statements, we have two reportable segments: community banking and mortgage banking. The community banking segment provides consumer and business banking products and services to customers primarily within Southeastern Wisconsin along with a loan production office in Minneapolis, Minnesota. Consumer products include loan products, deposit products, and personal investment services. Business banking products include loans for working capital, inventory and general corporate use, commercial real estate construction loans, and deposit accounts. The mortgage banking segment, which is conducted by offices in 24 states through Waterstone Mortgage Corporation, consists of originating residential mortgage loans primarily for sale in the secondary market.

Our community banking segment generates the significant majority of our consolidated net interest income and requires the significant majority of our provision for loan losses. Our mortgage banking segment generates the significant majority of our noninterest income and a majority of our noninterest expenses. We have provided below a discussion of the material results of operations for each segment on a separate basis for the three months ended March 31, 2019 and 2018, which focuses on noninterest income and noninterest expenses. We have also provided a discussion of the consolidated operations of the Company, which includes the consolidated operations of the Bank and Waterstone Mortgage Corporation, for the same periods.

Comparison of Community Banking Segment Results of Operations for the Three Months Ended March 31, 2019 and 2018

Net income for each of the three months ended March 31, 2019 and March 31, 2018 totaled \$5.8 million. Net interest income decreased \$172,000 to \$13.1 million for the three months ended March 31, 2019 compared to \$13.3 million for the three months ended March 31, 2018. Net interest income decreased due to an increase in deposits expense and the cost of borrowings as deposits and borrowings repriced at higher rates. Partially offsetting the increase in interest expense, interest income increased primarily due to an increase in average loan balances and loan rates. Provision for loan losses was a negative provision of \$700,000 for the three months ended March 31, 2019 compared to a negative provision of \$900,000 for the three months ended March 31, 2018.

Total noninterest income decreased \$58,000 due to decreases in loan and deposit fees and other income. The loan fees decreased primarily due to fewer loan prepayments. Other income decreased primarily due to decreases in rental and wealth management income. Cash surrender value of life insurance increased as the earnings rate improved slightly year over year.

Compensation, payroll taxes, and other employee benefits expense decreased \$132,000 to \$4.8 million due primarily to a decrease in health insurance expense partially offset by an increase in salaries expense. Occupancy, office furniture, and equipment increased \$146,000 due primarily to increased computer and snow removal expense. Advertising, data processing, and professional fees increased. Real estate owned expense decreased primarily due to a reduction in writedowns. Other noninterest expense decreased resulting from a decrease in loan and hiring costs.

Comparison of Mortgage Banking Segment Results of Operations for the Three Months Ended March 31, 2019 and 2018

Net income totaled \$719,000 for the three months ended March 31, 2019 compared to \$1.1 million for the three months ended March 31, 2018. We originated \$501.4 million in mortgage loans held for sale during the three months ended March 31, 2019, which was a decrease of \$14.6 million, or 2.8%, from the \$516.0 million originated during the three months ended March 31, 2018. The decrease in loan production volume was driven by a 34.6% decrease in refinance products offset by a 2.8% increase in mortgage purchase products. Total mortgage banking noninterest income decreased \$1.2 million, or 4.7%, to \$23.6 million during the three months ended March 31, 2019 compared to \$24.7 million during the three months ended March 31, 2018. The decrease in mortgage banking noninterest income was related to a 2.8% decrease in volume and a 1.3% decrease in gross margin on loans sold for the three months ended March 31, 2019 compared to March 31, 2018. Gross margin on loans sold is the ratio of mortgage banking income (excluding the change in interest rate lock fair value) divided by total loan originations. The gross margin on loans sold compression reflects industry dynamics, as price-based competition has escalated to maintain market share in the face of lower demand.

Our overall margin can be affected by the mix of both loan type (conventional loans versus governmental) and loan purpose (purchase versus refinance). Conventional loans include loans that conform to Fannie Mae and Freddie Mac standards, whereas governmental loans are those loans guaranteed by the federal government, such as a Federal Housing Authority or U.S. Department of Agriculture loan. Loans originated for the purchase of a residential property, which generally yield a higher margin than loans originated for refinancing existing loans, comprised 89.9% of total originations during the three months ended March 31, 2019, compared to 85.1% of total originations during the three months ended March 31, 2018. The mix of loan type trended towards more governmental loans and less conventional loans; with governmental loans and conventional loans comprising 31.6% and 68.4% of all loan originations, respectively, during the three months ended March 31, 2019, compared to 30.9% and 69.1% of all loan originations, respectively, during the three months ended March 31, 2018.

Total compensation, payroll taxes and other employee benefits decreased \$181,000, or 1.1%, to \$16.1 million for the three months ended March 31, 2019 compared to \$16.2 million for the three months ended March 31, 2018. The decrease in compensation expense was primarily a result of the decrease in salaries as underperforming branches were closed. In addition to the salaries decrease, commission expense decreased as volumes declined. Occupancy, office furniture, and equipment expense decreased as branches closed. Advertising and data processing expenses increased. Communications, professional fees, loan processing, and other noninterest expenses decreased primarily due to lower legal expenses, loan originations, and hiring costs.

Consolidated Waterstone Financial, Inc. Results of Operations

| | Three months ended March 31, 2019 2018 (Dollars in Thousands, except per share amounts) | |
|-------------------------------------|--|--------|
| Net income | \$6,542 | 6,953 |
| Earnings per share - basic | 0.25 | 0.25 |
| Earnings per share - diluted | 0.24 | 0.25 |
| Annualized return on average assets | 1.39 % | 1.57 % |
| Annualized return on average equity | 6.65 % | 6.90 % |

Net Interest Income

Average Balance Sheets, Interest and Yields/Costs

The following tables set forth average balance sheets, annualized average yields and costs, and certain other information for the periods indicated. Non-accrual loans are included in the computation of the average balances of loans receivable and held for sale. The yields set forth below include the effect of deferred fees, discounts and premiums that are amortized or accreted to interest income or expense. Yields on interest-earning assets are computed on a fully tax-equivalent yield, where applicable.

