

OCEANFIRST FINANCIAL CORP

Form 10-Q

November 08, 2018

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2018

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

For the transition period from _____ to _____
Commission file number 001-11713

OceanFirst Financial Corp.
(Exact name of registrant as specified in its charter)

Delaware 22-3412577
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)
110 West Front Street, Red Bank, NJ 07701
(Address of principal executive offices) (Zip Code)
Registrant's telephone number, including area code: (732) 240-4500

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES NO

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

Large Accelerated Filer Accelerated Filer

Non-accelerated Filer Smaller Reporting Company

Emerging Growth Company

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

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

As of November 5, 2018 there were 48,400,470 shares of the Registrant's Common Stock, par value \$.01 per share, outstanding.

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

FINANCIAL SUMMARY

(dollars in thousands, except per share amounts)	At or for the Quarters Ended		
	September 30, 2018	June 30, 2018	September 30, 2017
SELECTED FINANCIAL CONDITION DATA⁽¹⁾:			
Total assets	\$7,562,589	\$7,736,903	\$5,383,800
Loans receivable, net	5,543,959	5,553,035	3,870,109
Deposits	5,854,250	5,819,406	4,350,259
Stockholders' equity	1,029,844	1,012,568	596,140
SELECTED OPERATING DATA:			
Net interest income	61,504	61,447	43,056
Provision for loan losses	907	706	1,165
Other income	8,285	8,883	7,359
Operating expenses	39,533	50,904	30,733
Net income	24,071	15,702	12,817
Diluted earnings per share	0.50	0.32	0.39
SELECTED FINANCIAL RATIOS:			
Stockholders' equity per common share at end of period	21.29	20.97	18.30
Tangible stockholders' equity per common share ⁽²⁾	13.93	13.56	13.47
Cash dividend per share	0.15	0.15	0.15
Stockholders' equity to total assets	13.62	% 13.09	% 11.07
Tangible stockholders' equity to total tangible assets ⁽²⁾	9.35	8.87	8.39
Return on average assets ^{(3) (4)}	1.26	0.84	0.95
Return on average stockholders' equity ^{(3) (4)}	9.36	6.23	8.60
Return on average tangible stockholders' equity ^{(2) (3) (4)}	14.39	9.64	11.74
Net interest rate spread	3.48	3.57	3.41
Net interest margin	3.64	3.70	3.50
Operating expenses to average assets ^{(3) (4)}	2.07	2.71	2.29
Efficiency ratio ^{(4) (5)}	56.65	72.38	60.96
Loan to deposit ratio	94.70	95.42	88.96
ASSET QUALITY:			
Non-performing loans	\$19,239	\$18,106	\$15,121
Non-performing assets	25,470	25,960	24,455
Allowance for loan losses as a percent of total loans receivable	0.30	% 0.30	% 0.42
Allowance for loan losses as a percent of total non-performing loans	87.43	92.18	109.68
Non-performing loans as a percent of total loans receivable	0.35	0.33	0.39
Non-performing assets as a percent of total assets	0.34	0.34	0.45

(1) With the exception of end of quarter ratios, all ratios are based on average daily balances.

(2) Tangible stockholders' equity and tangible assets exclude intangible assets relating to goodwill and core deposit intangible.

(3) Ratios are annualized.

(4) Performance ratios include the net adverse impact of merger related and branch consolidation expenses of \$2.0 million, or \$1.6 million, net of tax benefit, for the quarter ended September 30, 2018; and \$8.4 million, or \$6.7 million, net of tax benefit, for the quarter ended June 30, 2018; and \$3.2 million, or \$2.1 million, net of tax benefit, for the quarter ended September 30, 2017.

(5) Efficiency ratio represents the ratio of operating expenses to the aggregate of other income and net interest income.

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Summary

OceanFirst Financial Corp. is the holding company for OceanFirst Bank N.A. (the “Bank”), a regional bank serving business and retail customers throughout New Jersey and the metropolitan areas of Philadelphia and New York City. The term “Company” refers to OceanFirst Financial Corp., OceanFirst Bank N.A. and all of their subsidiaries on a consolidated basis. The Company’s results of operations are primarily dependent on net interest income, which is the difference between the interest income earned on interest-earning assets, such as loans and investments, and the interest expense on interest-bearing liabilities, such as deposits and borrowings. The Company also generates non-interest income such as income from bankcard services, wealth management, deposit accounts, the sale of investment products, loan originations, loan sales, and other fees. The Company’s operating expenses primarily consist of compensation and employee benefits, occupancy and equipment, marketing, Federal deposit insurance, data processing and general and administrative expenses. The Company’s results of operations are also significantly affected by general economic and competitive conditions, particularly changes in market interest rates, government policies and the actions of regulatory agencies.

Over the past two years the Company has grown significantly through the acquisitions of Ocean Shore Holding Co. (“Ocean Shore”), and Sun Bancorp. Inc. (“Sun”). These acquisitions added \$3.0 billion in assets and \$2.5 billion in deposits. Additionally, effective January 31, 2018, the Bank converted to a national bank charter and the Company became a bank holding company.

Highlights of the Company’s financial results and corporate activities for the three months ended September 30, 2018 were as follows:

Return on average assets for the three months ended September 30, 2018 of 1.26% and return on average tangible stockholders’ equity of 14.39%.

On October 25, 2018, the Company announced the planned acquisition of Capital Bank of New Jersey (“Capital Bank”). Capital Bank is an in-market opportunity that provides an excellent funding base with a 0.46% average cost of deposits and a 70.0% loan-to-deposit ratio.

Net income for the three months ended September 30, 2018, was \$24.1 million, or \$0.50 per diluted share, as compared to \$12.8 million, or \$0.39 per diluted share, for the corresponding prior year period. Net income for the nine months ended September 30, 2018, was \$45.2 million, or \$0.95 per diluted share, as compared to \$32.5 million, or \$0.98 per diluted share, for the corresponding prior year period. Net income for the three and nine months ended September 30, 2018, included merger related and branch consolidation expenses, which decreased net income, net of tax benefit, by \$1.6 million and \$22.9 million, respectively. Net income for the three and nine months ended September 30, 2017, included merger related and branch consolidation expenses, which decreased net income, net of tax benefit, by \$2.1 million and \$8.6 million, respectively. Excluding these items, net income for the three and nine months ended September 30, 2018 increased over the same prior year period, primarily due to the acquisition of Sun and the expense savings from the successful integration during 2017 of Ocean Shore, which was acquired on November 30, 2016.

Net interest income for the three and nine months ended September 30, 2018, increased to \$61.5 million and \$178.7 million, respectively, as compared to \$43.1 million and \$126.7 million, respectively, for the same prior year periods, reflecting an increase in interest-earning assets and a higher net interest margin, as a result of the acquisition of Sun.

For the three months ended September 30, 2018, other income increased to \$8.3 million as compared to \$7.4 million for the corresponding prior year period, including an additional \$2.3 million relating to Sun. Operating expenses increased to \$39.5 million for the three months ended September 30, 2018 as compared to \$30.7 million in the same prior year period. Operating expenses for the three months ended September 30, 2018, included \$2.0 million of merger related and branch consolidation expenses, as compared to \$3.2 million in the same prior year period. Excluding the impact of merger and branch consolidation expenses, the increase in operating expenses over the prior

year was primarily due to the Sun acquisition, which added \$8.2 million.

The Company remains well-capitalized with a tangible common equity to tangible assets ratio of 9.35% at September 30, 2018.

The Company declared a quarterly cash dividend of \$0.17 per share, an increase of \$0.02 per share, or 13%. The dividend, related to the quarter ended September 30, 2018, of \$0.17 per share will be paid on November 16, 2018 to stockholders of record on November 5, 2018.

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Analysis of Net Interest Income

Net interest income represents the difference between income on interest-earning assets and expense on interest-bearing liabilities. Net interest income depends upon the relative amounts of interest-earning assets and interest-bearing liabilities and the interest rate earned or paid on them.

The following tables set forth certain information relating to the Company for the three and nine months ended September 30, 2018 and September 30, 2017. The yields and costs are derived by dividing the income or expense by the average balance of the related assets or liabilities, respectively, for the periods shown except where noted otherwise. Average balances are derived from average daily balances. The yields and costs include certain fees which are considered adjustments to yields.

