First Internet Bancorp
Form 10-Q
November 07, 2016

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

FORM 10-Q

(Mark One)
þ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the Quarterly Period ended September 30, 2016
OR
¨ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the Transition Period From ________ to ________.

Commission File Number 001-35750

First Internet Bancorp
(Exact Name of Registrant as Specified in Its Charter)

Indiana	20-3489991
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)
11201 USA Parkway Fishers, IN	46037
(Address of Principal Executive Offices)	(Zip Code)

(317) 532-7900
(Registrant's Telephone Number, Including Area Code)

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

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or such shorter period that the registrant was required to submit and post such files). Yes þ 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 (as defined in Rule 12b-2 of the Exchange Act).

Large Accelerated Filer ¨ Accelerated Filer þ

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

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

As of November 3, 2016, the registrant had 5,533,050 shares of common stock issued and outstanding.

Cautionary Note Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q contains “forward-looking statements” within the meaning of the federal securities laws. These statements are not historical facts, but rather statements based on the current expectations of First Internet Bancorp and its consolidated subsidiaries (“we,” “our,” “us” or the “Company”) regarding its business strategies, intended results and future performance. Forward-looking statements are generally preceded by terms such as “expects,” “believes,” “anticipates,” “intends,” “plan,” and similar expressions. Such statements are subject to certain risks and uncertainties including: general economic conditions, whether national or regional, and conditions in the lending markets in which we participate that may have an adverse effect on the demand for our loans and other products; our credit quality and related levels of nonperforming assets and loan losses, and the value and salability of the real estate that we own or that is the collateral for our loans; failures of or interruptions in the communication and information systems on which we rely to conduct our business that could reduce our revenues, increase our costs or lead to disruptions in our business; our plans to grow our commercial real estate and commercial and industrial loan portfolios which may carry greater risks of non-payment or other unfavorable consequences; our dependence on capital distributions from First Internet Bank of Indiana (the “Bank”); results of examinations of us by our regulators, including the possibility that our regulators may, among other things, require us to increase our allowance for loan losses or to write-down assets; changing bank regulatory conditions, policies or programs, whether arising as new legislation or regulatory initiatives, that could lead to restrictions on activities of banks generally, or the Bank in particular; more restrictive regulatory capital requirements; increased costs, including deposit insurance premiums; regulation or prohibition of certain income producing activities or changes in the secondary market for loans and other products; changes in market rates and prices that may adversely impact the value of securities, loans, deposits and other financial instruments and the interest rate sensitivity of our balance sheet; our liquidity requirements being adversely affected by changes in our assets and liabilities; the effect of legislative or regulatory developments, including changes in laws concerning taxes, banking, securities, insurance and other aspects of the financial services industry; competitive factors among financial services organizations, including product and pricing pressures and our ability to attract, develop and retain qualified banking professionals; the growth and profitability of noninterest or fee income being less than expected; the loss of any key members of senior management; the effect of changes in accounting policies and practices, as may be adopted by the Financial Accounting Standards Board, the Securities and Exchange Commission (the “SEC”), the Public Company Accounting Oversight Board and other regulatory agencies; and the effect of fiscal and governmental policies of the United States federal government. Additional factors that may affect our results include those discussed in our most recent Annual Report on Form 10-K under the heading “Risk Factors” and in other reports filed with the SEC. We caution readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made. The factors listed above could affect our financial performance and could cause our actual results for future periods to differ materially from any opinions or statements expressed with respect to future periods in any current statements.

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

PART I

ITEM 1. FINANCIAL STATEMENTS

First Internet Bancorp
Condensed Consolidated Balance Sheets
(Amounts in thousands except share data)

	September 30, 2016 (Unaudited)	December 31, 2015
Assets		
Cash and due from banks	$ 2,314	$ 1,063
Interest-bearing demand deposits	65,511	24,089
Total cash and cash equivalents	67,825	25,152
Interest-bearing time deposits	250	1,000
Securities available-for-sale, at fair value (amortized cost of $469,539 and $215,576 in 2016 and 2015, respectively)	470,978	213,698
Securities held-to-maturity, at amortized cost (fair value of $5,578 and $0 in 2016 and 2015, respectively)	5,500	—
Loans held-for-sale (includes $31,196 and $24,065 at fair value in 2016 and 2015, respectively)	32,471	36,518
Loans	1,198,932	953,859
Allowance for loan losses	(10,561)	(8,351)
Net loans	1,188,371	945,508
Accrued interest receivable	5,848	4,105
Federal Home Loan Bank of Indianapolis stock	8,595	8,595
Cash surrender value of bank-owned life insurance	18,044	12,727
Premises and equipment, net	10,116	8,521
Goodwill	4,687	4,687
Other real estate owned	4,533	4,488
Accrued income and other assets	6,978	4,871
Total assets	$ 1,824,196	$ 1,269,870
Liabilities and Shareholders' Equity		
Liabilities		
Noninterest-bearing deposits	$ 32,938	$ 23,700
Interest-bearing deposits	1,460,663	932,354
Total deposits	1,493,601	956,054
Advances from Federal Home Loan Bank	147,978	190,957
Subordinated debt, net of unamortized discounts and debt issuance costs of $1,459 and $276 in 2016 and 2015, respectively	36,541	12,724
Accrued interest payable	125	117
Accrued expenses and other liabilities	8,797	5,688
Total liabilities	1,687,042	1,165,540
Commitments and Contingencies		
Shareholders' Equity		
Preferred stock, no par value; 4,913,779 shares authorized; issued and outstanding - none	—	—
Voting common stock, no par value; 45,000,000 shares authorized; 5,533,050 and 4,481,347 shares issued and outstanding in 2016 and 2015, respectively	95,839	72,559