| | Three months ended March 31, | | | 2018 | | | | |
|---|------------------------------|----------|------------|---------------|-----------|------------|------|---|
| | 2019 | | | Average | | | | |
| | Average | Interest | Yield/Cost | Balance | Interest | Yield/Cost | | |
| | (Dollars in Thousands) | | | | | | | |
| Assets | | | | | | | | |
| Interest-earning assets: | | | | | | | | |
| Loans receivable and held for sale (1) | \$1,477,991 | \$17,104 | 4.69 | % \$1,398,043 | \$15,458 | 4.48 | % | |
| Mortgage related securities (2) | 115,674 | 759 | 2.66 | % 113,688 | 638 | 2.28 | % | |
| Debt securities, federal funds sold and short-term investments (2)(3) | 194,669 | 1,385 | 2.89 | % 165,863 | 947 | 2.32 | % | |
| Total interest-earning assets | 1,788,334 | 19,248 | 4.37 | % 1,677,594 | 17,043 | 4.12 | % | |
| Noninterest-earning assets | 125,396 | | | 113,317 | | | | |
| Total assets | \$1,913,730 | | | \$1,790,911 | | | | |
| Liabilities and equity | | | | | | | | |
| Interest-bearing liabilities: | | | | | | | | |
| Demand accounts | \$36,268 | 8 | 0.09 | % \$37,384 | 7 | 0.08 | % | |
| Money market and savings accounts | 176,237 | 275 | 0.63 | % 153,226 | 90 | 0.24 | % | |
| Time deposits | 735,471 | 3,707 | 2.04 | % 697,644 | 2,217 | 1.29 | % | |
| Total interest-bearing deposits | 947,976 | 3,990 | 1.71 | % 888,254 | 2,314 | 1.06 | % | |
| Borrowings | 438,905 | 2,246 | 2.08 | % 379,115 | 1,508 | 1.61 | % | |
| Total interest-bearing liabilities | 1,386,881 | 6,236 | 1.82 | % 1,267,369 | 3,822 | 1.22 | % | |
| Noninterest-bearing liabilities | | | | | | | | |
| Noninterest-bearing deposits | 97,951 | | | 91,806 | | | | |
| Other noninterest-bearing liabilities | 30,027 | | | 22,828 | | | | |
| Total noninterest-bearing liabilities | 127,978 | | | 114,634 | | | | |
| Total liabilities | 1,514,859 | | | 1,382,003 | | | | |
| Equity | 398,871 | | | 408,908 | | | | |
| Total liabilities and equity | \$1,913,730 | | | \$1,790,911 | | | | |
| Net interest income / Net interest rate spread (4) | | | | | | | | |
| | | 13,012 | 2.55 | % | | 13,221 | 2.90 | % |
| Less: taxable equivalent adjustment | | 76 | 0.02 | % | | 80 | 0.02 | % |
| Net interest income / Net interest rate spread, as reported | | \$12,936 | 2.53 | % | | \$13,141 | 2.88 | % |
| Net interest-earning assets (5) | \$401,453 | | | | \$410,225 | | | |
| Net interest margin (6) | | | 2.93 | % | | | 3.18 | % |
| Tax equivalent effect | | | 0.02 | % | | | 0.02 | % |
| | | | 2.95 | % | | | 3.20 | % |

Net interest margin on a fully tax
equivalent basis (6)

Average interest-earning assets to average
interest-bearing liabilities

128.95 %

132.37 %

(1) Interest income includes net deferred loan fee amortization income of \$130,000 and \$192,000 for the three months ended March 31, 2019 and 2018, respectively.

(2) Average balance of mortgage related and debt securities are based on amortized historical cost.

(3) Interest income from tax-exempt securities is computed on a taxable equivalent basis using a tax rate of 21% for the three months ended March 31, 2019 and March 31, 2018. The yields on debt securities, federal funds sold and short-term investments before tax-equivalent adjustments were 2.73% and 2.12% for the three months ended March 31, 2019 and 2018, respectively.

(4) Net interest rate spread represents the difference between the yield on average interest-earning assets and the cost of average interest-bearing liabilities and is presented on a fully tax equivalent basis.

(5) Net interest-earning assets represent total interest-earning assets less total interest-bearing liabilities.

(6) Net interest margin represents net interest income divided by average total interest-earning assets.

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Rate/Volume Analysis

The following table sets forth the effects of changing rates and volumes on our net interest income for the periods indicated. The rate column shows the effects attributable to changes in rate (changes in rate multiplied by prior volume). The volume column shows the effects attributable to changes in volume (changes in volume multiplied by prior rate). The net column represents the sum of the prior columns. For purposes of this table, changes attributable to changes in both rate and volume that cannot be segregated have been allocated proportionately based on the changes due to rate and the changes due to volume.

| | Three months ended March 31, 2019 versus 2018 Increase (Decrease) due to | | |
|---|--|---------|---------|
| | Volume | Rate | Net |
| | (In Thousands) | | |
| Interest income: | | | |
| Loans receivable and held for sale (1)(2) | \$905 | \$741 | \$1,646 |
| Mortgage related securities (3) | 11 | 110 | 121 |
| Debt securities, federal funds sold and short-term investments (3)(4) | 181 | 257 | 438 |
| Total interest-earning assets | 1,097 | 1,108 | 2,205 |
| Interest expense: | | | |
| Demand accounts | - | 1 | 1 |
| Money market and savings accounts | 16 | 169 | 185 |
| Time deposits | 127 | 1,363 | 1,490 |
| Total interest-earning deposits | 143 | 1,533 | 1,676 |
| Borrowings | 259 | 479 | 738 |
| Total interest-bearing liabilities | 402 | 2,012 | 2,414 |
| Net change in net interest income | \$695 | \$(904) | \$(209) |

(1) Interest income includes net deferred loan fee amortization income of \$130,000 and \$192,000 for the three months ended March 31, 2019 and 2018, respectively.

(2) Non-accrual loans have been included in average loans receivable balance.

(3) Includes available for sale securities. Average balance of available for sale securities is based on amortized historical cost.

(4) Interest income from tax exempt securities is computed on a taxable equivalent basis using a tax rate of 21% for the three months ended March 31, 2019 and March 31, 2018.

Net interest income decreased \$205,000, or 1.6%, to \$12.9 million during the three months ended March 31, 2019 compared to \$13.1 million during the three months ended March 31, 2018.

Interest income on loans increased \$1.6 million due primarily to an increase of \$79.9 million, or 5.7%, in average loans along with a 21 basis point increase in average yield on loans. The increase in average loan balance was driven by a \$78.9 million, or 6.1%, increase in the average balance of loans held in portfolio and by an increase of \$1.0 million, or 1.0%, in the average balance of loans held for sale.

Interest income from mortgage-related securities increased \$121,000 year over year primarily as the yield increased 38 basis points. Additionally, the average balance increased \$2.0 million.

Interest income from other interest-earning assets (comprised of debt securities, federal funds sold and short-term investments) increased \$442,000 due to a 61 basis point increase in the average yield. The increase in average yield

was driven by increases in the Federal Funds interest rate along with the increase in the dividend paid by the FHLB on its stock. The average balance increased \$28.8 million to \$194.7 million due to the greater amount of cash on hand. Municipal securities that matured throughout the past 12 months were not replaced due to market conditions. Interest expense on time deposits increased \$1.5 million, or 67.2%, primarily due to a 75 basis point increase of average cost of time deposits, as maturing time deposits have repriced or have been replaced at a higher rate in the current competitive market. In addition to the increase in cost of time deposits, the average balance of time deposits increased \$37.8 million compared to the prior year period.

Interest expense on money market and savings accounts increased \$185,000 due primarily to a 39 basis point increase in average cost of money market and savings accounts along with an increase in average balance of \$23.0 million.

Interest expense on borrowings increased \$738,000, or 48.9%, due to an increase in the average cost of borrowings that resulted from the maturity and replacement of fixed-rate borrowings since the beginning of the prior year. The average cost of borrowings totaled 2.08% during the quarter ended March 31, 2019, compared to 1.61% during the quarter ended March 31, 2018. In addition to the increase in rate, average borrowing volume increased \$59.8 million to \$438.9 million during the quarter ended March 31, 2019.

