

UNITY BANCORP INC /NJ/
Form 10-Q
August 09, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2013

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 1-12431

Unity Bancorp, Inc.

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(Exact name of registrant as specified in its charter)

New Jersey 22-3282551
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

64 Old Highway 22, Clinton, NJ 08809
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (908) 730-7630

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, as amended, 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 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 Nonaccelerated filer 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

The number of shares outstanding of each of the registrant's classes of common equity stock, as of August 1, 2013
common stock, no par value: 7,543,936 shares outstanding

Table of Contents

	Page #
PART I CONSOLIDATED FINANCIAL INFORMATION	
ITEM 1 Consolidated Financial Statements (Unaudited)	
<u>Consolidated Balance Sheets at June 30, 2013 and December 31, 2012</u>	3
<u>Consolidated Statements of Income for the three and six months ended June 30, 2013 and 2012</u>	4
<u>Consolidated Statements of Comprehensive Income for the three and six months ended June 30, 2013 and 2012</u>	5
<u>Consolidated Statements of Changes in Shareholders' Equity for the six months ended June 30, 2013 and 2012</u>	6
<u>Consolidated Statements of Cash Flows for the six months ended June 30, 2013 and 2012</u>	7
<u>Notes to the Consolidated Financial Statements</u>	8
ITEM 2 <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	33
ITEM 3 <u>Quantitative and Qualitative Disclosures about Market Risk</u>	50
ITEM 4 <u>Controls and Procedures</u>	51
PART II <u>OTHER INFORMATION</u>	51
ITEM 1 <u>Legal Proceedings</u>	51
ITEM 1A <u>Risk Factors</u>	51
ITEM 2 <u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	51
ITEM 3 <u>Defaults upon Senior Securities</u>	51
ITEM 4 <u>Mine Safety Disclosures</u>	51
ITEM 5 <u>Other Information</u>	51
ITEM 6 <u>Exhibits</u>	51
<u>SIGNATURES</u>	52
<u>EXHIBIT INDEX</u>	53
Exhibit 31.1	54

Exhibit 31.2	55
Exhibit 32.1	56

PART I CONSOLIDATED FINANCIAL INFORMATION

ITEM 1 Consolidated Financial Statements (Unaudited)

Unity Bancorp, Inc.

Consolidated Balance Sheets

(Unaudited)

(In thousands)	June 30, 2013	December 31, 2012
ASSETS		
Cash and due from banks	\$ 21,860	\$ 23,705
Federal funds sold and interest-bearing deposits	34,450	70,487
Cash and cash equivalents	56,310	94,192
Securities:		
Securities available for sale	84,212	89,538
Securities held to maturity (fair value of \$26,980 and \$22,741, respectively)	27,057	21,515
Total securities	111,269	111,053
Loans:		
SBA loans held for sale	7,772	6,937
SBA loans held to maturity	52,279	58,593
SBA 504 loans	39,070	41,438
Commercial loans	323,476	301,564
Residential mortgage loans	154,716	132,094
Consumer loans	45,003	46,410
Total loans	622,316	587,036
Allowance for loan losses	(14,309)	(14,758)
Net loans	608,007	572,278
Premises and equipment, net	15,823	12,062
Bank owned life insurance ("BOLI")	12,548	9,402
Deferred tax assets	6,658	5,954
Federal Home Loan Bank stock	5,527	3,989
Accrued interest receivable	3,353	3,298
Other real estate owned ("OREO")	752	1,826
Prepaid FDIC insurance	-	1,929
Goodwill and other intangibles	1,516	1,516
Other assets	2,812	2,231
Total assets	\$ 824,575	\$ 819,730
LIABILITIES AND SHAREHOLDERS' EQUITY		
Liabilities:		
Deposits:		
Noninterest-bearing demand deposits	\$ 128,045	\$ 114,424