Nonvoting common stock, no par value; 86,221 shares authorized; issued and outstanding - none	—	—
Retained earnings	40,389	32,980
Accumulated other comprehensive income (loss)	926	(1,209)
Total shareholders’ equity	137,154	104,330
Total liabilities and shareholders’ equity	$ 1,824,196	$ 1,269,870

See Notes to Condensed Consolidated Financial Statements

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Interest Income				
Loans	$12,544	$ 9,326	$35,394	$26,759
Securities – taxable	2,148	994	5,064	2,661
Securities – non-taxable	637	116	1,170	175
Other earning assets	142	100	507	258
Total interest income	15,471	10,536	42,135	29,853
Interest Expense				
Deposits	4,368	2,260	11,186	6,350
Other borrowed funds	765	437	2,164	1,318
Total interest expense	5,133	2,697	13,350	7,668
Net Interest Income	10,338	7,839	28,785	22,185
Provision for Loan Losses	2,204	454	4,074	1,200
Net Interest Income After Provision for Loan Losses	8,134	7,385	24,711	20,985
Noninterest Income				
Service charges and fees	207	202	622	571
Mortgage banking activities	4,442	2,095	9,991	7,195
Gain on sale of securities	—	—	177	—
Gain (loss) on asset disposals	5	(27)	(59)	(74)
Other	244	104	455	306
Total noninterest income	4,898	2,374	11,186	7,998
Noninterest Expense				
Salaries and employee benefits	4,550	3,446	12,777	10,811
Marketing, advertising, and promotion	454	544	1,352	1,330
Consulting and professional services	901	544	2,434	1,700
Data processing	286	248	835	729
Loan expenses	240	97	624	459
Premises and equipment	983	676	2,744	2,009
Deposit insurance premium	420	163	815	473
Other	579	489	1,712	1,280
Total noninterest expense	8,413	6,207	23,293	18,791
Income Before Income Taxes	4,619	3,552	12,604	10,192
Income Tax Provision	1,521	1,229	4,240	3,541
Net Income	$3,098	$ 2,323	$8,364	$6,651
Income Per Share of Common Stock				
Basic	$0.55	$ 0.51	$1.66	$1.47
Diluted	$0.55	$ 0.51	$1.65	$1.46
Weighted-Average Number of Common Shares Outstanding				
Basic	5,597,867	4,532,360	5,039,497	4,526,377
Diluted	5,622,181	4,574,455	5,063,299	4,549,447
Dividends Declared Per Share	$0.06	$ 0.06	$0.18	$0.18

See Notes to Condensed Consolidated Financial Statements

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Net income	$3,098	$2,323	$8,364	$6,651
Other comprehensive income (loss)				
Net unrealized holding gains (losses) on securities available-for-sale recorded within other comprehensive income (loss) before income tax	(2,297)	1,193	3,494	(528)
Reclassification adjustment for gains realized	—	—	(177)	—
Other comprehensive income (loss) before income tax	(2,297)	1,193	3,317	(528)
Income tax provision (benefit)	(816)	429	1,182	(189)
Other comprehensive income (loss)	(1,481)	764	2,135	(339)
Comprehensive income	$1,617	$3,087	$10,499	$6,312

See Notes to Condensed Consolidated Financial Statements

First Internet Bancorp
Condensed Consolidated Statement of Shareholders' Equity - Unaudited
Nine Months Ended September 30, 2016
(Amounts in thousands except per share data)

	Voting and Nonvoting Common Stock	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Total Shareholders' Equity
Balance, January 1, 2016	$ 72,559	$ (1,209)	$ 32,980	$ 104,330
Net income	—	—	8,364	8,364
Other comprehensive income	—	2,135	—	2,135
Dividends declared ($0.18 per share)	—	—	(955)	(955)
Net cash proceeds from common stock issuance	22,754	—	—	22,754
Recognition of the fair value of share-based compensation	547	—	—	547
Deferred stock rights and restricted stock units issued in lieu of cash dividends payable on outstanding deferred stock rights and restricted stock units	22	—	—	22
Excess tax benefit on share-based compensation	48	—	—	48
Common stock redeemed for the net settlement of share-based awards	(91)	—	—	(91)
Balance, September 30, 2016	$ 95,839	$ 926	$ 40,389	$ 137,154