Provision for Loan Losses

Our provision for loan losses amounted to a negative provision of \$680,000 for the three months ended March 31, 2019, compared to a negative provision of \$880,000 for the three months ended March 31, 2018. The negative provision for loan losses was primarily due a continued improvement in the overall risk profile of the loan portfolio.

The provision is primarily a function of the Company's reserving methodology and assessments of certain quantitative and qualitative factors which are used to determine an appropriate allowance for loan losses for the period. See further discussion regarding the allowance for loan losses in the "Asset Quality" section for an analysis of charge-offs, nonperforming assets, specific reserves and additional provisions and the "Allowance for Loan Losses" section.

Noninterest Income

| | Three months ended March 31, | | | |
|--|------------------------------|----------|-----------|----------|
| | 2019 | 2018 | \$ Change | % Change |
| | (Dollars in Thousands) | | | |
| Service charges on loans and deposits | \$379 | \$399 | \$ (20) | (5.0)% |
| Increase in cash surrender value of life insurance | 344 | 328 | 16 | 4.9 % |
| Mortgage banking income | 23,359 | 24,187 | (828) | (3.4)% |
| Other | 175 | 269 | (94) | (34.9)% |
| Total noninterest income | \$24,257 | \$25,183 | \$ (926) | (3.7)% |

Total noninterest income decreased \$926,000, or 3.7%, to \$24.3 million during the three months ended March 31, 2019 compared to \$25.2 million during the three months ended March 31, 2018. The decrease resulted primarily from a decrease in mortgage banking income along with decreases in service charges on loans and deposits and other noninterest income categories.

The decrease in mortgage banking income was primarily the result of an decrease in margin. Gross margin on loans sold decreased 1.3% at the mortgage banking segment. Total loan origination volume on a consolidated basis increased \$2.1 million, or 0.4%, to \$491.2 million during the three months ended March 31, 2019 compared to \$489.2 million during the three months ended March 31, 2018. See "Comparison of Mortgage Banking Segment Operations for the Three Months Ended March 31, 2019 and 2018" above for additional discussion of the increase in mortgage banking income.

Service charges on loans and deposits decreased primarily due to an decrease in loan prepayment fees. The increase in cash surrender value of life insurance was due primarily to an increase in earnings rate. The \$94,000 decrease in other noninterest income was due primarily to an decrease in mortgage servicing fee income along with decreases in wealth management revenue and rent income.

Noninterest Expenses

| | Three months ended March 31, | | | |
|--|------------------------------|----------|-----------|----------|
| | 2019 | 2018 | \$ Change | % Change |
| | (Dollars in Thousands) | | | |
| Compensation, payroll taxes, and other employee benefits | \$20,639 | \$20,983 | \$ (344) | (1.6)% |
| Occupancy, office furniture and equipment | 2,776 | 2,639 | 137 | 5.2 % |
| Advertising | 958 | 860 | 98 | 11.4 % |

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| | | | | | |
|----------------------------|----------|----------|-----------|-------|----|
| Data processing | 769 | 625 | 144 | 23.0 | % |
| Communications | 328 | 382 | (54) | (14.1 |)% |
| Professional fees | 695 | 700 | (5) | (0.7 |)% |
| Real estate owned | 32 | 317 | (285) | (89.9 |)% |
| Loan processing expense | 805 | 988 | (183) | (18.5 |)% |
| Other | 2,347 | 2,653 | (306) | (11.5 |)% |
| Total noninterest expenses | \$29,349 | \$30,147 | \$ (798) | (2.6 |)% |

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Total noninterest expenses decreased \$798,000, or 2.6%, to \$29.3 million during the three months ended March 31, 2019 compared to \$30.1 million during the three months ended March 31, 2018.

Compensation, payroll taxes and other employee benefits expense at our mortgage banking segment decreased \$181,000, or 1.1%, to \$16.1 million during the three months ended March 31, 2019. The decrease in compensation expense was primarily a result of the decrease in salaries as underperforming branches were closed. In addition to the salaries decrease, commission expense decreased as volumes declined. Offsetting the decreases, health insurance expense increased.

Compensation, payroll taxes and other employee benefits expense at the community banking segment decreased \$132,000, or 2.7%, to \$4.8 million during the three months ended March 31, 2019. The decrease was due primarily to a decrease in health insurance and stock compensation expense offset by increases in salaries expense.

Occupancy, office furniture and equipment expense at the mortgage banking segment decreased \$9,000 to \$1.8 million during the three months ended March 31, 2019, primarily resulting from less computer expenses offset by higher rent expense.

Occupancy, office furniture and equipment expense at the community banking segment increased \$146,000 to \$972,000 during the three months ended March 31, 2019. The increase was due primarily to installing new ATMs at each of the branches and branch remodels of several of the locations.

Advertising expense increased \$98,000, or 11.4%, to \$958,000 during the three months ended March 31, 2019. This was primarily due to marketing increases at the mortgage banking segment in an effort to increase volumes at the branches. Additionally, the community banking segment increased spending primarily to attract deposits.

Data processing expense increased \$144,000, or 23.0%, to \$769,000 during the three months ended March 31, 2019. This was primarily due to increases at the mortgage banking segment.

Professional fees decreased \$5,000, or 0.5%, to \$695,000 during the three months ended March 31, 2019. This was primarily due to a decrease in legal expenses at the mortgage banking segment offset by higher consulting fees at the community banking segment.

Real estate owned expense decreased \$285,000, resulting in \$32,000 of expense during the three months ended March 31, 2019, compared to \$317,000 of expense during the three months ended March 31, 2018. Property management expense (other than gains/losses) decreased \$72,000 during the three months ended March 31, 2019 compared to the three months ended March 31, 2018 as there are less properties to manage. Net gains on sales of real estate owned decreased \$44,000 to \$12,000 for the three months ended March 31, 2019 compared to \$56,000 for the three months ended March 31, 2018. Real estate owned writedowns decreased \$256,000 as there were no writedowns for the three months ended March 31, 2019 compared to \$256,000 for the three months ended March 31, 2018.

Loan processing expense decreased \$183,000, or 18.5%, to \$805,000 during the three months ended March 31, 2019. This was primarily due to a decrease in appraisal and credit report fees at the mortgage banking segment.

Other noninterest expense decreased \$306,000 to \$2.3 million during the three months ended March 31, 2019. The decrease was at the mortgage banking segment primarily resulted from decreased provision for branch losses and lower hiring costs. In addition, other noninterest expenses decreased at the community banking segment due primarily to decreases in loan and hiring costs.

Income Taxes

Income tax expense decreased \$122,000, or 5.8%, to \$2.0 million during the three months ended March 31, 2019, compared to \$2.1 million during the three months ended March 31, 2018. Income tax expense was recognized during the three months ended March 31, 2019 at an effective rate of 23.3% compared to an effective rate of 23.2% during the three months ended March 31, 2018. During the three months ended March 31, 2019, the Company recognized a benefit of approximately \$92,000 related to stock awards exercised compared to a benefit of approximately \$130,000 recognized during the three months ended March 31, 2018.