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Interest-bearing demand deposits	108,176	114,838
Savings deposits	266,168	294,533
Time deposits, under \$100,000	74,950	76,994
Time deposits, \$100,000 and over	51,030	47,971
Total deposits	628,369	648,760
Borrowed funds	110,000	75,000
Subordinated debentures	15,465	15,465
Accrued interest payable	443	434
Accrued expenses and other liabilities	2,011	2,561
Total liabilities	756,288	742,220
Commitments and contingencies	-	-
Shareholders' equity:		
Cumulative perpetual preferred stock	10,209	20,115
Common stock	54,461	54,274
Retained earnings	3,390	1,788
Accumulated other comprehensive income	227	1,333
Total shareholders' equity	68,287	77,510
Total liabilities and shareholders' equity	\$ 824,575	\$ 819,730
Preferred shares	10	21
Issued and outstanding common shares	7,544	7,534

The accompanying notes to the Consolidated Financial Statements are an integral part of these statements.

Unity Bancorp, Inc.

Consolidated Statements of Income

(Unaudited)

(In thousands, except per share amounts)	For the three months ended		For the six months ended June 30,	
	June 30, 2013	2012	2013	2012
INTEREST INCOME				
Federal funds sold and interest-bearing deposits	\$ 7	\$ 11	\$ 22	\$ 43
Federal Home Loan Bank stock	35	44	78	95
Securities:				
Taxable	620	733	1,267	1,483
Tax-exempt	125	120	245	263
Total securities	745	853	1,512	1,746
Loans:				
SBA loans	778	846	1,555	1,770
SBA 504 loans	441	691	1,092	1,451
Commercial loans	4,250	4,216	8,251	8,397
Residential mortgage loans	1,649	1,582	3,199	3,237
Consumer loans	496	529	1,005	1,089
Total loans	7,614	7,864	15,102	15,944
Total interest income	8,401	8,772	16,714	17,828
INTEREST EXPENSE				
Interest-bearing demand deposits	90	123	191	259
Savings deposits	164	287	340	641
Time deposits	537	689	1,083	1,603
Borrowed funds and subordinated debentures	808	816	1,609	1,662
Total interest expense	1,599	1,915	3,223	4,165
Net interest income	6,802	6,857	13,491	13,663
Provision for loan losses	300	1,000	950	2,200
Net interest income after provision for loan losses	6,502	5,857	12,541	11,463
NONINTEREST INCOME				
Branch fee income	348	362	695	748
Service and loan fee income	319	287	623	588
Gain on sale of SBA loans held for sale, net	86	223	327	381
Gain on sale of mortgage loans, net	547	453	1,025	864
BOLI income	75	73	146	146
Net security gains	108	283	334	507
Other income	175	160	332	322
Total noninterest income	1,658	1,841	3,482	3,556
NONINTEREST EXPENSE				
Compensation and benefits	3,166	3,133	6,341	6,315
Occupancy	627	740	1,321	1,348
Processing and communications	562	553	1,123	1,087
Furniture and equipment	371	355	736	717

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Professional services	234	211	424	402
Loan collection costs	228	91	406	271
OREO expenses	63	237	190	362
Deposit insurance	179	168	328	339
Advertising	181	302	301	448
Other expenses	463	414	1,029	872
Total noninterest expense	6,074	6,204	12,199	12,161
Income before provision for income taxes	2,086	1,494	3,824	2,858
Provision for income taxes	739	518	1,278	977
Net income	1,347	976	2,546	1,881
Preferred stock dividends and discount accretion	465	401	869	797
Income available to common shareholders	\$ 882	\$ 575	\$ 1,677	\$ 1,084
Net income per common share - Basic	\$ 0.12	\$ 0.08	\$ 0.22	\$ 0.15
Net income per common share - Diluted	\$ 0.11	\$ 0.07	\$ 0.21	\$ 0.14
Weighted average common shares outstanding - Basic	7,544	7,462	7,541	7,461
Weighted average common shares outstanding - Diluted	7,911	7,784	7,881	7,788

The accompanying notes to the Consolidated Financial Statements are an integral part of these statements.