See Notes to Condensed Consolidated Financial Statements

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

	Nine Months Ended September 30,	
	2016	2015
Operating Activities		
Net income	$8,364	$6,651
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	2,567	1,388
Increase in cash surrender value of bank-owned life insurance	(317)	(300)
Provision for loan losses	4,074	1,200
Share-based compensation expense	547	631
Gain from sale of available-for-sale securities	(177)	—
Loans originated for sale	(439,159)	(386,353)
Proceeds from sale of loans	452,242	400,003
Gain on loans sold	(8,476)	(6,895)
(Increase) decrease in fair value of loans held-for-sale	(560)	143
Gain on derivatives	(955)	(443)
Net change in accrued income and other assets	(3,318)	304
Net change in accrued expenses and other liabilities	350	407
Net cash provided by operating activities	15,182	16,736
Investing Activities		
Net loan activity, excluding purchases	(210,844)	(143,481)
Net change in interest-bearing time deposits	750	750
Maturities of securities available-for-sale	29,015	16,322
Proceeds from sale of securities available-for-sale	49,430	—
Purchase of securities available-for-sale	(331,501)	(78,481)
Purchase of securities held-to-maturity	(5,500)	—
Purchase of Federal Home Loan Bank of Indianapolis stock	—	(1,596)
Purchase of bank-owned life insurance	(5,000)	—
Purchase of premises and equipment	(2,867)	(2,233)
Loans purchased	(36,138)	—
Net cash used in investing activities	(512,655)	(208,719)
Financing Activities		
Net increase in deposits	537,547	141,152
Cash dividends paid	(869)	(800)
Net proceeds from issuance of subordinated debt	23,757	—
Proceeds from advances from Federal Home Loan Bank	65,000	220,000
Repayment of advances from Federal Home Loan Bank	(108,000)	(176,000)
Net proceeds from common stock issuance	22,754	—
Other, net	(43)	(13)
Net cash provided by financing activities	540,146	184,339
Net Increase (Decrease) in Cash and Cash Equivalents	42,673	(7,644)
Cash and Cash Equivalents, Beginning of Period	25,152	28,289
Cash and Cash Equivalents, End of Period	$67,825	$20,645
Supplemental Disclosures		
Cash paid during the period for interest	$13,342	$7,653

Cash paid during the period for taxes	5,886	2,503
Loans transferred to other real estate owned	45	—
Cash dividends declared, paid in subsequent period	331	267
Securities purchased during the period, settled in subsequent period	2,238	3,922

See Notes to Condensed Consolidated Financial Statements

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First Internet Bancorp
Notes to Condensed Consolidated Financial Statements – Unaudited
(Table amounts in thousands except share and per share data)

Note 1: Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in conformity with U.S. generally accepted accounting principles ("GAAP") for interim financial information and pursuant to the rules and regulations of the SEC. Accordingly, they do not include all of the information or footnotes necessary for a complete presentation of financial condition, results of operations, or cash flows in accordance with GAAP. In our opinion, all adjustments (consisting only of normal recurring adjustments) necessary for a fair presentation have been included. The results of operations for the three and nine months ended September 30, 2016 are not necessarily indicative of the results expected for the year ending December 31, 2016 or any other period. The September 30, 2016 condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes included in the First Internet Bancorp Annual Report on Form 10-K for the year ended December 31, 2015.

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

The condensed consolidated financial statements include the accounts of First Internet Bancorp (the "Company"), its wholly-owned subsidiary, First Internet Bank of Indiana (the "Bank"), and the Bank's wholly-owned subsidiary, JKH Realty Services, LLC. All significant intercompany accounts and transactions have been eliminated in consolidation.

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

Certain reclassifications have been made to the 2015 financial statements to conform to the presentation of the 2016 financial statements. These reclassifications had no effect on net income.

Note 2: Earnings Per Share

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

The following is a reconciliation of the weighted-average common shares for the basic and diluted earnings per share computations for the three and nine months ended September 30, 2016 and 2015.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Basic earnings per share				
Net income	$3,098	$ 2,323	$8,364	$ 6,651
Weighted-average common shares	5,597,867	4,532,360	5,039,497	4,526,377
Basic earnings per common share	$0.55	$ 0.51	$1.66	$ 1.47
Diluted earnings per share				
Net income	$3,098	$ 2,323	$8,364	$ 6,651
Weighted-average common shares	5,597,867	4,532,360	5,039,497	4,526,377
Dilutive effect of warrants	8,877	17,264	9,967	8,153
Dilutive effect of equity compensation	15,437	24,831	13,835	14,917
Weighted-average common and incremental shares	5,622,181	4,574,455	5,063,299	4,549,447
Diluted earnings per common share	$0.55	$ 0.51	$1.65	$ 1.46
Number of warrants excluded from the calculation of diluted earnings per share as the exercise prices were greater than the average market price of the Company’s common stock during the period	—	—	—	—

Note 3: Securities

The following tables summarize securities available-for-sale and securities held-to-maturity as of September 30, 2016 and December 31, 2015. There were no securities held-to-maturity as of December 31, 2015.