	For the Three Months Ended			September 30, 2017		
	September 30, 2018			September 30, 2017		
	Average Balance	Interest	Average Yield/ Cost	Average Balance	Interest	Average Yield/ Cost
	(dollars in thousands)					
Assets:						
Interest-earning assets:						
Interest-earning deposits and short-term investments	\$88,706	\$172	0.77 %	\$183,514	\$438	0.95 %
Securities ⁽¹⁾	1,080,784	6,713	2.46	817,867	4,263	2.07
Loans receivable, net ⁽²⁾						
Commercial	3,101,665	38,726	4.95	1,865,970	22,423	4.77
Residential	2,027,880	20,438	4.03	1,737,739	17,588	4.05
Home Equity	361,127	4,628	5.08	279,900	3,289	4.66
Other	52,764	705	5.30	1,112	29	10.35
Allowance for loan loss net of deferred loan fees	(9,350)	—	—	(12,370)	—	—
Loans Receivable, net	5,534,086	64,497	4.62	3,872,351	43,329	4.44
Total interest-earning assets	6,703,576	71,382	4.22	4,873,732	48,030	3.91
Non-interest-earning assets	865,054			460,795		
Total assets	\$7,568,630			\$5,334,527		
Liabilities and Stockholders' Equity:						
Interest-bearing liabilities:						
Interest-bearing checking	\$2,300,270	2,313	0.40 %	\$1,852,421	1,173	0.25 %
Money market	578,446	680	0.47	389,035	299	0.30
Savings	896,682	265	0.12	672,548	59	0.03
Time deposits	864,264	2,541	1.17	620,308	1,595	1.02
Total	4,639,662	5,799	0.50	3,534,312	3,126	0.35
FHLB Advances	475,536	2,542	2.12	264,652	1,153	1.73
Securities sold under agreements to repurchase	61,336	41	0.27	74,285	30	0.16
Other borrowings	99,438	1,496	5.97	56,502	665	4.67
Total interest-bearing liabilities	5,275,972	9,878	0.74	3,929,751	4,974	0.50
Non-interest-bearing deposits	1,210,650			781,047		
Non-interest-bearing liabilities	61,272			32,360		
Total liabilities	6,547,894			4,743,158		
Stockholders' equity	1,020,736			591,369		
Total liabilities and equity	\$7,568,630			\$5,334,527		
Net interest income		\$61,504			\$43,056	
Net interest rate spread ⁽³⁾			3.48 %			3.41 %
Net interest margin ⁽⁴⁾			3.64 %			3.50 %
			0.39 %			0.29 %

Total cost of deposits (including non-interest-bearing deposits)

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	For the Nine Months Ended					
	September 30, 2018			September 30, 2017		
	Average Balance	Interest	Average Yield/ Cost	Average Balance	Interest	Average Yield/ Cost
	(dollars in thousands)					
Assets:						
Interest-earning assets:						
Interest-earning deposits and short-term investments	\$ 101,513	\$ 660	0.87 %	\$ 180,821	\$ 1,058	0.78 %
Securities ⁽¹⁾	1,085,725	19,407	2.39	769,932	12,186	2.12
Loans receivable, net ⁽²⁾						
Commercial	2,995,847	110,920	4.95	1,849,246	65,619	4.74
Residential	1,941,594	59,117	4.06	1,720,185	52,231	4.05
Home Equity	357,490	13,335	4.99	283,419	9,760	4.60
Other	20,796	857	5.51	1,180	69	7.82
Allowance for loan loss net of deferred loan fees	(10,233)	—	—	(12,338)	—	—
Loans Receivable, net	5,305,494	184,229	4.64	3,841,692	127,679	4.44
Total interest-earning assets	6,492,732	204,296	4.21	4,792,445	140,923	3.93
Non-interest-earning assets	824,691			461,752		
Total assets	\$ 7,317,423			\$ 5,254,197		
Liabilities and Stockholders' Equity:						
Interest-bearing liabilities:						
Interest-bearing checking	\$ 2,313,012	6,099	0.35 %	\$ 1,746,601	3,086	0.24 %
Money market	567,575	1,924	0.45	418,681	891	0.28
Savings	876,695	727	0.11	675,684	285	0.06
Time deposits	862,555	6,760	1.05	628,126	4,559	0.97
Total	4,619,837	15,510	0.45	3,469,092	8,821	0.34
FHLB Advances	391,956	5,954	2.03	258,147	3,340	1.73
Securities sold under agreements to repurchase	68,173	125	0.25	74,729	82	0.15
Other borrowings	93,046	4,046	5.81	56,450	1,967	4.66
Total interest-bearing liabilities	5,173,012	25,635	0.66	3,858,418	14,210	0.49
Non-interest-bearing deposits	1,121,695			781,608		
Non-interest-bearing liabilities	55,881			28,351		
Total liabilities	6,350,588			4,668,377		
Stockholders equity	966,835			585,820		
Total liabilities and equity	\$ 7,317,423			\$ 5,254,197		
Net interest income		\$ 178,661			\$ 126,713	
Net interest rate spread ⁽³⁾			3.55 %			3.44 %
Net interest margin ⁽⁴⁾			3.68 %			3.54 %
Total cost of deposits (including non-interest-bearing deposits)			0.36 %			0.28 %

(1) Amounts represent debt and equity securities, including FHLB and Federal Reserve Bank stock, and are recorded at average amortized cost.

(2) Amount is net of deferred loan fees, undisbursed loan funds, discounts and premiums and estimated loss allowances and includes loans held for sale and non-performing loans.

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

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

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Comparison of Financial Condition at September 30, 2018 and December 31, 2017

Total assets increased by \$2.147 billion, to \$7.563 billion at September 30, 2018, from \$5.416 billion at December 31, 2017, primarily as a result of the acquisition of Sun, which added \$2.043 billion to total assets. Restricted equity investments increased by \$37.4 million, to \$57.1 million at September 30, 2018, from \$19.7 million at December 31, 2017, primarily due to the addition of Federal Reserve Bank stock as a result of converting to a national bank charter. Loans receivable, net, increased by \$1.578 billion, to \$5.544 billion at September 30, 2018, from \$3.966 billion at December 31, 2017, primarily due to acquired loans of \$1.517 billion as well as purchased loans totaling \$146.7 million. As part of the acquisition of Sun, the Company's goodwill balance increased to \$338.1 million at September 30, 2018, from \$150.5 million at December 31, 2017, and the core deposit intangible increased to \$18.0 million, from \$8.9 million at December 31, 2017.

Deposits increased by \$1.511 billion, to \$5.854 billion at September 30, 2018, from \$4.343 billion at December 31, 2017, due to acquired deposits of \$1.616 billion. The loan-to-deposit ratio at September 30, 2018 was 94.7%, as compared to 91.3% at December 31, 2017. Federal Home Loan Bank advances increased by \$168.1 million, to \$456.8 million at September 30, 2018, from \$288.7 million at December 31, 2017 due to the acquisition of Sun and to fund loan growth.

Stockholders' equity increased to \$1.030 billion at September 30, 2018, as compared to \$601.9 million at December 31, 2017. The acquisition of Sun added \$402.6 million to stockholders' equity. At September 30, 2018, there were 1.8 million shares available for repurchase under the Company's stock repurchase programs. For the nine months ended September 30, 2018, the Company did not repurchase any shares under these repurchase programs. During 2018, the Company contributed an additional \$8.4 million to the existing Employee Stock Ownership Plan. The purchased shares will be allocated to employees over the next nine years. Tangible stockholders' equity per common share increased to \$13.93 at September 30, 2018, as compared to \$13.58 at December 31, 2017.

Comparison of Operating Results for the Three and Nine Months Ended September 30, 2018 and September 30, 2017 General

On January 31, 2018, the Company completed its acquisition of Sun and its results of operations from February 1, 2018 through September 30, 2018 are included in the consolidated results for the three and nine months ended September 30, 2018, but are not included in the results of operations for the corresponding prior year periods.

Net income for the three months ended September 30, 2018, was \$24.1 million, or \$0.50 per diluted share, as compared to \$12.8 million, or \$0.39 per diluted share, for the corresponding prior year period. Net income for the nine months ended September 30, 2018, was \$45.2 million, or \$0.95 per diluted share, as compared to \$32.5 million, or \$0.98 per diluted share, for the corresponding prior year period. Net income for the three and nine months ended September 30, 2018, included merger related and branch consolidation expenses, which decreased net income, net of tax benefit, by \$1.6 million and \$22.9 million, respectively. Net income for the three and nine months ended September 30, 2017, included merger related and branch consolidation expenses, which decreased net income, net of tax benefit, by \$2.1 million and \$8.6 million, respectively. Excluding these items, net income for the three and nine months ended September 30, 2018, increased over the same prior year period, primarily due to the acquisition of Sun and the expense savings from the successful integration during 2017 of Ocean Shore, which was acquired on November 30, 2016.

Interest Income

Interest income for the three and nine months ended September 30, 2018 increased to \$71.4 million and \$204.3 million, respectively, as compared to \$48.0 million and \$140.9 million, respectively, in the corresponding prior year periods. Average interest-earning assets increased by \$1.830 billion and \$1.700 billion for the three and nine months ended September 30, 2018, respectively, as compared to the same prior year periods. The averages for the three and nine months ended September 30, 2018, were favorably impacted by \$1.636 billion and \$1.509 billion, respectively,

of interest-earning assets acquired from Sun. Average loans receivable, net, increased by \$1.662 billion and \$1.464 billion for the three and nine months ended September 30, 2018, respectively, as compared to the same prior year periods. The increases attributable to the acquisition of Sun were \$1.398 billion and \$1.279 billion, respectively. For the three and nine months ended September 30, 2018, the yield on average interest-earning assets increased to 4.22% and 4.21%, respectively, from 3.91% and 3.93% in the corresponding prior periods. The yields on average interest-earning assets benefited from the accretion of purchase accounting adjustments on the Sun acquisition, and to a lesser extent, the impact of Federal Reserve rate increases.