Unity Bancorp, Inc.

Consolidated Statements of Comprehensive Income

(Unaudited)

(In thousands)	For the three months ended June 30,		For the six months ended June 30,	
	2013	2012	2013	2012
Net income	\$ 1,347	\$ 976	\$ 2,546	\$ 1,881
Other comprehensive income (loss), net of tax:				
Unrealized holding gains (losses) on securities arising during period	(654)	299	(884)	145
Less: Reclassification adjustment for gains on securities included in net income	72	188	222	337
Total other comprehensive income (loss)	(726)	111	(1,106)	(192)
Total comprehensive income	\$ 621	\$ 1,087	\$ 1,440	\$ 1,689

The accompanying notes to the Consolidated Financial Statements are an integral part of these statements.

Unity Bancorp, Inc.

Consolidated Statements of Changes in Shareholders' Equity

For the six months ended June 30, 2013 and 2012

(Unaudited)

(In thousands)	Preferred stock	Common stock		Retained earnings	Accumulated	Total shareholders' equity
		Shares	Amount		other comprehensive income	
Balance, December 31, 2012	\$ 20,115	7,534	\$ 54,274	\$ 1,788	\$ 1,333	\$ 77,510
Net income				2,546		2,546
Other comprehensive loss, net of tax					(1,106)	(1,106)
Redemption of perpetual preferred stock from U.S. Treasury	(10,324)					(10,324)
Accretion of discount on preferred stock	418			(418)		-
Dividends on common stock (\$0.01 per share)				(75)		(75)
Dividends on preferred stock (5% annually)				(451)		(451)
Common stock issued and related tax effects (1)		10	187			187
Balance, June 30, 2013	\$ 10,209	7,544	\$ 54,461	\$ 3,390	\$ 227	\$ 68,287

(In thousands)	Preferred stock	Common stock		Accumulated deficit	Accumulated	Total shareholders' equity
		Shares	Amount		other comprehensive income	
Balance, December 31, 2011	\$ 19,545	7,459	\$ 53,746	\$ (854)	\$ 1,121	\$ 73,558
Net income				1,881		1,881
Other comprehensive loss, net of tax					(192)	(192)
Accretion of discount on preferred stock	279			(279)		-
Dividends on preferred stock (5% annually)				(517)		(517)
Common stock issued and related tax effects (1)		2	171			171
Balance, June 30, 2012	\$ 19,824	7,461	\$ 53,917	\$ 231	\$ 929	\$ 74,901

(1) Includes the issuance of common stock under employee benefit plans, which includes nonqualified stock options and restricted stock expense related entries, employee option exercises and the tax benefit of options exercised.

The accompanying notes to the Consolidated Financial Statements are an integral part of these statements.

6

Unity Bancorp, Inc.

Consolidated Statements of Cash Flows

(Unaudited)

(In thousands)	For the six months ended June 30,	
	2013	2012
OPERATING ACTIVITIES:		
Net income	\$ 2,546	\$ 1,881
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan losses	950	2,200
Net amortization of purchase premiums and discounts on securities	399	458
Depreciation and amortization	659	622
Deferred income tax expense	23	28
Net security gains	(334)	(507)
Stock compensation expense	169	157
Loss on sale of OREO	37	168
Valuation writedowns on OREO	70	-
Gain on sale of mortgage loans held for sale, net	(1,025)	(864)
Gain on sale of SBA loans held for sale, net	(327)	(381)
Origination of mortgage loans held for sale	(48,525)	(41,509)
Origination of SBA loans held for sale	(4,060)	(2,637)
Proceeds from sale of mortgage loans held for sale, net	49,550	42,373
Proceeds from sale of SBA loans held for sale, net	3,519	4,599
Loss on sale or disposal of premises and equipment	-	20
Net change in other assets and liabilities	672	1,766
Net cash provided by operating activities	4,323	8,374
INVESTING ACTIVITIES		