	September 30, 2016			
	Amortized	Gross Unrealized		Fair
	Cost	Gains	Losses	Value
Securities available-for-sale				
U.S. Government-sponsored agencies	$85,630	$652	$(292)	$85,990
Municipal securities	96,665	1,345	(509)	97,501
Mortgage-backed securities	244,780	1,715	(410)	246,085
Asset-backed securities	19,464	59	(27)	19,496
Corporate securities	20,000	—	(1,120)	18,880
Other securities	3,000	26	—	3,026
Total available-for-sale	$469,539	$3,797	$(2,358)	$470,978

	September 30, 2016			
	Amortized	Gross Unrealized		Fair
	Cost	Gains	Losses	Value
Securities held-to-maturity				
Corporate securities	$5,500	$ 78	$ —	$5,578
Total held-to-maturity	$5,500	$ 78	$ —	$5,578

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	December 31, 2015			
	Amortized	Gross Unrealized		Fair
	Cost	Gains	Losses	Value
Securities available-for-sale				
U.S. Government-sponsored agencies	$38,093	$139	$(482)	$37,750
Municipal securities	21,091	385	(7)	21,469
Mortgage-backed securities	113,948	110	(1,006)	113,052
Asset-backed securities	19,444	—	(83)	19,361
Corporate securities	20,000	—	(913)	19,087
Other securities	3,000	—	(21)	2,979
Total available-for-sale	$215,576	$634	$(2,512)	$213,698

The carrying value of securities at September 30, 2016 is shown below by their contractual maturity date. Actual maturities will differ because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

	Available-for-Sale	
	Amortized Cost	Fair Value
Within one year	$—	$—
One to five years	298	263
Five to ten years	36,851	36,536
After ten years	165,146	165,572
	202,295	202,371
Mortgage-backed securities	244,780	246,085
Asset-backed securities	19,464	19,496
Other securities	3,000	3,026
Total	$469,539	$470,978

	Held-to-Maturity	
	Amortized Cost	Fair Value
Five to ten years	$5,500	$5,578
Total	$5,500	$5,578

There were no sales of available-for-sale securities during the three months ended September 30, 2016. Gross gains of $0.2 million and gross losses of $0.0 million resulted from sales of available-for-sale securities during the nine months ended September 30, 2016. There were no sales of available-for-sale securities during the three and nine months ended September 30, 2015.

Certain investments in debt securities are reported in the condensed consolidated financial statements at an amount less than their historical cost. The total fair value of these investments at September 30, 2016 and December 31, 2015 was $166.9 million and $166.1 million, which was approximately 35% and 78%, respectively, of the Company’s available-for-sale securities portfolio. These declines resulted primarily from fluctuations in market interest rates after purchase.

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

The unrealized losses on the Company's investments in securities issued by U.S. Government-sponsored agencies, municipal organizations and corporate entities were caused by interest rate changes. The contractual terms of those investments do not permit the issuer to settle the securities at a price less than the amortized cost bases of the investments. Because the Company does not intend to sell the investments and it is not likely that the Company will be required to sell the investments before recovery of their amortized cost bases, which may be maturity, the Company does not consider those investments to be other-than-temporarily impaired at September 30, 2016.

Mortgage-Backed and Asset-Backed Securities

The unrealized losses on the Company's investments in mortgage-backed and asset-backed securities were caused by interest rate changes. The Company expects to recover the amortized cost bases over the term of the securities. Because the Company does not intend to sell the investments and it is not likely that the Company will be required to sell the investments before recovery of their amortized cost bases, which may be maturity, the Company does not consider those investments to be other-than-temporarily impaired at September 30, 2016.

Should any future impairment of these securities become other-than-temporary, the cost basis of the security will be reduced, with the resulting loss recognized in net income in the period in which the other-than-temporary impairment ("OTTI") is identified.

The following tables show the available-for-sale securities portfolio's gross unrealized losses and fair value, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position at September 30, 2016 and December 31, 2015.

	September 30, 2016					
	Less Than 12 Months		12 Months or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Securities available-for-sale						
U.S. Government-sponsored agencies	$29,919	$ (257)	$263	$ (35)	$30,182	$ (292)
Municipal securities	38,854	(509)	—	—	38,854	(509)
Mortgage-backed securities	64,526	(410)	—	—	64,526	(410)
Asset-backed securities	4,913	(9)	9,589	(18)	14,502	(27)
Corporate securities	4,861	(139)	14,019	(981)	18,880	(1,120)
Total	$143,073	$ (1,324)	$23,871	$ (1,034)	$166,944	$ (2,358)

	December 31, 2015					
	Less Than 12 Months		12 Months or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Securities available-for-sale						
U.S. Government-sponsored agencies	$18,289	$ (237)	$8,537	$ (245)	$26,826	$ (482)
Municipal securities	1,026	(7)	—	—	1,026	(7)
Mortgage-backed securities	74,198	(562)	22,655	(444)	96,853	(1,006)
Asset-backed securities	19,361	(83)	—	—	19,361	(83)
Corporate securities	19,087	(913)	—	—	19,087	(913)
Other securities	2,979	(21)	—	—	2,979	(21)
Total	$134,940	$ (1,823)	$31,192	$ (689)	$166,132	$ (2,512)

There were no held-to-maturity securities in an unrealized loss position at September 30, 2016, and there were no held-to-maturity securities at December 31, 2015.