Interest Expense

Interest expense for the three and nine months ended September 30, 2018 was \$9.9 million and \$25.6 million, respectively, as compared to \$5.0 million and \$14.2 million, respectively, in the corresponding prior year periods. Average interest-bearing liabilities increased \$1.346 billion and \$1.315 billion for the three and nine months ended September 30, 2018, respectively, as compared

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to the same prior year periods. For the three and nine months ended September 30, 2018, the cost of average interest-bearing liabilities increased to 0.74% and 0.66%, respectively, from 0.50% and 0.49%, respectively, in the corresponding prior year periods. The total cost of deposits (including non-interest bearing deposits) was 0.39% and 0.36% for the three and nine months ended September 30, 2018, respectively, as compared to 0.29% and 0.28%, respectively, in the same prior year periods.

Net Interest Income

Net interest income for the three and nine months ended September 30, 2018, increased to \$61.5 million and \$178.7 million, respectively, as compared to \$43.1 million and \$126.7 million, respectively, for the same prior year periods, reflecting an increase in interest-earning assets and a higher net interest margin. The net interest margin for the three and nine months ended September 30, 2018, increased to 3.64% and 3.68%, from 3.50% and 3.54%, respectively, for the same prior year periods. The net interest margin benefited from the accretion of purchase accounting adjustments on the Sun acquisition of \$2.8 million and \$8.2 million for the three and nine months ended September 30, 2018, respectively.

Provision for Loan Losses

For the three and nine months ended September 30, 2018, the provision for loan losses was \$907,000 and \$3.0 million, respectively, as compared to \$1.2 million and \$3.0 million, respectively, for the corresponding prior year periods. Net loan charge-offs were \$777,000 and \$1.9 million for the three and nine months ended September 30, 2018, respectively, as compared to net loan charge-offs of \$1.1 million and \$1.6 million, respectively, in the corresponding prior year periods. Non-performing loans totaled \$19.2 million at September 30, 2018, as compared to \$15.1 million at September 30, 2017.

Other Income

For the three and nine months ended September 30, 2018, other income increased to \$8.3 million and \$26.1 million, respectively, as compared to \$7.4 million and \$20.3 million, respectively, for the corresponding prior year periods. The increases were primarily due to the impact of the Sun acquisition, which added \$2.3 million and \$6.1 million to other income for the three and nine months ended September 30, 2018, respectively, as compared to the same prior year periods. Excluding the Sun acquisition, the decrease in other income for the three months ended September 30, 2018, was primarily due to an increase in the loss from real estate operations of \$2.0 million, of which \$900,000 related to a write-down attributable to a hotel, golf, and banquet facility, partially offset by increases in fees and service charges of \$449,000. Excluding the Sun acquisition, the decrease in other income for the nine months ended September 30, 2018, was primarily due to an increase in the loss from real estate operations of \$2.8 million, of which \$1.4 million related to the year-to-date write-down on the property noted above, partially offset by increases in fees and service charges of \$763,000, an increase in the gain on sales of loans of \$580,000, mostly related to the sale of one non-performing commercial loan relationship during the first quarter of 2018, rental income of \$491,000 received primarily for January and February 2018 on the Company's acquired administrative office, and increased bankcard services revenue of \$443,000.

Operating Expenses

Operating expenses increased to \$39.5 million and \$147.3 million for the three and nine months ended September 30, 2018, respectively, as compared to \$30.7 million and \$98.8 million, respectively, in the same prior year periods. Operating expenses for the three and nine months ended September 30, 2018, included \$2.0 million and \$28.8 million, respectively, of merger related and branch consolidation expenses, as compared to \$3.2 million and \$13.2 million, respectively, in the same prior year periods. Excluding the impact of merger and branch consolidation expenses, the increase in operating expenses over the prior year was primarily due to the Sun acquisition, which added \$8.2 million and \$27.5 million for the three and nine months ended September 30, 2018, respectively. Excluding the Sun acquisition, the remaining increase in operating expenses for the three months ended September 30, 2018 over the prior year period was primarily due to increases in compensation and employee benefits expense of \$852,000 as a result of higher incentive and stock plan expenses, occupancy expense of \$402,000, equipment expense of \$296,000,

and marketing expenses of \$208,000. Excluding the Sun acquisition, the remaining increase in operating expenses for the nine months ended September 30, 2018 over the prior year period was primarily due to increases in compensation and employee benefits expense of \$3.2 million as a result of higher incentive and stock plan expenses, occupancy expenses of \$1.2 million, and service bureau expense of \$838,000.

Provision for Income Taxes

The provision for income taxes was \$5.3 million and \$9.3 million for the three and nine months ended September 30, 2018, respectively, as compared to \$5.7 million and \$12.7 million, respectively, for the same prior year periods. The effective tax rate was 18.0% and 17.1% for the three and nine months ended September 30, 2018, respectively, as compared to 30.8% and 28.0%, respectively, for the same prior year periods. The lower effective tax rate for the three and nine months ended September 30, 2018

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primarily resulted from the Tax Cuts and Jobs Act (“Tax Reform”), enacted during the fourth quarter of 2017. In addition, the State of New Jersey enacted new legislation on July 1, 2018, creating a temporary surtax effective for tax years 2018 through 2021, and requiring companies to file combined tax returns beginning 2019. The new legislation did not impact the Company’s deferred tax asset or state income tax expense for the three and nine months ended September 30, 2018. The Company will continue to evaluate the effect of this legislation on tax expense in future periods.

Liquidity and Capital Resources

The Company’s primary sources of funds are deposits, principal and interest payments on loans and mortgage-backed securities, Federal Home Loan Bank (“FHLB”) advances and other borrowings and, to a lesser extent, investment maturities and proceeds from the sale of loans. While scheduled amortization of loans is a predictable source of funds, deposit flows and loan prepayments are influenced by interest rates, economic conditions and competition. The Company has other sources of liquidity if a need for additional funds arises, including various lines of credit.

At September 30, 2018, the Company had \$171.0 million of outstanding overnight borrowings from the FHLB, compared to \$30.0 million of outstanding overnight borrowings at December 31, 2017. The Bank utilizes overnight borrowings from time-to-time to fund short-term liquidity needs. FHLB advances, including overnight borrowings totaled \$456.8 million and \$288.7 million, respectively, at September 30, 2018 and December 31, 2017.

The Company’s cash needs for the nine months ended September 30, 2018 were primarily satisfied by principal payments on loans and mortgage-backed securities, proceeds from maturities and calls of investment securities, and increased borrowings. The cash was principally utilized for the purchase of loans receivable, loan originations, the purchase of securities, and to fund deposit outflows. The Company’s cash needs for the nine months ended September 30, 2017 were primarily satisfied by principal payments on loans and mortgage-backed securities, proceeds from maturities and calls of investment securities, deposit growth, and increased borrowings. The cash was principally utilized for loan originations, the purchase of loans receivable and the purchase of securities.

In the normal course of business, the Company routinely enters into various off-balance-sheet commitments. At September 30, 2018, outstanding undrawn lines of credit totaled \$835.2 million and outstanding commitments to originate loans totaled \$213.4 million. The Company expects to have sufficient funds available to meet current commitments arising in the normal course of business.

Time deposits scheduled to mature in one year or less totaled \$452.4 million at September 30, 2018. Based upon historical experience, management is opportunistic about renewing time deposits on an as needed basis.

The Company has a detailed contingency funding plan and comprehensive reporting of funding trends on a monthly and quarterly basis which are reviewed by management. Management also monitors cash on a daily basis to determine the liquidity needs of the Bank. Additionally, management performs multiple liquidity stress test scenarios on a quarterly basis. The Bank continues to maintain significant liquidity under all stress scenarios.

Under the Company’s common stock repurchase programs, shares of OceanFirst Financial Corp. common stock may be purchased in the open market and through privately-negotiated transactions, from time-to-time, depending on market conditions. The repurchased shares are held in treasury for general corporate purposes. For the nine months ended September 30, 2018 and 2017, the Company did not repurchase any shares of common stock. At September 30, 2018, there were 1,754,804 shares available to be repurchased under the stock repurchase programs authorized in July of 2014 and April of 2017.

Cash dividends on common stock declared and paid during the first nine months of 2018 were \$21.4 million, as compared to \$14.4 million in the same prior year period. The increase in dividends was a result of the additional shares issued in the acquisition of Sun. On October 25, 2018, the Company’s Board of Directors declared a quarterly cash dividend of seventeen cents (\$0.17) per common share. The dividend is payable on November 16, 2018 to stockholders of record at the close of business on November 5, 2018.

The primary sources of liquidity specifically available to OceanFirst Financial Corp., the holding company of OceanFirst Bank N.A., are capital distributions from the bank subsidiary and the issuance of preferred and common stock and debt. For the nine months ended September 30, 2018, the Company received a dividend payment of \$24.0 million from the Bank. The Company’s ability to continue to pay dividends will be largely dependent upon capital distributions from the Bank, which may be adversely affected by capital constraints imposed by the applicable

regulations. The Company cannot predict whether the Bank will be permitted under applicable regulations to pay a dividend to the Company. If applicable regulations or regulatory bodies prevent the Bank from paying a dividend to the Company, the Company may not have the liquidity necessary to pay a dividend in the

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future or pay a dividend at the same rate as historically paid or be able to meet current debt obligations. At September 30, 2018, OceanFirst Financial Corp. held \$26.0 million in cash.