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Purchases of securities held to maturity	(8,252)	-
Purchases of securities available for sale	(19,274)	(32,802)
Purchases of Federal Home Loan Bank stock, at cost	(1,575)	-
Maturities and principal payments on securities held to maturity	2,610	1,818
Maturities and principal payments on securities available for sale	13,320	16,723
Proceeds from sales of securities available for sale	9,482	6,638
Proceeds from redemption of Federal Home Loan Bank stock	37	99
Proceeds from sale of OREO	967	2,046
Net increase in loans	(35,883)	(18,285)
Purchase of BOLI	(3,000)	-
Proceeds from sale or disposal of premises and equipment	-	11
Purchases of premises and equipment	(4,347)	(1,338)
Net cash used in investing activities	(45,915)	(25,090)
FINANCING ACTIVITIES		
Net decrease in deposits	(20,391)	(27,528)
Proceeds from new borrowings	35,000	-
Redemption of perpetual preferred stock from U.S. Treasury	(10,324)	-
Proceeds from exercise of stock options	-	21
Dividends on preferred stock	(516)	(516)
Dividends on common stock	(59)	-
Net cash provided by (used in) financing activities	3,710	(28,023)
Decrease in cash and cash equivalents	(37,882)	(44,739)
Cash and cash equivalents, beginning of period	94,192	82,574
Cash and cash equivalents, end of period	\$ 56,310	\$ 37,835

SUPPLEMENTAL
DISCLOSURES
Cash:

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Interest paid	\$	3,214	\$	4,218
Income taxes paid		1,612		739
Noncash investing activities:				
Transfer of SBA loans held for sale to held to maturity		33		-
Transfer of loans to OREO		-		2,027

The accompanying notes to the Consolidated Financial Statements are an integral part of these statements

Unity Bancorp, Inc.

Notes to the Consolidated Financial Statements (Unaudited)

June 30, 2013

NOTE 1. Significant Accounting Policies

The accompanying Consolidated Financial Statements include the accounts of Unity Bancorp, Inc. (the "Parent Company") and its wholly-owned subsidiary, Unity Bank (the "Bank" or when consolidated with the Parent Company, the "Company"), and reflect all adjustments and disclosures which are generally routine and recurring in nature, and in the opinion of management, necessary for a fair presentation of interim results. The Bank has multiple subsidiaries used to hold part of its investment and loan portfolios and other real estate owned ("OREO") properties. All significant intercompany balances and transactions have been eliminated in consolidation. Certain reclassifications have been made to prior period amounts to conform to the current year presentation, with no impact on current earnings. The financial information has been prepared in accordance with U.S. generally accepted accounting principles and has not been audited. In preparing the financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and revenues and expenses during the reporting periods. Actual results could differ from those estimates. Amounts requiring the use of significant estimates include the allowance for loan losses, valuation of deferred tax and servicing assets, the carrying value of loans held for sale and other real estate owned, the valuation of securities and the determination of other-than-temporary impairment for securities and fair value disclosures. Management believes that the allowance for loan losses is adequate. While management uses available information to recognize losses on loans, future additions to the allowance for loan losses may be necessary based on changes in economic conditions. The Company has evaluated subsequent events for potential recognition and/or disclosure through the date the Consolidated Financial Statements included in this Quarterly Report on Form 10-Q were available to be issued.

The interim unaudited Consolidated Financial Statements included herein have been prepared in accordance with instructions for Form 10-Q and the rules and regulations of the Securities and Exchange Commission ("SEC") and consist of normal recurring adjustments necessary for the fair presentation of interim results. The results of operations for the six months ended June 30, 2013 are not necessarily indicative of the results which may be expected for the entire year. As used in this Form 10-Q, "we" and "us" and "our" refer to Unity Bancorp, Inc., and its consolidated subsidiary, Unity Bank, depending on the context. Certain information and financial disclosures required by generally accepted accounting principles have been condensed or omitted from interim reporting pursuant to SEC rules. Interim financial statements should be read in conjunction with the Company's Consolidated Financial Statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2012.