There were no amounts reclassified from accumulated other comprehensive income (loss) during the three and nine months ended September 30, 2015. Amounts reclassified from accumulated other comprehensive income (loss) and the affected line items in the consolidated statements of income during the three and nine months ended September 30, 2016 were as follows:

Details About Accumulated Other Comprehensive Income (Loss) Components	Amounts Reclassified from Accumulated Other Comprehensive Income (Loss) for the Three Months Ended September 30, 2016	Nine Months Ended September 30, 2016	Affected Line Item in the Statements of Income
Unrealized gains and losses on securities available-for-sale			
Gain realized in earnings	$ —	$ 177	Gain on sale of securities
Total reclassified amount before tax	—	177	Income Before Income Taxes
Tax expense	—	60	Income Tax Provision
Total reclassifications out of accumulated other comprehensive income (loss)	$ —	$ 117	Net Income

Note 4: Loans

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

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

Categories of loans include:

	September 30, 2016	December 31, 2015
Commercial loans		
Commercial and industrial	$ 107,250	$ 102,000
Owner-occupied commercial real estate	45,540	44,462
Investor commercial real estate	12,752	16,184
Construction	56,391	45,898
Single tenant lease financing	571,972	374,344
Total commercial loans	793,905	582,888
Consumer loans		
Residential mortgage	200,889	214,559
Home equity	37,849	43,279

Other consumer	163,158	108,312
Total consumer loans	401,896	366,150
Total commercial and consumer loans	1,195,801	949,038
Deferred loan origination costs and premiums and discounts on purchased loans	3,131	4,821
Total loans	1,198,932	953,859
Allowance for loan losses	(10,561)	(8,351)
Net loans	$ 1,188,371	$ 945,508

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

Commercial and Industrial: Commercial and industrial loans' sources of repayment are primarily based on the identified cash flows of the borrower and secondarily on the underlying collateral provided by the borrower. The cash flows of borrowers, however, may not be as expected, and the collateral securing these loans may fluctuate in value. Loans are made for working capital, equipment purchases, or other purposes. Most commercial and industrial loans are secured by the assets being financed and may incorporate a personal guarantee.

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

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

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

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

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

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

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

Allowance for Loan Losses Methodology

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

Provision for Loan Losses

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

Policy for Charging Off Loans

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

The following tables present changes in the balance of the ALLL during the three and nine month periods ended September 30, 2016 and 2015.

	Three Months Ended September 30, 2016								
	Commercial and industrial	Owner-occupied commercial real estate	Investor commercial real estate	Construction	Single tenant lease financing	Residential mortgage	Home equity	Other consumer	Total
Allowance for loan losses:									

Balance, beginning of period	$ 1,834	$ 461	$ 171	$ 555	$ 5,059	$ 781	$ 121	$ 1,034	$ 10,016
Provision (credit) charged to expense	1,174	(5)	(7)	37	832	(67)	(15)	255	2,204
Losses charged off	(1,582)	—	—	—	—	—	—	(155)	(1,737)
Recoveries	—	—	—	—	—	2	4	72	78
Balance, end of period	$ 1,426	$ 456	$ 164	$ 592	$ 5,891	$ 716	$ 110	$ 1,206	$ 10,561

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	Nine Months Ended September 30, 2016								
	Commercial and industrial	Owner-occupied commercial real estate	Investor commercial real estate	Construction	Single tenant lease financing	Residential mortgage	Home equity	Other consumer	Total
Allowance for loan losses:									
Balance, beginning of period	$1,367	$ 476	$ 212	$ 500	$ 3,931	$ 896	$125	$ 844	$8,351
Provision (credit) charged to expense	1,641	(20)	(48)	92	1,960	(75)	8	516	4,074
Losses charged off	(1,582)	—	—	—	—	(134)	(33)	(369)	(2,118)
Recoveries	—	—	—	—	—	29	10	215	254
Balance, end of period	$1,426	$ 456	$ 164	$ 592	$ 5,891	$ 716	$110	$ 1,206	$10,561

	Three Months Ended September 30, 2015								
	Commercial and industrial	Owner-occupied commercial real estate	Investor commercial real estate	Construction	Single tenant lease financing	Residential mortgage	Home equity	Other consumer	Total
Allowance for loan losses:									
Balance, beginning of period	$1,201	$ 439	$ 261	$ 227	$ 3,093	$ 933	$157	$ 762	$7,073
Provision (credit) charged to expense	29	16	(31)	129	429	(132)	(1)	15	454
Losses charged off	—	—	—	—	—	(14)	—	(62)	(76)
Recoveries	—	—	—	—	—	130	—	90	220
Balance, end of period	$1,230	$ 455	$ 230	$ 356	$ 3,522	$ 917	$156	$ 805	$7,671

	Nine Months Ended September 30, 2015								
	Commercial and industrial	Owner-occupied commercial real estate	Investor commercial real estate	Construction	Single tenant lease financing	Residential mortgage	Home equity	Other consumer	Total
Allowance for loan losses:									
Balance, beginning of period	$920	$ 345	$ 261	$ 330	$ 2,061	$ 985	$207	$ 691	$5,800
Provision (credit) charged to expense	310	110	(531)	26	1,461	(284)	(51)	159	1,200
Losses charged off	—	—	—	—	—	(185)	—	(351)	(536)
Recoveries	—	—	500	—	—	401	—	306	1,207
Balance, end of period	$1,230	$ 455	$ 230	$ 356	$ 3,522	$ 917	$156	$ 805	$7,671

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The following tables present the recorded investment in loans based on portfolio segment and impairment method as of September 30, 2016, and December 31, 2015.