As of September 30, 2018 and December 31, 2017, the Company and the Bank exceed all regulatory capital requirements currently applicable as follows (in thousands):

	Actual		For capital adequacy purposes		To be well-capitalized under prompt corrective action	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
As of September 30, 2018						
Bank:						
Tier 1 capital (to average assets)	\$687,155	9.58 %	\$286,867	4.000%	\$358,584	5.00 %
Common equity Tier 1 (to risk-weighted assets)	687,155	13.17	332,614	6.375	⁽¹⁾ 339,136	6.50
Tier 1 capital (to risk-weighted assets)	687,155	13.17	410,876	7.875	⁽¹⁾ 417,398	8.00
Total capital (to risk-weighted assets)	704,983	13.51	515,225	9.875	⁽¹⁾ 521,747	10.00
OceanFirst Financial Corp:						
Tier 1 capital (to average assets)	\$696,209	9.69 %	\$287,298	4.000%	N/A	N/A
Common equity Tier 1 (to risk-weighted assets)	634,120	12.14	332,920	6.375	⁽¹⁾ N/A	N/A
Tier 1 capital (to risk-weighted assets)	696,209	13.33	411,255	7.875	⁽¹⁾ N/A	N/A
Total capital (to risk-weighted assets)	749,037	14.34	515,700	9.875	⁽¹⁾ N/A	N/A
As of December 31, 2017						
Bank:						
Tier 1 capital (to average assets)	\$459,031	8.75 %	\$209,760	4.000%	\$262,200	5.00 %
Common equity Tier 1 (to risk-weighted assets)	459,031	12.41	212,705	5.750	⁽²⁾ 240,450	6.50
Tier 1 capital (to risk-weighted assets)	459,031	12.41	268,194	7.250	⁽²⁾ 295,938	8.00
Total capital (to risk-weighted assets)	475,379	12.85	342,178	9.250	⁽²⁾ 369,923	10.00
OceanFirst Financial Corp:						
Tier 1 capital (to average assets)	\$465,554	8.87 %	\$209,943	4.000%	N/A	N/A
Common equity Tier 1 (to risk-weighted assets)	449,991	12.15	212,907	5.750	⁽²⁾ N/A	N/A
Tier 1 capital (to risk-weighted assets)	465,554	12.57	268,448	7.250	⁽²⁾ N/A	N/A
Total capital (to risk-weighted assets)	516,902	13.96	342,502	9.250	⁽²⁾ N/A	N/A

(1) Includes the Capital Conservation Buffer of 1.875%.

(2) Includes the Capital Conservation Buffer of 1.25%.

The Bank satisfies the criteria to be "well-capitalized" under the Prompt Corrective Action Regulations.

At September 30, 2018, the Company maintained tangible common equity of \$673.8 million, for a tangible common equity to assets ratio of 9.35%. At December 31, 2017, the Company maintained tangible common equity of \$442.6 million, for a tangible common equity to assets ratio of 8.42%.

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Off-Balance-Sheet Arrangements and Contractual Obligations

In the normal course of operations, the Company engages in a variety of financial transactions that, in accordance with generally accepted accounting principles, are not recorded in the financial statements. These transactions involve, to varying degrees, elements of credit, interest rate and liquidity risk. Such transactions are used for general corporate purposes or for customer needs. Corporate purpose transactions are used to help manage credit, interest rate and liquidity risk or to optimize capital. Customer transactions are used to manage customers' requests for funding. These financial instruments and commitments include undrawn lines of credit and commitments to extend credit.

The Company enters into loan sale agreements with investors in the normal course of business. The loan sale agreements generally require the Company to repurchase loans previously sold in the event of a violation of various representations and warranties customary to the mortgage banking industry. The Company is also obligated under a loss sharing arrangement with the FHLB relating to loans sold into the Mortgage Partnership Finance program. In the opinion of management, the potential exposure related to the loan sale agreements and loans sold to the FHLB is adequately provided for in the reserve for repurchased loans and loss sharing obligations included in other liabilities. At September 30, 2018 and December 31, 2017, the reserve for repurchased loans and loss sharing obligations amounted to \$1.5 million and \$463,000, respectively.

The following table shows the contractual obligations of the Company by expected payment period as of September 30, 2018 (in thousands):

Contractual Obligations	Total	Less than one year	1-3 years	3-5 years	More than 5 years
Debt Obligations	\$617,323	\$318,696	\$144,664	\$55,063	\$98,900
Commitments to Fund Undrawn Lines of Credit					
Commercial	506,457	506,457	—	—	—
Consumer/Construction	328,770	328,770	—	—	—
Commitments to Originate Loans	213,390	213,390	—	—	—

Debt obligations include advances from the FHLB and other borrowings and have defined terms.

Commitments to fund undrawn lines of credit and commitments to originate loans 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 some of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Company's exposure to credit risk is represented by the contractual amount of the instruments.

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Non-Performing Assets

The following table sets forth information regarding the Company's non-performing assets consisting of non-performing loans and other real estate owned. It is the policy of the Company to cease accruing interest on loans 90 days or more past due or in the process of foreclosure.

	September 30, 2018	December 31, 2017
	(dollars in thousands)	
Non-performing loans:		
Commercial and industrial	\$ 1,727	\$ 503
Commercial real estate – owner occupied	511	5,962
Commercial real estate – investor	8,082	8,281
Residential mortgage	6,390	4,190
Home equity loans and lines	2,529	1,929
Total non-performing loans	19,239	20,865
Other real estate owned	6,231	8,186
Total non-performing assets	\$25,470	\$29,051
Purchased credit impaired loans (“PCI”)	\$9,700	\$1,712
Delinquent loans 30-89 days	\$26,691	\$20,796
Allowance for loan losses as a percent of total loans receivable	0.30	% 0.40 %
Allowance for loan losses as a percent of total non-performing loans	87.43	75.35
Non-performing loans as a percent of total loans receivable	0.35	0.52
Non-performing assets as a percent of total assets	0.34	0.54

The Company's non-performing loans totaled \$19.2 million at September 30, 2018, as compared to \$20.9 million at December 31, 2017. Included in the non-performing loans total was \$3.6 million and \$8.8 million of troubled debt restructured (“TDR”) loans at September 30, 2018 and December 31, 2017, respectively. The decrease in non-performing loans was primarily due to the sale of one commercial loan relationship. Non-performing loans do not include \$9.7 million and \$1.7 million of acquired PCI loans at September 30, 2018 and December 31, 2017, respectively. At September 30, 2018, the allowance for loan losses totaled \$16.8 million, or 0.30% of total loans, as compared to \$15.7 million, or 0.40% of total loans at December 31, 2017. These ratios exclude existing fair value credit marks on acquired loans of \$34.4 million and \$17.5 million at September 30, 2018 and December 31, 2017, respectively. These loans were acquired at fair value with no related allowances for loan losses. Other real estate owned includes \$5.1 million relating to the hotel, golf and banquet facility located in New Jersey which the Company acquired in the fourth quarter of 2015. The Company has executed a letter of intent with a qualified buyer for this facility at the current carrying value with the closing expected prior to year-end.

The Company classifies loans and other assets in accordance with regulatory guidelines as follows (in thousands):

	September 30, 2018	December 31, 2017
Special Mention	\$ 33,612	\$ 25,489
Substandard	78,978	60,661

Critical Accounting Policies

Note 1 to the Company's Audited Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017 (the “2017 Form 10-K”), as supplemented by this report, contains a summary of significant accounting policies. Various elements of these accounting policies, by their nature, are inherently subject to estimation techniques, valuation assumptions and other subjective assessments. Certain assets are carried in the consolidated statements of financial condition at fair value or the lower of cost or estimated fair value. Policies with respect to the methodology used to determine the allowance for loan losses and judgments regarding securities are the most critical accounting policies because they are important to the presentation of the

Company's financial condition and results of operations. These judgments and policies involve a higher degree of complexity and require management to make difficult and subjective judgments which often require assumptions or estimates about highly uncertain matters. The use of different judgments, assumptions and estimates could result in material differences in the results of operations or financial condition. These critical accounting policies and their application are reviewed periodically, and at least annually, with the Audit Committee of the Board of Directors.

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Private Securities Litigation Reform Act Safe Harbor Statement

In addition to historical information, this quarterly report contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 which are based on certain assumptions and describe future plans, strategies and expectations of the Company. These forward-looking statements are generally identified by use of the words “believe,” “expect,” “intend,” “anticipate,” “estimate,” “project,” “will,” “should,” “may,” “view,” “opportunities,” “potential,” or similar expressions or expressions of confidence. The Company’s ability to predict results or the actual effect of future plans or strategies is inherently uncertain. Factors which could have a material adverse effect on the operations of the Company and its subsidiaries include, but are not limited to, changes in interest rates, general economic conditions, levels of unemployment in the Bank’s lending area, real estate market values in the Bank’s lending area, future natural disasters and increases to flood insurance premiums, the level of prepayments on loans and mortgage-backed securities, legislative/regulatory changes, monetary and fiscal policies of the U.S. Government including policies of the U.S. Treasury and the Board of Governors of the Federal Reserve System, the quality or composition of the loan or investment portfolios, demand for loan products, deposit flows, competition, demand for financial services in the Company’s market area and accounting principles and guidelines and the Company’s ability to successfully integrate acquired operations. These risks and uncertainties are further discussed in the Company’s 2017 Form 10-K and subsequent securities filings and should be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements. The Company does not undertake, and specifically disclaims any obligation, to publicly release the result of any revisions which may be made to any forward-looking statements to reflect events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events. Further description of the risks and uncertainties to the business are included in Item 1, Business, and Item 1A, Risk Factors, of the Company’s 2017 Form 10-K, as amended by its subsequent SEC filings.