Stock Transactions

Stock Option Plans

The Company has incentive and nonqualified option plans, which allow for the grant of options to officers, employees and members of the Board of Directors. Transactions under the Company's stock option plans for the six months ended June 30, 2013 are summarized in the following table:

	Shares	Weighted average exercise price	Weighted average remaining contractual life (in years)	Aggregate intrinsic value
Outstanding at December 31, 2012	516,332	\$ 7.06	5.4	\$ 327,725
Options granted	25,000	6.02		
Options exercised	-	-		
Options forfeited	(8,333)	6.56		
Options expired	(2,617)	8.86		
Outstanding at June 30, 2013	530,382	\$ 7.01	4.8	\$ 560,237
Exercisable at June 30, 2013	433,884	\$ 7.18	3.9	\$ 478,262

Grants under the Company's incentive and nonqualified option plans generally vest over 3 years and must be exercised within 10 years of the date of grant. The exercise price of each option is the market price on the date of grant. As of June 30, 2013, 1,720,529 shares have been reserved for issuance upon the exercise of options, 530,382 option grants are outstanding, and 1,100,138 option grants have been exercised, forfeited or expired, leaving 90,009 shares available for grant.

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The fair values of the options granted during the three and six months ended June 30, 2013 and 2012 were estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions:

	For the three months ended		For the six months ended	
	June 30,		June 30,	
	2013	2012	2013	2012
Number of options granted	-	-	25,000	-
Weighted average exercise price	\$ -	\$ -	\$ 6.02	\$ -
Weighted average fair value of options	\$ -	\$ -	\$ 2.91	\$ -
Expected life in years (1)	-	-	5.11	-
Expected volatility (2)	- %	- %	52.81 %	- %
Risk-free interest rate (3)	- %	- %	0.77 %	- %
Dividend yield (4)	- %	- %	- %	- %

- (1) The expected life of the options was estimated based on historical employee behavior and represents the period of time that options granted are expected to be outstanding.
- (2) The expected volatility of the Company's stock price was based on the historical volatility over the period commensurate with the expected life of the options.
- (3) The risk-free interest rate is the U.S. Treasury rate commensurate with the expected life of the options on the date of grant.
- (4) The expected dividend yield is the projected annual yield based on the grant date stock price.

Upon exercise, the Company issues shares from its authorized but unissued common stock to satisfy the options. The following table presents information about options exercised during three and six months ended June 30, 2013 and 2012:

	For the three months ended June		For the six months ended June 30,	
	30,		ended June 30,	
	2013	2012	2013	2012
Number of options exercised	-	-	-	3,841
Total intrinsic value of options exercised	\$ -	\$ -	\$ -	\$ 6,055
Cash received from options exercised	-	-	-	17,046
Tax deduction realized from options exercised	-	-	-	513

The following table summarizes information about stock options outstanding and exercisable at June 30, 2013:

Range of exercise prices	Options outstanding			Options exercisable	
	Options outstanding	Weighted average remaining contractual life (in years)	Weighted average exercise price	Options exercisable	Weighted average exercise price
\$ 0.00 - 4.00	119,750	5.5	\$ 3.87	119,750	\$ 3.87
4.01 - 8.00	248,342	6.7	6.46	151,844	6.60
8.01 - 12.00	117,639	0.7	9.23	117,639	9.23
12.01 - 16.00	44,651	3.4	12.62	44,651	12.62
Total	530,382	4.8	\$ 7.01	433,884	\$ 7.18