	September 30, 2016								
	Commercial and industrial	Owner-occupied commercial real estate	Investor commercial real estate	Construction	Single tenant lease financing	Residential mortgage	Home equity	Other consumer	Total
Loans:									
Ending balance: collectively evaluated for impairment	$107,250	$ 45,540	$ 12,752	$ 56,391	$571,972	$198,871	$37,849	$162,976	$1,193,601
Ending balance: individually evaluated for impairment	—	—	—	—	—	2,018	—	182	2,200
Ending balance	$107,250	$ 45,540	$ 12,752	$ 56,391	$571,972	$200,889	$37,849	$163,158	$1,195,801
Allowance for loan losses:									
Ending balance: collectively evaluated for impairment	$1,426	$ 456	$ 164	$ 592	$5,891	$716	$110	$1,206	$10,561
Ending balance: individually evaluated for impairment	—	—	—	—	—	—	—	—	—
Ending balance	$1,426	$ 456	$ 164	$ 592	$5,891	$716	$110	$1,206	$10,561

	December 31, 2015								
	Commercial and industrial	Owner-occupied commercial real estate	Investor commercial real estate	Construction	Single tenant lease financing	Residential mortgage	Home equity	Other consumer	Total
Loans:									
Ending balance: collectively evaluated for impairment	$102,000	$ 44,462	$ 16,184	$ 45,898	$374,344	$213,426	$43,279	$108,163	$947,756
Ending balance: individually evaluated for impairment	—	—	—	—	—	1,133	—	149	1,282
Ending balance	$102,000	$ 44,462	$ 16,184	$ 45,898	$374,344	$214,559	$43,279	$108,312	$949,038
Allowance for loan losses:									
Ending balance: collectively evaluated for	$1,367	$ 476	$ 212	$ 500	$3,931	$896	$125	$844	$8,351

impairment									
Ending balance: individually evaluated for impairment	—	—	—	—	—	—	—	—	—
Ending balance	$1,367	$ 476	$ 212	$ 500	$3,931	$896	$125	$844	$8,351

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The Company utilizes a risk grading matrix to assign a risk grade to each of its commercial loans. In the third quarter 2016, the Company updated its risk grading matrix to improve precision within the "Pass" risk grades. Commercial loans are now graded on a scale of 1 to 10, whereas commercial loans were previously graded on a scale of 1 to 9. This update to the risk grading matrix did not have an impact on the ALLL. The following table illustrates the risk ratings utilized as of September 30, 2016 and December 31, 2015.

Rating	September 30, 2016	December 31, 2015
Pass	Grade 1-6	Grade 1-5
Special Mention	Grade 7	Grade 6
Substandard	Grade 8	Grade 7
Doubtful	Grade 9	Grade 8
Loss	Grade 10	Grade 9

A description of the general characteristics of the ten risk grades is as follows:

- "Pass" (Grades 1-6) - Higher quality loans that do not fit any of the other categories described below.

- "Special Mention" (Grade 7) - Loans that possess some credit deficiency or potential weakness which deserve close attention.

- "Substandard" (Grade 8) - Loans that possess a defined weakness or weaknesses that jeopardize the liquidation of the debt. Loans characterized by the distinct possibility that the institution will sustain some loss if the deficiencies are not corrected. Loans that are inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any.

- "Doubtful" (Grade 9) - Such loans have been placed on nonaccrual status and may be heavily dependent upon collateral possessing a value that is difficult to determine or based upon some near-term event which lacks clear certainty. These loans have all of the weaknesses of those classified as Substandard; however, based on existing conditions, these weaknesses make full collection of the principal balance highly improbable.

- "Loss" (Grade 10) - Loans that are considered uncollectible and of such little value that continuing to carry them as assets is not warranted.

Nonaccrual Loans

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

The following tables present the credit risk profile of the Company's commercial and consumer loan portfolios based on rating category and payment activity as of September 30, 2016 and December 31, 2015.

	September 30, 2016					
	Commercial and industrial	Owner-occupied commercial real estate	Investor commercial real estate	Construction	Single tenant lease financing	Total
Rating:						

1-6 Pass	$106,482	$ 45,529	$ 12,752	$ 56,391	$571,972	$793,126
7 Special Mention	243	—	—	—	—	243
8 Substandard	525	11	—	—	—	536
9 Doubtful	—	—	—	—	—	—
Total	$107,250	$ 45,540	$ 12,752	$ 56,391	$571,972	$793,905

	September 30, 2016			
	Residential mortgage	Home equity	Other consumer	Total
Performing	$199,864	$37,849	$163,050	$400,763
Nonaccrual	1,025	—	108	1,133
Total	$200,889	$37,849	$163,158	$401,896

	December 31, 2015					
	Commercial and industrial	Owner-occupied commercial real estate	Investor commercial real estate	Construction	Single tenant lease financing	Total
Rating:						
1-5 Pass	$95,589	$ 43,913	$ 14,746	$ 45,599	$374,344	$574,191
6 Special Mention	2,006	535	—	299	—	2,840
7 Substandard	4,405	14	1,438	—	—	5,857
8 Doubtful	—	—	—	—	—	—
Total	$102,000	$ 44,462	$ 16,184	$ 45,898	$374,344	$582,888

	December 31, 2015			
	Residential mortgage	Home equity	Other consumer	Total
Performing	$214,456	$43,279	$108,248	$365,983
Nonaccrual	103	—	64	167
Total	$214,559	$43,279	$108,312	$366,150

The following tables present the Company’s loan portfolio delinquency analysis as of September 30, 2016 and December 31, 2015.