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Item 3. Quantitative and Qualitative Disclosures About Market Risk

The Company's interest rate sensitivity is monitored through the use of an interest rate risk ("IRR") model. The following table sets forth the amounts of interest-earning assets and interest-bearing liabilities outstanding at September 30, 2018, which were anticipated by the Company, based upon certain assumptions, to reprice or mature in each of the future time periods shown.

At September 30, 2018, the Company's one-year gap was positive 5.32% as compared to positive 4.62% at December 31, 2017. These results were within the approved policy guidelines.

At September 30, 2018	3 Months or Less	More than 3 Months to 1 Year	More than 1 Year to 3 Years	More than 3 Years to 5 Years	More than 5 Years	Total	
(dollars in thousands)							
Interest-earning assets: ⁽¹⁾							
Interest-earning deposits and short-term investments	\$107,012	\$1,233	\$2,695	\$—	\$—	\$110,940	
Debt investment securities	68,524	39,023	113,281	43,598	50,805	315,231	
Debt mortgage-backed securities	64,959	80,784	201,216	139,595	188,666	675,220	
Equity investments	—	—	—	—	9,519	9,519	
Restricted equity investments	—	—	—	—	57,143	57,143	
Loans receivable ⁽²⁾	1,092,223	859,120	1,576,920	946,494	1,078,048	5,552,805	
Total interest-earning assets	1,332,718	980,160	1,894,112	1,129,687	1,384,181	6,720,858	
Interest-bearing liabilities:							
Interest-bearing checking accounts	804,190	126,943	285,606	224,098	891,378	2,332,215	
Money market deposit accounts	14,584	41,605	96,696	79,008	352,357	584,250	
Savings accounts	48,706	73,543	166,145	130,129	469,276	887,799	
Time deposits	127,479	326,793	276,535	119,137	3,167	853,111	
FHLB advances	181,547	76,064	144,468	54,727	—	456,806	
Securities sold under agreements to repurchase and other borrowings	61,044	72,541	196	336	26,400	160,517	
Total interest-bearing liabilities	1,237,550	717,489	969,646	607,435	1,742,578	5,274,698	
Interest sensitivity gap ⁽³⁾	\$95,168	\$262,671	\$924,466	\$522,252	\$(358,397)	\$1,446,160	
Cumulative interest sensitivity gap	\$95,168	\$357,839	\$1,282,305	\$1,804,557	\$1,446,160	\$1,446,160	
Cumulative interest sensitivity gap as a percent of total interest-earning assets	1.42	% 5.32	% 19.08	% 26.85	% 21.52	% 21.52	%

(1) Interest-earning assets are included in the period in which the balances are expected to be redeployed and/or repriced as a result of anticipated prepayments, scheduled rate adjustments, and contractual maturities.

(2) For purposes of the gap analysis, loans receivable includes loans held for sale and non-performing loans gross of the allowance for loan losses, unamortized discounts and deferred loan fees.

(3) Interest sensitivity gap represents the difference between interest-earning assets and interest-bearing liabilities.

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Additionally, the table below sets forth the Company's exposure to IRR as measured by the change in economic value of equity ("EVE") and net interest income under varying rate shocks as of September 30, 2018 and December 31, 2017. All methods used to measure interest rate sensitivity involve the use of assumptions, which may tend to oversimplify the manner in which actual yields and costs respond to changes in market interest rates. The Company's interest rate sensitivity should be reviewed in conjunction with the financial statements and notes thereto contained in the 2017 Form 10-K.

Change in Interest Rates in Basis Points (Rate Shock)	September 30, 2018			Net Interest Income			December 31, 2017			Net Interest Income	
	Economic Value of Equity			Economic Value of Equity			EVE		EVE		
	Amount	% Change	EVE Ratio	Amount	% Change	Amount	% Change	Ratio	Amount	% Change	
(dollars in thousands)											
300	\$1,356,051	(0.7)%	19.7%	\$260,994	0.7 %	\$844,117	5.0 %	16.8%	\$169,653	(2.3)%	
200	1,386,005	1.5	19.6	261,230	0.8	850,511	5.8	16.5	171,758	(1.1)	
100	1,390,317	1.8	19.1	260,702	0.6	838,066	4.3	15.9	173,119	(0.3)	
Static	1,365,705	—	18.3	259,236	—	803,722	—	14.9	173,590	—	
(100)	1,303,544	(4.6)	17.1	255,449	(1.5)	737,232	(8.3)	13.3	170,383	(1.8)	

The change in interest rate sensitivity at September 30, 2018, as compared to December 31, 2017, is primarily due to the full integration of Sun into the Bank's operations.

Item 4. Controls and Procedures

The Company's management, including the Company's principal executive officer and principal financial officer, have evaluated the effectiveness of the Company's "disclosure controls and procedures," as such term is defined in Rule 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended, (the "Exchange Act"). Based upon their evaluation, the principal executive officer and principal financial officer concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures were effective. Disclosure controls and procedures are the controls and other procedures that are designed to ensure that the information required to be disclosed in the reports that the Company files or submits under the Exchange Act with the Securities and Exchange Commission ("SEC") (1) is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and (2) is accumulated and communicated to the Company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. In addition, based on that evaluation, there were no changes in the Company's internal control over financial reporting during the quarter ended September 30, 2018 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

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OceanFirst Financial Corp.

CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION

(dollars in thousands, except per share amounts)

	September 30, 2018	December 31, 2017
	(Unaudited)	
Assets		
Cash and due from banks	\$148,362	\$109,613
Debt securities available-for-sale, at estimated fair value	100,015	81,581
Debt securities held-to-maturity, net (estimated fair value of \$864,173 at September 30, 2018 and \$761,660 at December 31, 2017)	883,540	764,062
Equity investments, at estimated fair value	9,519	8,700
Restricted equity investments, at cost	57,143	19,724
Loans receivable, net	5,543,959	3,965,773
Loans held-for-sale	732	241
Interest and dividends receivable	20,822	14,254
Other real estate owned	6,231	8,186
Premises and equipment, net	112,320	101,776
Bank Owned Life Insurance	221,190	134,847
Deferred tax asset	59,052	1,922
Assets held for sale	7,552	4,046
Other assets	36,094	41,895
Core deposit intangible	17,954	8,885
Goodwill	338,104	150,501
Total assets	\$7,562,589	\$5,416,006
Liabilities and Stockholders' Equity		
Deposits	\$5,854,250	\$4,342,798
Federal Home Loan Bank advances	456,806	288,691
Securities sold under agreements to repurchase with retail customers	61,044	79,668
Other borrowings	99,473	56,519
Advances by borrowers for taxes and insurance	16,654	11,156
Other liabilities	44,518	35,233
Total liabilities	6,532,745	4,814,065
Stockholders' equity:		
Preferred stock, \$.01 par value, \$1,000 liquidation preference, 5,000,000 shares authorized, no shares issued	—	—
Common stock, \$.01 par value, 150,000,000 shares authorized, 48,382,370 shares issued and 48,382,370 and 32,596,893 shares outstanding at September 30, 2018 and December 31, 2017, respectively	483	336
Additional paid-in capital	756,954	354,377
Retained earnings	286,462	271,023
Accumulated other comprehensive loss	(3,943) (5,349
Less: Unallocated common stock held by Employee Stock Ownership Plan	(10,112) (2,479
Treasury stock, 0 and 969,879 shares at September 30, 2018 and December 31, 2017, respectively	—	(15,967
Common stock acquired by Deferred Compensation Plan	(87) (84
Deferred Compensation Plan Liability	87	84
Total stockholders' equity	1,029,844	601,941

Total liabilities and stockholders' equity	\$7,562,589	\$5,416,006
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See accompanying Notes to Unaudited Consolidated Financial Statements.

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OceanFirst Financial Corp.