Comparison of Financial Condition at March 31, 2019 and December 31, 2018

Total Assets – Total assets increased by \$13.3 million, or 0.7%, to \$1.93 billion at March 31, 2019 from \$1.92 billion at December 31, 2018. The increase in total assets primarily reflects an increase in cash and cash equivalents and the right of use assets partially offset by a decrease in loans held for sale. The increase was funded by additional short-term debt and advanced payments by borrowers for taxes in 2019.

Cash and Cash Equivalents – Cash and cash equivalents increased \$18.7 million, or 21.8%, to \$104.8 million at March 31, 2019, compared to \$86.1 million at December 31, 2018. The increase in cash and cash equivalents primarily reflects the increase in advanced payments by borrowers for taxes and short-term borrowings.

Securities Available for Sale – Securities available for sale decreased \$1.5 million during the three months ended March 31, 2019. The decrease was due to paydowns in mortgage related securities and maturities of debt securities exceeding security purchases for the year.

Loans Held for Sale - Loans held for sale decreased \$18.6 million to \$123.0 million at March 31, 2019 due to the seasonal slowdown in the first quarter along with the timing of loans sold to investors.

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Loans Receivable - Loans receivable held for investment increased \$718,000 to \$1.38 billion at March 31, 2019. The increase in total loans receivable was primarily attributable to increases in the construction and land, commercial real estate, commercial, and consumer loan categories. Partially offsetting those increases, one- to four-family, multi-family, and home equity loan categories decreased.

The following table shows loan origination, loan purchases, principal repayment activity, transfers to real estate owned, charge-offs and sales during the periods indicated.

| | As of or for the Three months ended March 31, | | As of or for the Year Ended December 31, 2018 |
|---|---|-------------|---|
| | 2019 | 2018 | |
| | (In Thousands) | | |
| Total gross loans receivable and held for sale at beginning of period | \$1,520,764 | \$1,441,710 | \$1,441,710 |
| Real estate loans originated for investment: | | | |
| Residential | | | |
| One- to four-family | 12,334 | 32,096 | 126,601 |
| Multi-family | 14,769 | 29,569 | 123,107 |
| Home equity | 1,194 | 1,223 | 4,613 |
| Construction and land | 1,367 | 815 | 66,265 |
| Commercial real estate | 4,172 | 22,402 | 58,176 |
| Total real estate loans originated for investment | 33,836 | 86,105 | 378,762 |
| Consumer loans originated for investment | - | - | 142 |
| Commercial business loans originated for investment | 3,437 | 1,542 | 6,221 |
| Total loans originated for investment | 37,273 | 87,647 | 385,125 |
| Principal repayments | (36,493) | (64,491) | (297,162) |
| Transfers to real estate owned | (30) | (238) | (545) |
| Loan principal charged-off | (32) | (60) | (84) |
| Net activity in loans held for investment | 718 | 22,858 | 87,334 |
| Loans originated for sale | 491,239 | 489,155 | 2,509,827 |
| Loans sold | (509,844) | (511,413) | (2,518,107) |
| Net activity in loans held for sale | (18,605) | (22,258) | (8,280) |
| Total gross loans receivable and held for sale at end of period | \$1,502,877 | \$1,442,310 | \$1,520,764 |

Allowance for Loan Losses - The allowance for loan losses decreased \$688,000 from December 31, 2018. The decrease resulted from the negative provision due to improvement of key loan quality metrics decreasing the required allowance related to the loans collectively reviewed. The overall decrease was primarily related to the one-to four-family, commercial real estate, and commercial categories. See Note 3 for further discussion on the allowance for loan losses.

Real Estate Owned – Total real estate owned decreased \$503,000 from December 31, 2018. During the three months ended March 31, 2019, \$30,000 was transferred from loans receivable to real estate owned upon completion of foreclosure. During the same period, sales of real estate owned totaled \$533,000.

Prepaid expenses and other assets – Total prepaid expenses and other assets increased \$13.7 million to \$36.2 million at March 31, 2019. The increase was primarily due to recording the right to use asset for operating leases, as a result of

adopting the new lease accounting standard.

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Deposits – Total deposits decreased \$1.2 million to \$1.04 billion at March 31, 2019 from December 31, 2018. The decrease was driven by a decrease of \$10.6 million in demand deposits and \$2.4 million in time deposits offset by an increase of \$11.9 million in money market and savings deposits.

Borrowings – Total borrowings increased \$13.4 million to \$448.5 million at March 31, 2019. The community banking segment had no change in borrowings. External short term borrowings at the mortgage banking segment increased a total of \$13.4 million at March 31, 2019 from December 31, 2018 to fund loans held for sale.

Advance Payments by Borrowers for Taxes - Advance payments by borrowers for taxes increased \$7.0 million from December 31, 2018 to March 31, 2019. The increase was the result of payments received from borrowers for their real estate taxes and is seasonally normal, as balances increase during the course of the calendar year until real estate tax obligations are paid in the fourth quarter.

Other Liabilities - Other liabilities increased \$9.6 million during the three months ended March 31, 2019 compared to December 31, 2018. The increase was primarily due to adding the operating leases to the balance sheet along with declaring a special and regular dividend which had not been paid as of March 31, 2019. Offsetting the increases, other liabilities decreased related to a seasonal decrease in outstanding checks related to advance payments by borrowers for taxes. The Company receives payments from borrowers for their real estate taxes during the course of the calendar year until real estate tax obligations are paid in the fourth quarter. At the time at which the disbursements are made, the outstanding checks are classified as other liabilities. These amounts remain classified as other liabilities until settled.

Shareholders' Equity – Shareholders' equity decreased \$15.2 million to \$384.5 million at March 31, 2019 from December 31, 2018. Shareholders' equity decreased primarily due to the declaration of regular dividends and a special dividend and the repurchase of stock. Partially offsetting the decreases, the increases related to net income, additional paid in capital as stock options were exercised, the increase in the fair value of the security portfolio, and unearned ESOP shares as they continue to vest.

ASSET QUALITY

NONPERFORMING ASSETS

| | At March 31, 2019 | At December 31, 2018 |
|-------------------------|----------------------------|-------------------------------|
| | (Dollars in Thousands) | |
| Non-accrual loans: | | |
| Residential | | |
| One- to four-family | \$5,211 | \$ 4,902 |
| Multi-family | 1,283 | 1,309 |
| Home equity | 177 | 201 |
| Construction and land | - | - |
| Commercial real estate | 114 | 125 |
| Commercial | 13 | 18 |
| Consumer | - | - |
| Total non-accrual loans | 6,798 | 6,555 |
| Real estate owned | | |

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| | | | | |
|--|---------|----------|------|---|
| One- to four-family | 30 | 163 | | |
| Multi-family | - | - | | |
| Construction and land | 2,724 | 3,327 | | |
| Commercial real estate | 300 | 300 | | |
| Total real estate owned | 3,054 | 3,790 | | |
| Valuation allowance at end of period | (1,405) | (1,638) |) | |
| Total real estate owned, net | 1,649 | 2,152 | | |
| Total nonperforming assets | \$8,447 | \$ 8,707 | | |
| | | | | |
| Total non-accrual loans to total loans | 0.49 | % | 0.48 | % |
| Total non-accrual loans to total assets | 0.35 | % | 0.34 | % |
| Total nonperforming assets to total assets | 0.44 | % | 0.45 | % |

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All loans that are 90 days or more past due with respect to principal and interest are recognized as non-accrual. Troubled debt restructurings that are non-accrual either due to being past due greater than 90 days or which have not yet performed under the modified terms for a reasonable period of time, are included in the table above. In addition, loans that are past due less than 90 days are evaluated to determine the likelihood of collectability given other credit risk factors such as early stage delinquency, the nature of the collateral or the results of a borrower review. When the collection of all contractual principal and interest is determined to be unlikely, the loan is moved to non-accrual status and an updated appraisal of the underlying collateral is ordered. This process generally takes place when a loan is contractually past due between 60 and 90 days. Upon determining the updated estimated value of the collateral, a loan loss provision is recorded to establish a specific reserve to the extent that the outstanding principal balance exceeds the updated estimated net realizable value of the collateral. When a loan is determined to be uncollectible, typically coinciding with the initiation of foreclosure action, the specific reserve is reviewed for adequacy, adjusted if necessary, and charged-off.