	September 30, 2016							
	30-59 Days Past Due	60-89 Days Past Due	90 Days or More Past Due	Total Past Due	Current	Total Commercial and Consumer Loans	Non-accrual Loans	Total Loans 90 Days or More Past Due and Accruing
Commercial and industrial	$257	$ —	$ —	$ 257	$106,993	$107,250	$—	$ —
Owner-occupied commercial real estate	—	—	—	—	45,540	45,540	—	—
Investor commercial real estate	—	—	—	—	12,752	12,752	—	—
Construction	—	—	—	—	56,391	56,391	—	—
Single tenant lease financing	—	—	—	—	571,972	571,972	—	—
Residential mortgage	—	—	991	991	199,898	200,889	1,025	—
Home equity	—	—	—	—	37,849	37,849	—	—
Other consumer	232	35	—	267	162,891	163,158	108	—
Total	$489	$ 35	$ 991	$ 1,515	$1,194,286	$1,195,801	$1,133	$ —

	December 31, 2015							
	30-59 Days Past Due	60-89 Days Past Due	90 Days or More Past Due	Total Past Due	Current	Total Commercial and Consumer Loans	Non-accrual Loans	Total Loans 90 Days or More Past Due and Accruing
Commercial and industrial	$29	$ —	$ —	$ 29	$101,971	$ 102,000	$ —	$ —
Owner-occupied commercial real estate	—	—	—	—	44,462	44,462	—	—
Investor commercial real estate	—	—	—	—	16,184	16,184	—	—
Construction	—	—	—	—	45,898	45,898	—	—
Single tenant lease financing	—	—	—	—	374,344	374,344	—	—
Residential mortgage	300	23	45	368	214,191	214,559	103	—
Home equity	20	—	—	20	43,259	43,279	—	—
Other consumer	116	12	—	128	108,184	108,312	64	—
Total	$465	$ 35	$ 45	$ 545	$948,493	$ 949,038	$ 167	$ —

Impaired Loans

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

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

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

The following table presents the Company's impaired loans as of September 30, 2016 and December 31, 2015. The Company had no impaired loans with a specific valuation allowance as of September 30, 2016 or December 31, 2015.

	September 30, 2016			December 31, 2015		
	Recorded Balance	Unpaid Principal Balance	Specific Allowance	Recorded Balance	Unpaid Principal Balance	Specific Allowance
Loans without a specific valuation allowance						
Residential mortgage	$2,018	$ 2,130	$ —	$1,133	$ 1,154	$ —
Other consumer	182	237	—	149	178	—
Total	2,200	2,367	—	1,282	1,332	—
Total impaired loans	$2,200	$ 2,367	$ —	$1,282	$ 1,332	$ —

The table below presents average balances and interest income recognized for impaired loans during the three and nine month periods ended September 30, 2016 and September 30, 2015.

	Three Months Ended		Nine Months Ended		Three Months Ended		Nine Months Ended	
	September 30, 2016				September 30, 2015			
	Average Balance	Interest Income	Average Balance	Interest Income	Average Balance	Interest Income	Average Balance	Interest Income
Loans without a specific valuation allowance								
Investor commercial real estate	$—	$ —	$—	$ —	$—	$ —	$28	$ 2
Residential mortgage	1,876	2	1,478	6	1,146	3	1,105	7
Other consumer	167	1	153	5	254	3	197	9
Total	2,043	3	1,631	11	1,400	6	1,330	18
Loans with a specific valuation allowance								
Commercial and industrial	$3,524	$ —	$1,568	$ —	$—	$ —	$—	$ —
Residential mortgage	—	—	—	—	—	—	20	—
Other consumer	—	—	—	—	—	—	18	1
Total	3,524	—	1,568	—	—	—	38	1
Total impaired loans	$5,567	$ 3	$3,199	$ 11	$1,400	$ 6	$1,368	$ 19

As of September 30, 2016 and December 31, 2015, the Company had less than $0.1 million and $0.0 million, respectively, in residential mortgage other real estate owned. There were $0.8 million and less than $0.1 million of loans at September 30, 2016 and December 31, 2015, respectively, in the process of foreclosure.

Note 5: Premises and Equipment

The following table summarizes premises and equipment at September 30, 2016 and December 31, 2015.

	September 30, 2016	December 31, 2015
Land	$ 2,500	$ 2,500
Building and improvements	5,330	4,636
Furniture and equipment	6,884	6,164
Less: accumulated depreciation	(4,598)	(4,779)
Total	$ 10,116	$ 8,521

Note 6: Goodwill

The following table shows the changes in the carrying amount of goodwill for the periods ended September 30, 2016 and December 31, 2015.