CONSOLIDATED STATEMENTS OF INCOME

(in thousands, except per share amounts)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2018 (Unaudited)	2017 (Unaudited)	2018 (Unaudited)	2017 (Unaudited)
Interest income:				
Loans	\$64,497	\$43,329	\$184,229	\$127,679
Mortgage-backed securities	4,105	2,738	12,087	8,189
Debt securities, equity investments and other	2,780	1,963	7,980	5,055
Total interest income	71,382	48,030	204,296	140,923
Interest expense:				
Deposits	5,799	3,126	15,510	8,821
Borrowed funds	4,079	1,848	10,125	5,389
Total interest expense	9,878	4,974	25,635	14,210
Net interest income	61,504	43,056	178,661	126,713
Provision for loan losses	907	1,165	2,984	3,030
Net interest income after provision for loan losses	60,597	41,891	175,677	123,683
Other income:				
Bankcard services revenue	2,425	1,785	6,717	5,202
Wealth management revenue	573	541	1,721	1,622
Fees and service charges	4,735	3,702	14,551	11,163
Net gain on sales of loans	31	17	654	74
Net unrealized loss on equity investments	(70)	—	(282)	—
Net (loss) income from other real estate operations	(1,582)	432	(2,975)	(196)
Income from Bank Owned Life Insurance	1,337	881	3,813	2,436
Other	836	1	1,880	23
Total other income	8,285	7,359	26,079	20,324
Operating expenses:				
Compensation and employee benefits	19,694	14,673	64,189	46,138
Occupancy	4,443	2,556	13,582	7,965
Equipment	2,067	1,605	6,004	5,006
Marketing	1,021	775	2,475	2,245
Federal deposit insurance	927	713	2,857	2,079
Data processing	3,125	2,367	9,968	6,809
Check card processing	799	871	2,904	2,640
Professional fees	1,066	846	3,746	2,901
Other operating expense	3,366	2,667	9,928	8,258
Amortization of core deposit intangible	995	507	2,828	1,544
Branch consolidation expense	1,368	1,455	2,911	6,939
Merger related expenses	662	1,698	25,863	6,300
Total operating expenses	39,533	30,733	147,255	98,824
Income before provision for income taxes	29,349	18,517	54,501	45,183
Provision for income taxes	5,278	5,700	9,301	12,669
Net income	\$24,071	\$12,817	\$45,200	\$32,514
Basic earnings per share	\$0.50	\$0.40	\$0.97	\$1.01
Diluted earnings per share	\$0.50	\$0.39	\$0.95	\$0.98

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Average basic shares outstanding	47,685	32,184	46,451	32,073
Average diluted shares outstanding	48,572	33,106	47,403	33,110

See accompanying Notes to Unaudited Consolidated Financial Statements.

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OceanFirst Financial Corp.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(in thousands)

	For the Three Months Ended September 30, 2018		For the Nine Months Ended September 30, 2018	
	2017	2017	2017	2017
	(Unaudited)		(Unaudited)	
Net income	\$24,071	\$12,817	\$45,200	\$32,514
Other comprehensive income:				
Unrealized (loss) gain on debt securities (net of tax benefit of \$46 and \$207 in 2018, and net of tax benefit of \$8 and net of tax expense of \$50 in 2017, respectively)	(179)	(12)	(772)	72
Accretion of unrealized (gain) loss on debt securities reclassified to held-to-maturity (net of tax expense of \$336 and \$854 in 2018, and net of tax expense of \$122 and \$365 in 2017, respectively)	(110)	176	1,836	528
Reclassification adjustment for gains included in net income (net of tax expense of \$0 and \$53 in 2018)	—	—	195	—
Total comprehensive income	\$23,782	\$12,981	\$46,459	\$33,114
See accompanying Notes to Unaudited Consolidated Financial Statements.				

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OceanFirst Financial Corp.

Consolidated Statements of Changes in Stockholders' Equity

(dollars in thousands, except per share amounts)

(Unaudited)

For the Nine Months Ended September 30, 2018 and 2017

	Preferred Stock	Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Employee Stock Ownership Plan	Treasury Stock	Common Stock Acquired by Deferred Compensation Plan	Deferred Compensation Plan Liability	Total
Balance at December 31, 2016	\$ —	\$ 336	\$ 364,433	\$ 238,192	\$ (5,749)	\$ (2,761)	\$ (22,548)	\$ (313)	\$ 313	\$ 571,903
Net income	—	—	—	32,514	—	—	—	—	—	32,514
Other comprehensive income, net of tax	—	—	—	—	600	—	—	—	—	600
Stock awards	—	—	1,678	—	—	—	—	—	—	1,678
Effect of adopting Accounting Standards Update ("ASU") No. 2016-09	—	—	(11,129)	11,129	—	—	—	—	—	—
Treasury stock allocated to restricted stock plan	—	—	(1,645)	782	—	—	863	—	—	—
Allocation of ESOP stock	—	—	480	—	—	212	—	—	—	692
Cash dividend \$0.45 per share	—	—	—	(14,439)	—	—	—	—	—	(14,439)
Exercise of stock options	—	—	—	(2,125)	—	—	5,317	—	—	3,192
Sale of stock for the deferred compensation plan	—	—	—	—	—	—	—	230	(230)	—
Balance at September 30, 2017	\$ —	\$ 336	\$ 353,817	\$ 266,053	\$ (5,149)	\$ (2,549)	\$ (16,368)	\$ (83)	\$ 83	\$ 596,140
Balance at December 31, 2017	\$ —	\$ 336	\$ 354,377	\$ 271,023	\$ (5,349)	\$ (2,479)	\$ (15,967)	\$ (84)	\$ 84	\$ 601,941
Net income	—	—	—	45,200	—	—	—	—	—	45,200
	—	—	—	—	1,259	—	—	—	—	1,259

Other comprehensive income, net of tax									
Stock awards	—	2	2,528	—	—	—	—	—	2,530
Effect of adopting Accounting Standards Update ("ASU") No. 2016-01									
Acquisition of common stock by ESOP	—	—	—	(147)	147	—	—	—
Allocation of ESOP stock	—	—	482	—	—	767	—	—	1,249
Cash dividend \$0.45 per share	—	—	—	(21,425)	—	—	—	(21,425
Exercise of stock options	—	4	12,919	(8,189)	—	202	—	4,936
Acquisition of Sun Bancorp Inc.	—	141	386,648	—	—	—	15,765	—	402,554
Purchase of stock for the deferred compensation plan	—	—	—	—	—	—	—	(3)
Balance at September 30, 2018	\$	-\$ 483	\$ 756,954	\$ 286,462	\$ (3,943)	\$ (10,112)	\$—	\$ (87
)
									\$ 87
									\$ 1,029,844

See accompanying Notes to Unaudited Consolidated Financial Statements.

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OceanFirst Financial Corp.
Consolidated Statements of Cash Flows
(dollars in thousands)

	For the Nine Months Ended September 30, 2018 2017 (Unaudited)	
Cash flows from operating activities:		
Net income	\$45,200	\$32,514
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization of premises and equipment	6,581	4,606
Allocation of ESOP stock	1,249	692
Stock awards	2,530	1,678
Net excess tax benefit on stock compensation	(722)	(1,700)
Amortization of servicing asset	86	67
Net premium amortization in excess of discount accretion on securities	2,988	2,153
Net amortization of deferred costs on borrowings	196	33
Amortization of core deposit intangible	2,828	1,544
Net accretion of purchase accounting adjustments	(12,807)	(6,281)
Net amortization of deferred costs and discounts on loans	493	300
Provision for loan losses	2,984	3,030
Net loss on sale and write-down of other real estate owned	1,949	737
Write down of fixed assets held for sale to net realizable value	3,744	6,350
Net (gain) loss on sale of fixed assets	(26)	13
Net unrealized loss on equity securities	282	—
Net gain on sales of loans	(654)	(74)
Proceeds from sales of mortgage loans held for sale	2,053	3,837
Mortgage loans originated for sale	(2,503)	(2,551)
Increase in value of Bank Owned Life Insurance	(3,813)	(2,436)
Net gain on sale of assets held for sale	(1,166)	—
Increase in interest and dividends receivable	(947)	(1,638)
Decrease in other assets	13,452	4,012
(Decrease) increase in other liabilities	(1,744)	15,810
Total adjustments	17,033	30,182
Net cash provided by operating activities	62,233	62,696
Cash flows from investing activities:		
Net decrease (increase) in loans receivable	85,935	(57,646)
Proceeds from sale of under performing loans	8,724	6,022
Purchase of loans receivable	(147,563)	(16,627)
Purchase of debt investment securities available-for-sale	(28,010)	(54,810)
Purchase of debt investment securities held-to-maturity	(4,017)	(111,593)
Purchase of debt mortgage-backed securities held-to-maturity	—	(120,210)
Purchase of equity investments	(138)	—
Proceeds from maturities and calls of debt investment securities available-for-sale	14,001	—
Proceeds from maturities and calls of debt investment securities held-to-maturity	41,246	13,020
Principal repayments on debt mortgage-backed securities held-to-maturity	91,717	73,313
Proceeds from Bank Owned Life Insurance	2,708	310
Proceeds from the redemption of restricted equity investments	83,806	19,010

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Purchases of restricted equity investments	(104,408)	(18,169)
Proceeds from sales of other real estate owned	646	2,777
Proceeds from sales of assets held for sale	7,488	—
Purchases of premises and equipment	(10,424)	(9,031)
Cash consideration paid for acquisition, net of cash received	(3,743)	—
Net cash provided by (used in) investing activities	37,968	(273,634)

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Continued

OceanFirst Financial Corp.