The following table sets forth activity in our non-accrual loans for the periods indicated.

| | At or for the Three Months Ended March 31, 2019 2018 (In Thousands) | |
|--------------------------------|---|--------|
| Balance at beginning of period | \$6,555 | 6,068 |
| Additions | 503 | 1,001 |
| Transfers to real estate owned | (30) | (238) |
| Charge-offs | (8) | (5) |
| Returned to accrual status | (127) | - |
| Principal paydowns and other | (95) | (269) |
| Balance at end of period | \$6,798 | 6,557 |

Total non-accrual loans increased by \$243,000, or 3.7%, to \$6.8 million as of March 31, 2019 compared to \$6.6 million as of December 31, 2018. The ratio of non-accrual loans to total loans receivable was 0.49% at March 31, 2019 compared to 0.48% at December 31, 2018. During the three months ended March 31, 2019, \$503,000 in loans were placed on non-accrual status. Offsetting this activity, \$30,000 in non-accrual loans were transferred to real estate owned, \$8,000 in loan principal was charged off, \$127,000 returned to accrual status, and approximately \$95,000 in principal payments were received during the three months ended March 31, 2019.

Of the \$6.8 million in total non-accrual loans as of March 31, 2019, \$6.0 million in loans have been specifically reviewed to assess whether a specific valuation allowance is necessary. A specific valuation allowance is established for an amount equal to the impairment when the carrying value of the loan exceeds the present value of expected future cash flows, discounted at the loan's original effective interest rate or the fair value of the underlying collateral with an adjustment made for costs to dispose of the asset. Based upon these specific reviews, a total of \$1.5 million in cumulative partial net charge-offs have been recorded over the life of these loans as of March 31, 2019. Partially charged-off loans measured for impairment based upon net realizable collateral value are maintained in a "non-performing" status and are disclosed as impaired loans. In addition, specific reserves totaling \$178,000 have been recorded as of March 31, 2019. The remaining \$836,000 of non-accrual loans were reviewed on an aggregate basis and \$167,000 in general valuation allowance was deemed necessary related to those loans as of March 31, 2019. The \$167,000 in valuation allowance is based upon a migration analysis performed with respect to similar non-accrual loans in prior periods.

The outstanding principal balance of our five largest non-accrual loans as of March 31, 2019 totaled \$2.0 million, which represents 29.9% of total non-accrual loans as of that date. These five loans have not had any cumulative life-to-date net charge-offs. An \$83,000 specific valuation allowance was deemed necessary based on net realizable collateral value with respect to these five loans as of March 31, 2019.

For the three months ended March 31, 2019, gross interest income that would have been recorded had our non-accruing loans been current in accordance with their original terms was \$123,000. We received \$117,000 of interest payments on such loans during the three months ended March 31, 2019. Interest payments received are treated as interest income on a cash basis as long as the remaining book value of the loan (i.e., after charge-off of all identified losses) is deemed to be fully collectible. If the remaining book value is not deemed to be fully collectible, all payments received are applied to unpaid principal. Determination as to the ultimate collectability of the remaining book value is supported by an updated credit department evaluation of the borrower's financial condition and prospects for repayment, including consideration of the borrower's sustained historical repayment performance and other relevant factors.

There were no accruing loans past due 90 days or more at March 31, 2019 or December 31, 2018.

TROUBLED DEBT RESTRUCTURINGS

The following table summarizes information with respect to the accrual status of our troubled debt restructurings:

| | As of March 31, 2019 | | Total |
|------------------------|-------------------------|--------------|-------|
| | Accruing | Non-accruing | |
| | (In Thousands) | | |
| One- to four-family | \$2,740 | \$ 809 | 3,549 |
| Multi-family | - | 357 | 357 |
| Commercial real estate | 2,740 | 13 | 2,753 |
| | \$5,480 | \$ 1,179 | 6,659 |
| | As of December 31, 2018 | | |
| | Accruing | Non-accruing | Total |
| | (In Thousands) | | |
| One- to four-family | \$2,740 | \$ 844 | 3,584 |
| Multi-family | - | 372 | 372 |
| Home equity | - | - | - |
| Commercial real estate | 2,759 | 17 | 2,776 |
| | \$5,499 | \$ 1,233 | 6,732 |

All troubled debt restructurings are considered to be impaired, are risk rated as either substandard or watch and are included in the internal risk rating tables disclosed in the notes to the financial statements. Specific reserves have been established to the extent that collateral-based impairment analyses indicate that a collateral shortfall exists.

We do not participate in government-sponsored troubled debt restructuring programs. Our troubled debt restructurings are short-term modifications. Typical initial restructured terms include six to twelve months of principal forbearance, a reduction in interest rate or both. Restructured terms do not include a reduction of the outstanding principal balance unless mandated by a bankruptcy court. Troubled debt restructuring terms may be renewed or further modified at the end of the initial term for an additional period if performance has been acceptable and the short-term borrower difficulty persists.

If a restructured loan is current in all respects and a minimum of six consecutive restructured payments have been received, it can be considered for return to accrual status. After a restructured loan that is current in all respects reverts to contractual/market terms, if a credit department review indicates no evidence of elevated market risk, the loan is removed from the troubled debt restructuring classification.

LOAN DELINQUENCY

The following table summarizes loan delinquency in total dollars and as a percentage of the total loan portfolio:

| | At March 31, 2019 | At December 31, 2018 | | |
|--|----------------------------|-------------------------------|--|--|
| | (Dollars in Thousands) | | | |
| Loans past due less than 90 days | \$ 1,672 | \$ 1,925 | | |
| Loans past due 90 days or more | 4,622 | 5,025 | | |
| Total loans past due | \$6,294 | \$ 6,950 | | |
| Total loans past due to total loans receivable | 0.46 % | 0.50 % | | |

Past due loans decreased by \$656,000, or 9.4%, to \$6.3 million at March 31, 2019 from \$7.0 million at December 31, 2018. Loans past due less than 90 days decreased by \$253,000, or 13.1%. Loans past due 90 days or more decreased by \$403,000, or 8.0%, during the three months ended March 31, 2019.