Balance as of January 1, 2015	$4,687
Changes in goodwill during the year	—
Balance as of December 31, 2015	4,687
Changes in goodwill during the period	—
Balance as of September 30, 2016	$4,687

Goodwill is tested for impairment on an annual basis as of August 31, or whenever events or changes in circumstances indicate the carrying amount of goodwill exceeds its implied fair value. No events or changes in circumstances have occurred since the August 31, 2016 annual impairment test that would suggest it was more likely than not goodwill impairment existed.

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Note 7: Subordinated Debt

In June 2013, the Company issued a subordinated debenture (the “2021 Debenture”) in the principal amount of $3.0 million. The 2021 Debenture bears a fixed interest rate of 8.00% per year, payable quarterly, and is scheduled to mature on June 28, 2021. The 2021 Debenture may be repaid, without penalty, at any time after June 28, 2016. The 2021 Debenture is intended to qualify as Tier 2 capital under regulatory guidelines.

In connection with the 2021 Debenture, the Company also issued a warrant to purchase up to 48,750 shares of common stock at an initial per share exercise price equal to $19.33. The warrant became exercisable on June 28, 2014 and, unless previously exercised, will expire on June 28, 2021. The Company has the right to force an exercise of the warrant after the 2021 Debenture has been repaid in full if the 20-day volume-weighted average price of a share of its common stock exceeds $30.00.

The Company used the Black-Scholes option pricing model to assign a fair value of $0.3 million to the warrant as of June 28, 2013. The following assumptions were used to value the warrant: a risk-free interest rate of 0.66% per the U.S. Treasury yield curve in effect at the date of issuance, an expected dividend yield of 1.19% calculated using the dividend rate and stock price at the date of the issuance, and an expected volatility of 34% based on the estimated volatility of the Company’s stock over the expected term of the warrant, which is estimated to be three years.

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

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

The following table presents the principal balance and unamortized discount and debt issuance costs for the 2021 Debenture, the 2025 Note and the 2026 Notes as of September 30, 2016 and December 31, 2015.

	September 30, 2016		December 31, 2015	
	Principal	Unamortized Discount and Debt Issuance Costs	Principal	Unamortized Discount and Debt Issuance Costs
2021 Debenture	$3,000	$ —	$3,000	$ (42)
2025 Note	10,000	(216)	10,000	(234)
2026 Notes	25,000	(1,243)	—	—
Total	$38,000	$ (1,459)	$13,000	$ (276)

Note 8: Benefit Plans

Employment Agreement

The Company has entered into an employment agreement with its Chief Executive Officer that provides for the continuation of salary and certain benefits for a specified period of time under certain conditions. Under the terms of the agreement, these payments could occur in the event of a change in control of the Company, as defined in the agreement, along with other specific conditions.

2013 Equity Incentive Plan

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

The Company recorded $0.2 million and $0.5 million of share-based compensation expense for the three and nine month periods ended September 30, 2016, respectively, related to awards made under the 2013 Plan. The Company recorded $0.2 million and $0.6 million of share-based compensation expense for the three and nine month periods ended September 30, 2015, respectively, related to awards made under the 2013 Plan.

The following table summarizes the status of the 2013 Plan awards as of September 30, 2016, and activity for the nine months ended September 30, 2016.

	Restricted Stock Units	Weighted-Average Grant Date Fair Value Per Share	Restricted Stock Awards	Weighted-Average Grant Date Fair Value Per Share	Deferred Stock Units	Weighted-Average Grant Date Fair Value Per Share
Nonvested at December 31, 2015	28,302	$ 18.90	27,529	$ 18.17	—	$ —
Granted	30,824	25.63	10,232	24.44	7	24.28
Vested	(9,470)	18.92	(20,123)	20.23	(7)	24.28
Nonvested at September 30, 2016	49,656	$ 23.07	17,638	$ 19.46	—	$ —

At September 30, 2016, the total unrecognized compensation cost related to nonvested awards was $1.0 million with a weighted-average expense recognition period of 2.0 years.

Directors Deferred Stock Plan

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

The following table summarizes the status of deferred stock rights related to the Directors Deferred Stock Plan for the nine months ended September 30, 2016.

	Deferred Stock Rights
Outstanding, beginning of period	81,693
Granted	512
Exercised	—
Outstanding, end of period	82,205

All deferred stock rights granted during the 2016 period were additional rights issued in lieu of cash dividends payable on outstanding deferred stock rights.

Note 9: Fair Value of Financial Instruments

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

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

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

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

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

Securities

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

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

In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy. Fair values are calculated using discounted cash flows. Discounted cash flows are calculated based off of the anticipated future cash flows updated to incorporate loss severities. Rating agency and industry research reports as well as default and deferral activity are reviewed and incorporated into the calculation. The Company did not own any securities classified within Level 3 of the hierarchy as of September 30, 2016 or December 31, 2015.

Loans Held-for-Sale (mandatory pricing agreements)

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

Forward Contracts

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

Interest Rate Lock Commitments

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

The following tables present the fair value measurements of assets and liabilities recognized in the accompanying condensed consolidated balance sheets measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at September 30, 2016 and December 31, 2015.

		September 30, 2016 Fair Value Measurements Using		
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
U.S. Government-sponsored agencies	$85,990	$ —	$ 85,990	