Consolidated Statements of Cash Flows (Continued)

(dollars in thousands)

	For the Nine Months Ended September 30,	
	2018	2017
	(Unaudited)	
Cash flows from financing activities:		
(Decrease) increase in deposits	\$(103,522)	\$163,182
Increase in short-term borrowings	122,376	5,391
Proceeds from Federal Home Loan Bank advances	—	10,000
Repayments of Federal Home Loan Bank advances	(56,607)	(1,438)
Repayments of other borrowings	(342)	—
Increase in advances by borrowers for taxes and insurance	5,498	341
Exercise of stock options	4,936	3,192
Payment of employee taxes withheld from stock awards	(3,235)	(1,406)
Acquisition of common stock by ESOP	(8,400)	—
Dividends paid	(21,425)	(14,439)
Net cash (used in) provided by financing activities	(60,721)	164,823
Net increase (decrease) in cash and due from banks and restricted cash	39,480	(46,115)
Cash and due from banks and restricted cash at beginning of period	109,613	301,373
Cash and due from banks and restricted cash at end of period	\$149,093	\$255,258
Supplemental Disclosure of Cash Flow Information:		
Cash and due from banks at beginning of period	\$109,613	\$301,373
Restricted cash at beginning of period	—	—
Cash and due from banks and restricted cash at beginning of period	\$109,613	\$301,373
Cash and due from banks at end of period	\$148,362	\$255,258
Restricted cash at end of period	731	—
Cash and due from banks and restricted cash at end of period	149,093	255,258
Cash paid during the period for:		
Interest	\$26,637	\$14,333
Income taxes	143	8
Non-cash activities:		
Accretion of unrealized loss on securities reclassified to held-to-maturity	2,690	865
Net loan charge-offs	1,884	1,629
Transfer of premises and equipment to assets held-for-sale	11,092	5,078
Transfer of loans receivable to other real estate owned	640	3,389
Acquisition:		
Non-cash assets acquired:		
Securities	\$254,522	\$—
Restricted equity investments	16,967	—
Loans	1,517,172	—
Premises and equipment	19,892	—
Accrued interest receivable	5,621	—
Bank Owned Life Insurance	85,238	—
Deferred tax asset	57,712	—
Other assets	5,246	—
Goodwill and other intangible assets, net	199,500	—

Total non-cash assets acquired	\$2,161,870	\$—
Liabilities assumed:		
Deposits	\$1,616,073	\$—
Borrowings	127,747	—
Other liabilities	11,752	—
Total liabilities assumed	\$1,755,572	\$—

See accompanying Notes to Unaudited Consolidated Financial Statements.

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OceanFirst Financial Corp.

Notes to Unaudited Consolidated Financial Statements

Note 1. Basis of Presentation

The accompanying unaudited consolidated financial statements include the accounts of OceanFirst Financial Corp. (the “Company”) and its wholly-owned subsidiaries, OceanFirst Bank N.A. (the “Bank”) and OceanFirst Risk Management, Inc., and the Bank’s wholly-owned subsidiaries, OceanFirst REIT Holdings, Inc., and its wholly-owned subsidiary OceanFirst Management Corp., and its wholly-owned subsidiary OceanFirst Realty Corp., OceanFirst Services, LLC and its wholly-owned subsidiary OFB Reinsurance, Ltd., 975 Holdings, LLC, Hooper Holdings, LLC., TRREO Holdings LLC, Casaba Real Estate Holdings Corporation, Cohensey Bridge, L.L.C., and Prosperis Financial, LLC. All significant intercompany accounts and transactions have been eliminated in consolidation.

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

The interim consolidated financial statements reflect all normal and recurring adjustments which are, in the opinion of management, considered necessary for a fair presentation of the financial condition and results of operations for the periods presented. The results of operations for the three and nine months ended September 30, 2018 are not necessarily indicative of the results of operations that may be expected for all of 2018. In preparing the consolidated financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the statements of financial condition and the results of operations for the period. Actual results could differ from these estimates.

Certain information and note disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted, pursuant to the rules and regulations of the Securities and Exchange Commission (the “SEC”).

These unaudited consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2017.

Note 2. Business Combinations

On January 31, 2018, the Company completed its acquisition of Sun Bancorp, Inc. (“Sun”), which after purchase accounting adjustments added \$2.0 billion to assets, \$1.5 billion to loans, and \$1.6 billion to deposits. Total consideration paid for Sun was \$474.9 million, including cash consideration of \$72.4 million. Sun was merged with and into the Company on the date of acquisition.

The acquisition was accounted for under the acquisition method of accounting. Under this method of accounting, the purchase price has been allocated to the respective assets acquired and liabilities assumed based upon their estimated fair values, net of tax. The excess of consideration paid over the estimated fair value of the net assets acquired has been recorded as goodwill.

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OceanFirst Financial Corp.

Notes to Unaudited Consolidated Financial Statements (Continued)

The following table summarizes the estimated fair values of the assets acquired and the liabilities assumed at the date of the acquisition for Sun, net of total consideration paid (in thousands):

	At January 31, 2018 Estimated Fair Value
Total Purchase Price:	\$474,930
Assets acquired:	
Cash and cash equivalents	\$68,632
Securities	254,522
Loans	1,517,172
Accrued interest receivable	5,621
Bank Owned Life Insurance	85,238
Deferred tax asset	57,712
Other assets	42,105
Core deposit intangible	11,897
Total assets acquired	2,042,899
Liabilities assumed:	
Deposits	(1,616,073)
Borrowings	(127,747)
Other liabilities	(11,752)
Total liabilities assumed	(1,755,572)
Net assets acquired	\$287,327
Goodwill recorded in the merger	\$187,603

The calculation of goodwill is subject to change for up to one year after the date of acquisition as additional information relative to the closing date estimates and uncertainties become available. As the Company finalizes its review of the acquired assets and liabilities, certain adjustments to the recorded carrying values may be required.

Supplemental Pro Forma Financial Information

The following table presents the unaudited condensed pro forma financial information assuming the Sun acquisition had been completed as of January 1, 2018 for the nine months ended September 30, 2018 and as of January 1, 2017 for the nine months ended September 30, 2017. The table below has been prepared for comparative purposes only and is not necessarily indicative of the actual results that would have been attained had the acquisition occurred as of the beginning of the periods presented, nor is it indicative of future results. Furthermore, the unaudited pro forma information does not reflect management's estimate of any revenue-enhancing opportunities nor anticipated cost savings or the impact of conforming certain accounting policies of the acquired company to the Company's policies that may have occurred as a result of the integration and consolidation of Sun's operations. The pro forma information shown reflects adjustments related to certain purchase accounting fair value adjustments; amortization of core deposit and other intangibles; and related income tax effects.

(in thousands)	Pro forma Nine Months Ended September 30, 2018	Pro forma Nine Months Ended September 30, 2017
Net interest income	\$ 184,887	\$ 181,572
Provision for loan losses	2,984	2,199

Non-interest income	26,894	29,590
Non-interest expense	164,538	146,154
Net income	\$ 35,575	\$ 45,027
Fully diluted earnings per share	\$0.74	\$0.93

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OceanFirst Financial Corp.

Notes to Unaudited Consolidated Financial Statements (Continued)

Fair Value Measurement of Assets Assumed and Liabilities Assumed

The methods used to determine the fair value of the assets acquired and liabilities assumed in the Sun acquisition were as follows. Refer to Note 8, Fair Value Measurements, for a discussion of the fair value hierarchy.

Securities

The estimated fair values of the securities were calculated utilizing Level 2 inputs. The securities acquired are bought and sold in active markets. Prices for these instruments were obtained through security industry sources that actively participate in the buying and selling of securities.

Loans

The acquired loan portfolio was valued utilizing Level 3 inputs and included the use of present value techniques employing cash flow estimates and incorporated assumptions that marketplace participants would use in estimating fair values. In instances where reliable market information was not available, the Company used its own assumptions in an effort to determine reasonable fair value. Specifically, the Company utilized three separate fair value analyses which a market participant would employ in estimating the total fair value adjustment. The three separate fair valuation methodologies used were: 1) interest rate loan fair value analysis; 2) general credit fair value adjustment; and 3) specific credit fair value adjustment.

To prepare the interest rate fair value analysis, loans were grouped by characteristics such as loan type, term, collateral and rate. Market rates for similar loans were obtained from various external data sources and reviewed by Company management for reasonableness. The average of these rates was used as the fair value interest rate a market participant would utilize. A present value approach was utilized to calculate the interest rate fair value adjustment.

The general credit fair value adjustment was calculated using a two part general credit fair value analysis: 1) expected lifetime losses and 2) estimated fair value adjustment for qualitative factors. The expected lifetime losses were calculated using an average of historical losses of the acquired bank. The adjustment related to qualitative factors was impacted by general economic conditions and the risk related to lack of experience with the originator's underwriting process.

To calculate the specific credit fair value adjustment, the Company reviewed the acquired loan portfolio for loans meeting the definition of an impaired loan with deteriorated credit quality. Loans meeting these criteria were reviewed by comparing the contractual cash flows to expected collectible cash flows. The aggregate expected cash flows less the acquisition date fair value resulted in an accretable yield amount which will be recognized over the life of the loans on a level yield basis as an adjustment to yield.

Premises and Equipment

Fair values are based upon appraisals from independent third parties. In addition to owned properties, Sun operated twenty-one properties subject to lease agreements.