REAL ESTATE OWNED

Total real estate owned decreased by \$503,000, or 23.4%, to \$1.6 million at March 31, 2019, compared to \$2.2 million at December 31, 2018. During the three months ended March 31, 2019, \$30,000 was transferred from loans to real estate owned upon completion of foreclosure. During the same period, sales of real estate owned totaled \$533,000. There were no write downs which occurred during the three months ended March 31, 2019. New appraisals received on real estate owned and collateral dependent impaired loans are based upon an “as is value” assumption. During the period of time in which we are awaiting receipt of an updated appraisal, loans evaluated for impairment based upon collateral value are measured by the following:

- Applying an updated adjustment factor (as described previously) to an existing appraisal;
- Confirming that the physical condition of the real estate has not significantly changed since the last valuation date;
- Comparing the estimated current value of the collateral to that of updated sales values experienced on similar collateral;
- Comparing the estimated current value of the collateral to that of updated values seen on current appraisals of similar collateral; and
- Comparing the estimated current value to that of updated listed sales prices on our real estate owned and that of similar properties (not owned by the Company).

Virtually all habitable real estate owned (both residential and commercial properties) is managed with the intent of attracting a lessee to generate revenue. Foreclosed properties are recorded at the lower of carrying value or fair value, less costs to sell, with charge-offs, if any, charged to the allowance for loan losses upon transfer to real estate owned within 90 days of being transferred. Subsequent write-downs to reflect current fair market value, as well as gains and losses upon disposition and revenue and expenses incurred in maintaining such properties, are treated as period costs and included in real estate owned in the consolidated statements of income. The fair value is primarily based upon updated appraisals in addition to an analysis of current real estate market conditions.

ALLOWANCE FOR LOAN LOSSES

| | At or for the Three Months Ended March 31, | | | |
|---|---|---|-------------|---|
| | 2019 | | 2018 | |
| | (Dollars in Thousands) | | | |
| Balance at beginning of period | \$ 13,249 | | \$ 14,077 | |
| Provision for loan losses | (680 |) | (880 |) |
| Charge-offs: | | | | |
| Mortgage | | | | |
| One- to four-family | 24 | | 60 | |
| Multi-family | - | | - | |
| Home equity | 8 | | - | |
| Commercial real estate | - | | - | |
| Construction and land | - | | - | |
| Consumer | - | | - | |
| Commercial | - | | - | |
| Total charge-offs | 32 | | 60 | |
| Recoveries: | | | | |
| Mortgage | | | | |
| One- to four-family | 13 | | 32 | |
| Multi-family | 4 | | 13 | |
| Home equity | 6 | | 7 | |
| Commercial real estate | 1 | | 1 | |
| Construction and land | - | | - | |
| Consumer | - | | - | |
| Commercial | - | | - | |
| Total recoveries | 24 | | 53 | |
| Net charge-offs | 8 | | 7 | |
| Allowance at end of period | \$ 12,561 | | \$ 13,190 | |
| Ratios: | | | | |
| Allowance for loan losses to non-accrual loans at end of period | 184.77 | % | 201.16 | % |
| Allowance for loan losses to loans receivable at end of period | 0.91 | % | 1.00 | % |
| Net charge-offs to average loans outstanding (annualized) | 0.00 | % | 0.00 | % |
| Provision for loan losses to net charge-offs | (8,500.00) | % | (12,571.43) | % |
| Net charge-offs to beginning of the period allowance (annualized) | 0.24 | % | 0.20 | % |

The allowance for loan losses decreased \$688,000 to \$12.6 million at March 31, 2019, compared to \$13.2 million at December 31, 2018. The decrease in allowance for loan losses reflects the negative provision. The negative provision recorded during the current year reflects a continued improvement in the overall risk profile of the loan portfolio.

Net charge-offs of \$8,000, or less than 0.01% of average loans annualized, for the three months ended March 31, 2019, compared to net charge-offs of \$7,000, or less than 0.01% of average loans annualized, for the three months ended March 31, 2018. Of the \$32,000 in charge-offs during the three months ended March 31, 2019, most of the activity related to loans secured by one- to four-family residential loans.

Our underwriting policies and procedures emphasize that credit decisions must rely on both the credit quality of the borrower and the estimated value of the underlying collateral. Credit quality is assured only when the estimated value of the collateral is objectively determined and is not subject to significant fluctuation.

The allowance for loan losses has been determined in accordance with GAAP. We are responsible for the timely and periodic determination of the amount of the allowance required. Any future provisions for loan losses will continue to be based upon our assessment of the overall loan portfolio and the underlying collateral, trends in non-performing loans, current economic conditions and other relevant factors. To the best of management's knowledge, all probable losses have been provided for in the allowance for loan losses.

The establishment of the amount of the loan loss allowance inherently involves judgments by management as to the appropriateness of the allowance, which ultimately may or may not be correct. Higher than anticipated rates of loan default would likely result in a need to increase provisions in future years.

Liquidity and Capital Resources

We maintain liquid assets at levels we consider adequate to meet our liquidity needs. We adjust our liquidity levels to fund loan commitments, repay our borrowings, fund deposit outflows and pay real estate taxes on mortgage loans. We also adjust liquidity as appropriate to meet asset and liability management objectives. The level of our liquidity position at any point in time is dependent upon the judgment of the senior management as supported by the Asset/Liability Committee. Liquidity is monitored on a daily, weekly and monthly basis using a variety of measurement tools and indicators.

Our primary sources of liquidity are deposits, amortization and repayment of loans, sales of loans held for sale, maturities of investment securities and other short-term investments, and earnings and funds provided from operations. While scheduled principal repayments on loans are a relatively predictable source of funds, deposit flows and loan repayments are greatly influenced by market interest rates, economic conditions, and rates offered by our competitors. We set the interest rates on our deposits to maintain a desired level of total deposits. In addition, we invest excess funds in short-term, interest-earning assets, which provide liquidity to meet lending requirements. Additional sources of liquidity used for the purpose of managing long- and short-term cash flows include advances from the FHLB.

During the three months ended March 31, 2019 primary uses of cash and cash equivalents included: \$491.2 million in funding loans held for sale, a \$756,000 increase in funding loans receivable, a \$1.2 million decrease in deposits, a \$3.9 million decrease in advance payments by borrowers for taxes, \$2.6 million for cash dividends paid, \$2.7 million for purchases of mortgage related securities, and \$8.0 million in purchases of our common stock.

During the three months ended March 31, 2019, primary sources of cash and cash equivalents included: \$533.4 million in proceeds from the sale of loans held for sale, \$13.4 million in additional proceeds from short-term debt, \$6.0 million in principal repayments on mortgage related securities, and \$6.5 million in net income.

During the three months ended March 31, 2018 primary uses of cash and cash equivalents included: \$489.2 million funding loans held for sale, a \$23.1 million increase in funding loans receivable, \$17.2 million for cash dividends paid, \$16.9 million repayment of short-term borrowings, a \$5.2 million decrease in advance payments by borrowers for taxes, and \$3.7 million in purchases of our common stock.