Deposits and Core Deposit Premium

Core deposit premium represents the value assigned to non-interest-bearing demand deposits, interest-bearing checking, money market and saving accounts acquired as part of the acquisition. The core deposit premium value represents the future economic benefit, including the present value of future tax benefits, of the potential cost saving from acquiring the core deposits as part of an acquisition compared to the cost of alternative funding sources and is valued utilizing Level 2 inputs. The core deposit premium totaled \$11.9 million for the acquisition of Sun, and is being amortized over its estimated useful life of approximately 10 years using an accelerated method.

Time deposits are not considered to be core deposits as they are assumed to have a low expected average life upon acquisition. The fair value of time deposits represents the present value of the expected contractual payments discounted by market rates for similar time deposits and is valued utilizing Level 2 inputs.

Borrowings

Fair value estimates are based on discounting contractual cash flows using rates which approximate the rates offered for borrowings of similar remaining maturities.

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OceanFirst Financial Corp.

Notes to Unaudited Consolidated Financial Statements

Note 3. Earnings per Share

The following reconciles shares outstanding for basic and diluted earnings per share for the three and nine months ended September 30, 2018 and 2017 (in thousands):

	Three Months Ended September 30, 2018		Nine Months Ended September 30, 2017	
Weighted average shares outstanding	48,337	32,545	46,913	32,456
Less: Unallocated ESOP shares	(546)	(306)	(401)	(315)
Unallocated incentive award shares and shares held by deferred compensation plan	(106)	(55)	(61)	(68)
Average basic shares outstanding	47,685	32,184	46,451	32,073
Add: Effect of dilutive securities:				
Incentive awards and shares held by deferred compensation plan	887	922	952	1,037
Average diluted shares outstanding	48,572	33,106	47,403	33,110

For the three months ended September 30, 2018 and 2017, antidilutive stock options of 463,000 and 476,000, respectively, were excluded from earnings per share calculations. For the nine months ended September 30, 2018 and 2017, antidilutive stock options of 464,000 and 244,000, respectively, were excluded from earnings per share calculations.

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OceanFirst Financial Corp.

Notes to Unaudited Consolidated Financial Statements

Note 4. Securities

The amortized cost and estimated fair value of debt securities available-for-sale and held-to-maturity at September 30, 2018, and December 31, 2017, are as follows (in thousands):

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
At September 30, 2018				
Debt securities available-for-sale:				
Investment securities - U.S. agency obligations	\$ 100,450	\$ —	\$(1,577)	\$98,873
Mortgage-backed securities - FNMA	1,153	—	(11)	1,142
Total debt securities available-for-sale	\$ 101,603	\$ —	\$(1,588)	\$ 100,015
Debt securities held-to-maturity:				
Investment securities:				
U.S. agency obligations	\$ 14,974	\$ —	\$(192)	\$ 14,782
State and municipal obligations	134,988	—	(2,885)	132,103
Corporate debt securities	64,819	921	(3,035)	62,705
Total investment securities	214,781	921	(6,112)	209,590
Mortgage-backed securities:				
FHLMC	249,884	45	(8,126)	241,803
FNMA	289,210	755	(9,382)	280,583
GNMA	130,847	176	(2,858)	128,165
SBA	4,126	—	(94)	4,032
Total mortgage-backed securities	674,067	976	(20,460)	654,583
Total debt securities held-to-maturity	\$ 888,848	\$ 1,897	\$(26,572)	\$864,173
Total debt securities	\$ 990,451	\$ 1,897	\$(28,160)	\$964,188
At December 31, 2017				
Debt securities available-for-sale:				
Investment securities - U.S. agency obligations	\$ 82,378	\$ —	\$(797)	\$ 81,581
Debt securities held-to-maturity:				
Investment securities:				
U.S. agency obligations	\$ 14,968	\$ —	\$(65)	\$ 14,903
State and municipal obligations	149,958	219	(1,475)	148,702
Corporate debt securities	76,024	312	(3,962)	72,374
Total investment securities	240,950	531	(5,502)	235,979
Mortgage-backed securities:				
FHLMC	186,921	151	(2,937)	184,135
FNMA	263,103	1,193	(3,000)	261,296
GNMA	75,243	64	(928)	74,379
SBA	5,843	28	—	5,871
Total mortgage-backed securities	531,110	1,436	(6,865)	525,681
Total debt securities held-to-maturity	\$ 772,060	\$ 1,967	\$(12,367)	\$761,660
Total debt securities	\$ 854,438	\$ 1,967	\$(13,164)	\$843,241

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OceanFirst Financial Corp.

Notes to Unaudited Consolidated Financial Statements

During the third quarter 2013, the Bank transferred \$536.0 million of previously designated available-for-sale securities to a held-to-maturity designation at estimated fair value. The securities transferred had an unrealized net loss of \$13.3 million at the time of transfer which continues to be reflected in accumulated other comprehensive loss on the consolidated balance sheet, net of subsequent amortization, which is being recognized over the life of the securities. The carrying value of the debt securities held-to-maturity at September 30, 2018, and December 31, 2017, is as follows (in thousands):

	September 30, 2018	December 31, 2017
Amortized cost	\$888,848	\$772,060
Net loss on date of transfer from available-for-sale	(13,347)	(13,347)
Accretion of net unrealized loss on securities reclassified as held-to-maturity	8,039	5,349
Carrying value	\$883,540	\$764,062

Realized gains were \$0 and \$248,000 for the three and nine months ended September 30, 2018, respectively, and there were no realized gains or losses on the sale of securities for the three and nine months ended September 30, 2017. The amortized cost and estimated fair value of investment securities at September 30, 2018 by contractual maturity are shown below (in thousands). Actual maturities may differ from contractual maturities in instances where issuers have the right to call or prepay obligations with or without call or prepayment penalties. At September 30, 2018, corporate debt securities with an amortized cost of \$53.8 million and estimated fair value of \$51.8 million were callable prior to the maturity date.

September 30, 2018	Amortized Cost	Estimated Fair Value
Less than one year	\$ 56,753	\$ 56,522
Due after one year through five years	156,879	153,904
Due after five years through ten years	90,804	86,373
Due after ten years	10,795	11,664
	\$ 315,231	\$ 308,463

Mortgage-backed securities are excluded from the above table since their effective lives are expected to be shorter than the contractual maturity date due to principal prepayments.

The estimated fair value of securities pledged as required security for deposits and for other purposes required by law amounted to \$578.5 million and \$466.4 million, at September 30, 2018 and December 31, 2017, respectively, including \$76.8 million and \$58.0 million at September 30, 2018 and December 31, 2017, respectively, pledged as collateral for securities sold under agreements to repurchase.

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OceanFirst Financial Corp.

Notes to Unaudited Consolidated Financial Statements

The estimated fair value and unrealized losses of debt securities available-for-sale and held-to-maturity at September 30, 2018 and December 31, 2017, segregated by the duration of the unrealized losses, are as follows (in thousands):

	At September 30, 2018					
	Less than 12 months		12 months or longer		Total	
	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses
Debt securities available-for-sale:						
Investment securities - U.S. agency obligations	\$57,252	\$(675)	\$41,621	\$(902)	\$98,873	\$(1,577)
Mortgage-backed securities - FNMA	1,142	(11)	—	—	1,142	(11)
Total debt securities available-for-sale	58,394	(686)	41,621	(902)	100,015	(1,588)
Debt securities held-to-maturity:						
Investment securities:						
U.S. agency obligations	9,835	(129)	4,947	(63)	14,782	(192)
State and municipal obligations	52,779	(744)	67,500	(2,141)	120,279	(2,885)
Corporate debt securities	4,903	(68)	41,583	(2,967)	46,486	(3,035)
Total investment securities	67,517	(941)	114,030	(5,171)	181,547	(6,112)
Mortgage-backed securities:						
FHLMC	125,973	(2,463)	112,290	(5,663)	238,263	(8,126)
FNMA	120,922	(3,594)	112,293	(5,788)	233,215	(9,382)
GNMA	52,813	(1,042)	51,237	(1,816)	104,050	(2,858)
SBA	4,032	(94)	—	—	4,032	(94)
Total mortgage-backed securities	303,740	(7,193)	275,820	(13,267)	579,560	(20,460)
Total debt securities held-to-maturity	371,257	(8,134)	389,850	(18,438)	761,107	(26,572)
Total debt securities	\$429,651	\$(8,820)	\$431,471	\$(19,340)	\$861,122	\$(28,160)

	At December 31, 2017					
	Less than 12 months		12 months or longer		Total	
	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses
Debt securities available-for-sale:						
Investment securities - U.S. agency obligations	\$69,375	\$(496)	\$12,206	\$(301)	\$81,581	\$(797)
Debt securities held-to-maturity:						
Investment securities:						
U.S. agency obligations	14,903	(65)	—	—	14,903	(65)
State and municipal obligations	104,883	(1,153)	14,363	(322)	119,246	(1,475)
Corporate debt securities	4,035	(30)	56,106	(3,932)	60,141	(3,962)
Total investment securities	123,821	(1,248)	70,469	(4,254)	194,290	(5,502)