During the three months ended March 31, 2018, primary sources of cash and cash equivalents included: \$532.1 million in proceeds from the sale of loans held for sale, \$65.0 million in additional proceeds from long-term FHLB debt, \$7.2 million in principal repayments on mortgage related securities, \$7.0 million in net income, \$2.4 million from maturities of debt securities, and \$6.8 million increase in deposits.

A portion of our liquidity consists of cash and cash equivalents, which are a product of our operating, investing and financing activities. At March 31, 2019 and 2018, respectively, \$104.8 million and \$83.4 million of our assets were invested in cash and cash equivalents. At March 31, 2019, cash and cash equivalents were comprised of the following: \$77.4 million in cash held at the Federal Reserve Bank and other depository institutions and \$27.5 million in federal funds sold and short-term investments. Our primary sources of cash are principal repayments on loans, proceeds from the calls and maturities of debt and mortgage-related securities, increases in deposit accounts and advances from the FHLB.

Liquidity management is both a daily and longer-term function of business management. If we require funds beyond our ability to generate them internally, borrowing agreements exist with the FHLB which provide an additional source of funds. At March 31, 2019, we had \$430.0 million in long term advances from the FHLB with contractual maturity dates in 2027, and 2028. The 2027 advance maturities have single call options in May 2019, June 2019, August 2019, and December 2019. The 2028 advance maturities have single call options in March 2020, March 2021, May 2020, and May 2021, along with two advances that have quarterly call options beginning in June 2020 and September 2020. As an additional source of funds, the mortgage banking segment has a repurchase agreement. As an additional source of funds, the mortgage banking segment has a repurchase agreement. At March 31, 2019, we had \$18.5 million outstanding under the repurchase agreement with a total outstanding commitment of \$35.0 million.

At March 31, 2019, we had outstanding commitments to originate loans receivable of \$13.4 million. In addition, at March 31, 2019, we had unfunded commitments under construction loans of \$71.3 million, unfunded commitments under business lines of credit of \$13.5 million and unfunded commitments under home equity lines of credit and standby letters of credit of \$14.4 million. At March 31, 2019, certificates of deposit scheduled to mature in one year or less totaled \$564.4 million. Based on prior experience, management believes that, subject to the Bank's funding needs, a significant portion of such deposits will remain with us, although there can be no assurance that this will be the case. In the event a significant portion of our deposits is not retained by us, we will have to utilize other funding sources, such as FHLB advances, in order to maintain our level of assets. However, we cannot assure that such borrowings would be available on attractive terms, or at all, if and when needed. Alternatively, we could reduce our level of liquid assets, such as our cash and cash equivalents and securities available-for-sale in order to meet funding needs. In addition, the cost of such deposits may be significantly higher if market interest rates are higher or there is an increased amount of competition for deposits in our market area at the time of renewal.

Waterstone Financial, Inc. is a separate legal entity from WaterStone Bank and must provide for its own liquidity to pay dividends to its shareholders, repurchase shares of its common stock, and for other corporate purposes. The primary source of liquidity for Waterstone Financial, Inc. is dividend payments from WaterStone Bank. The ability of WaterStone Bank to pay dividends is subject to regulatory restrictions. At March 31, 2019, Waterstone Financial, Inc. (on an unconsolidated basis) had liquid assets totaling \$10.9 million.

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Capital

Shareholders' equity decreased by \$15.2 million to \$384.5 million at March 31, 2019 from December 31, 2018. Shareholders' equity decreased primarily due to the declaration of regular dividends and a special dividend and the repurchase of stock. Partially offsetting the decreases, the increases related to net income, additional paid in capital as stock options were exercised, the increase in the fair value of the security portfolio, and unearned ESOP shares as they continue to vest.

The Company's Board of Directors authorized the fifth stock repurchase program in the fourth quarter of 2018. The timing of the purchases will depend on certain factors, including but not limited to, market conditions and prices, available funds and alternative uses of capital. The timing of the repurchases will depend on certain factors, including but not limited to, market conditions and prices, available funds and alternative uses of capital. The stock repurchase program may be carried out through open-market purchases, block trades, negotiated private transactions and pursuant to a trading plan that will be adopted in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934. Repurchased shares are held by the Company as authorized but unissued shares.

As of March 31, 2019, the Company had repurchased 7,497,453 shares at an average price of \$13.80 under previously approved stock repurchase plans. As of March 31, 2019, the Company is authorized to purchase up to 230,300 additional shares under the current approved stock repurchase program.

WaterStone Bank is subject to various regulatory capital requirements, including a risk-based capital measure. The risk-based capital guidelines include both a definition of capital and a framework for calculating risk-weighted assets by assigning assets and off-balance sheet items to broad risk categories. At March 31, 2019, WaterStone Bank exceeded all regulatory capital requirements and is considered "well capitalized" under regulatory guidelines. See "Notes to Consolidated Financial Statements - Note 8 Regulatory Capital."

Contractual Obligations, Commitments, Contingent Liabilities, and Off-balance Sheet Arrangements

The following tables present information indicating various contractual obligations and commitments of the Company as of March 31, 2019 and the respective maturity dates.

| | Total | One Year or Less | More than One Year Through Three Years | More than Three Years Through Five Years | Over Five Years |
|---------------------------------------|----------------|---------------------|---|--|-----------------------|
| | (In Thousands) | | | | |
| Demand deposits (3) | \$ 128,470 | \$ 128,470 | \$- | \$ - | \$- |
| Money market and savings deposits (3) | 175,380 | 175,380 | - | - | - |
| Time deposit (3) | 733,491 | 564,398 | 165,980 | 3,113 | - |
| Repurchase agreements (3) | 18,451 | 18,451 | - | - | - |
| Federal Home Loan Bank advances (1) | 430,000 | - | - | - | 430,000 |
| Operating leases (2) | 11,627 | 3,472 | 4,625 | 2,368 | 1,162 |
| | \$1,497,419 | \$ 890,171 | \$ 170,605 | \$ 5,481 | \$ 431,162 |

(1) Secured under a blanket security agreement on qualifying assets, principally, mortgage loans. Excludes interest which will accrue on the advances.

(2) Represents non-cancelable operating leases for offices and equipment.

(3) Excludes interest.

See Note 11 Commitments, Off-Balance Sheet Arrangements, and Contingent Liabilities of the notes to consolidated financial statements for additional information.

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Off-Balance Sheet Commitments

The following table details the amounts and expected maturities of significant off-balance sheet commitments as of March 31, 2019.

| | Total | One Year | More than One Year | More than Three Years | Over Five Years |
|---|----------------|------------|---------------------|-----------------------|-----------------|
| | (In Thousands) | or Less | Through Three Years | Through Five Years | |
| Real estate loan commitments (1) | \$ 13,355 | \$ 13,355 | \$ - | \$ - | \$ - |
| Unused portion of home equity lines of credit (2) | 14,163 | 14,163 | - | - | - |
| Unused portion of construction loans (3) | 71,332 | 71,332 | - | - | - |
| Unused portion of business lines of credit | 13,501 | 13,501 | - | - | - |
| Standby letters of credit | 261 | 261 | - | - | - |
| Total Other Commitments | \$ 112,612 | \$ 112,612 | \$ - | \$ - | \$ - |

General: Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract and generally have fixed expiration dates or other termination clauses.

- (1) Commitments for loans are extended to customers for up to 90 days after which they expire.
(2) Unused portions of home equity loans are available to the borrower for up to 10 years.
(3) Unused portions of construction loans are available to the borrower for up to one year.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Management of Market Risk

General. The majority of our assets and liabilities are monetary in nature. Consequently, our most significant form of market risk is interest rate risk. Our assets, consisting primarily of mortgage loans, have longer maturities than our liabilities, consisting primarily of deposits. As a result, a principal part of our business strategy is to manage interest rate risk and reduce the exposure of our net interest income to changes in market interest rates. Accordingly, WaterStone Bank's board of directors has established an Asset/Liability Committee which is responsible for evaluating the interest rate risk inherent in our assets and liabilities, for determining the level of risk that is appropriate given our business strategy, operating environment, capital, liquidity and performance objectives, and for managing this risk consistent with the guidelines approved by the board of directors. Management monitors the level of interest rate risk on a regular basis and the Asset/Liability Committee meets at least weekly to review our asset/liability policies and interest rate risk position, which are evaluated quarterly.

We have sought to manage our interest rate risk in order to minimize the exposure of our earnings and capital to changes in interest rates. We have implemented the following strategies to manage our interest rate risk: (i) emphasizing variable rate loans including variable rate one- to four-family, and commercial real estate loans as well as three to five year commercial real estate balloon loans; (ii) reducing and shortening the expected average life of the investment portfolio; and (iii) whenever possible, lengthening the term structure of our deposit base and our borrowings from the FHLB. These measures should reduce the volatility of our net interest income in different interest rate environments.

Income Simulation. Simulation analysis is an estimate of our interest rate risk exposure at a particular point in time. At least quarterly we review the potential effect changes in interest rates may have on the repayment or repricing of rate sensitive assets and funding requirements of rate sensitive liabilities. Our most recent simulation uses projected repricing of assets and liabilities at March 31, 2019 on the basis of contractual maturities, anticipated repayments and scheduled rate adjustments. Prepayment rate assumptions may have a significant impact on interest income simulation results. Because of the large percentage of loans and mortgage-backed securities we hold, rising or falling interest rates may have a significant impact on the actual prepayment speeds of our mortgage related assets that may in turn affect our interest rate sensitivity position. When interest rates rise, prepayment speeds slow and the average expected lives of our assets would tend to lengthen more than the expected average lives of our liabilities and therefore would most likely have a positive impact on net interest income and earnings.

The following interest rate scenario displays the percentage change in net interest income over a one-year time horizon assuming increases of 100, 200 and 300 basis points and a decreases of 100 basis points. The results incorporate actual cash flows and repricing characteristics for balance sheet accounts following an instantaneous parallel change in market rates based upon a static (no growth balance sheet).

Analysis of Net Interest Income Sensitivity

| Immediate Change in Rates | | | |
|----------------------------------|------|------|------|
| +300 | +200 | +100 | -100 |
| (Dollar Amounts in Thousands) | | | |

As of March 31, 2019

| | | | | |
|-------------------|-----------|--------|--------|-------|
| Dollar Change | (\$1,368) | (689) | (317) | 1,068 |
| Percentage Change | (2.79)% | (1.41) | (0.65) | 2.18 |

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At March 31, 2019, a 100 basis point instantaneous increase in interest rates had the effect of decreasing forecast net interest income over the next 12 months by 0.65% while a 100 basis point decrease in rates had the effect of increasing net interest income by 2.18%.

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Item 4. Controls and Procedures

Disclosure Controls and Procedures: Company management, with the participation of the Company’s Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company’s disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”)) as of the end of the period covered by this report. Based on such evaluation, the Company’s Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, the Company’s disclosure controls and procedures are effective.

Internal Control Over Financial Reporting: There have been no material changes in the Company’s internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the fiscal quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

The information required by this item is set forth in Part I, Item 1, Note 11 Commitments, Off-Balance Sheet Arrangements, Contingent Liabilities.

Item 1A. Risk Factors

There have been no material changes in risk factors applicable to the Company from those disclosed in “Risk Factors” in Item 1A of the Company’s Annual Report on Form 10-K for the year ended December 31, 2018.

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

Following are the Company’s monthly common stock repurchases during the first quarter of 2019:

| Period | Total Number of Shares Purchased | Average Price Paid per Share | Total Number of Shares as Part of Publicly Announced Plans | Maximum Number of Shares that May Yet Be Purchased Under the Plan ^(a) |
|--------------------------------------|----------------------------------|------------------------------|--|--|
| January 1, 2019 - January 31, 2019 | 151,900 | \$ 16.60 | 151,900 | 540,800 |
| February 1, 2019 - February 28, 2019 | 222,600 | 16.44 | 222,600 | 318,200 |
| March 1, 2019 - March 31, 2019 | 107,451 | 16.63 | 87,900 | 230,300 |
| Total | 481,951 | \$ 16.53 | 462,400 | 230,300 |

^(a) On November 8, 2018, the Board of Directors terminated the then-existing plan and authorized the repurchase of 1,000,000 shares of common stock.

Item 3. Defaults Upon Senior Securities

Not applicable.

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Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

Not applicable.

Item 6. Exhibits

(a) Exhibits: See Exhibit Index, which follows the signature page hereof.

Signatures

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

WATERSTONE FINANCIAL, INC.
(Registrant)

Date: May 3, 2019

/s/ Douglas S. Gordon
Douglas S. Gordon
Chief Executive Officer
Principal Executive Officer

Date: May 3, 2019

/s/ Mark R. Gerke
Mark R. Gerke
Chief Financial Officer
Principal Financial Officer

EXHIBIT INDEX

WATERSTONE FINANCIAL, INC.

Form 10-Q for Quarter Ended March 31, 2019

| Exhibit No. | Description | Filed Herewith |
|----------------|--|-------------------|
| 10.1 | Waterstone Financial, Inc. Incentive Plan†(1) | |
| 31.1 | Sarbanes-Oxley Act Section 302 Certification signed by the Chief Executive Officer of Waterstone Financial, Inc. | X |
| 31.2 | Sarbanes-Oxley Act Section 302 Certification signed by the Chief Financial Officer of Waterstone Financial, Inc. | X |
| 32.1 | Certification pursuant to 18 U.S. C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 signed by the Chief Executive Officer of Waterstone Financial, Inc. | X |
| 32.2 | Certification pursuant to 18 U.S. C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 signed by the Chief Financial Officer of Waterstone Financial, Inc. | X |
| 101 | The following financial statements from Waterstone Financial, Inc. Quarterly Report on Form 10-Q for the quarter ended March 31, 2019, formatted in Extensive Business Reporting Language (XBRL): (i) consolidated statements of financial condition, (ii) consolidated statements of income, (iii) consolidated statements of comprehensive income, (iv) consolidated statements of changes in shareholders' equity, (v) consolidated statements of cash flows and (vi) the notes to consolidated financial statements. | X |

† Management compensation contract or agreement

(1) Incorporated by reference to Exhibit 10.1 to the Consent Report on Form 8-k filed with the SEC on March 25, 2019 (File No. 001-36271)