Financial Accounting Standards Board Accounting Standards Codification ("FASB ASC") Topic 718, "Compensation - Stock Compensation," requires an entity to recognize the fair value of equity awards as compensation expense over the period during which an employee is required to provide service in exchange for such an award (vesting period). Compensation expense related to stock options and the related income tax benefit for the three and six months ended June 30, 2013 and 2012 are detailed in the following table:

	For the three months ended June 30,		For the six months ended June 30,	
	2013	2012	2013	2012
Compensation expense	\$ 39,625	\$ 35,249	\$ 74,645	\$ 75,464
Income tax benefit	15,826	14,079	29,813	28,397

As of June 30, 2013, unrecognized compensation costs related to nonvested share-based compensation arrangements granted under the Company's stock option plans totaled approximately \$217 thousand. That cost is expected to be recognized over a weighted average period of 1.9 years.

Restricted Stock Awards

Restricted stock is issued under the stock bonus program to reward employees and directors and to retain them by distributing stock over a period of time. The following table summarizes nonvested restricted stock activity for the six months ended June 30, 2013:

	Shares	Average grant date fair value
Nonvested restricted stock at December 31, 2012	90,975	\$ 6.10
Granted	14,000	6.02
Vested	(5,375)	6.66
Forfeited	(6,650)	6.16
Nonvested restricted stock at June 30, 2013	92,950	\$ 6.06

Restricted stock awards granted to date vest over a period of 4 years and are recognized as compensation to the recipient over the vesting period. The awards are recorded at fair market value at the time of grant and amortized into salary expense on a straight line basis over the vesting period. As of June 30, 2013, 471,551 shares of restricted stock were reserved for issuance, of which 265,574 shares are available for grant.

Restricted stock awards granted during the three and six months ended June 30, 2013 and 2012 were as follows:

	For the three months ended June 30,		For the six months ended June 30,	
	2013	2012	2013	2012
Number of shares granted	-	-	14,000	-
Average grant date fair value	\$ -	\$ -	\$ 6.02	\$ -

Compensation expense related to restricted stock for the three months ended June 30, 2013 and 2012 is detailed in the following table:

	For the three months ended June 30,		For the six months ended June 30,	
	2013	2012	2013	2012
Compensation expense	\$ 46,450	\$ 37,754	\$ 94,386	\$ 81,112

As of June 30, 2013, there was approximately \$466 thousand of unrecognized compensation cost related to nonvested restricted stock awards granted under the Company's stock incentive plans. That cost is expected to be recognized over a weighted average period of 2.8 years.

Perpetual Preferred Stock

On October 3, 2008, Congress passed the Emergency Economic Stabilization Act of 2008 ("EESA"), which provided the U.S. Secretary of the Treasury with broad authority to implement certain actions to help restore stability and liquidity to the U.S. markets. One of the programs resulting from the EESA was the Treasury's Capital Purchase Program ("CPP") which provided direct equity investment of perpetual preferred stock by the U.S. Treasury in qualified financial institutions. The Company received an investment in perpetual preferred stock of \$20.6 million on December 5, 2008.

On May 9, 2013, the Company announced that it received approval of its application from the U.S. Department of Treasury to redeem half of the 20,649 shares of preferred stock issued in connection with the Company's participation in the Treasury's CPP. On May 15, 2013, the Company paid \$10.3 million to the Treasury to repurchase 10,324 shares of the preferred stock, including accrued and unpaid dividends for the shares. On July 1, 2013, the Company announced that it received approval to redeem the remaining 10,325 shares of preferred stock. On July 3, 2013, the Company paid \$10.4 million to the Treasury to repurchase the remaining shares of the preferred stock, including accrued and unpaid dividends for the shares.

Other-Than-Temporary Impairment

The Company has a process in place to identify debt securities that could potentially incur credit impairment that is other-than-temporary. This process involves monitoring late payments, pricing levels, downgrades by rating agencies, key financial ratios, financial statements, revenue forecasts and cash flow projections as indicators of credit issues. Management evaluates securities for other-than-temporary impairment at least on a quarterly basis, and more frequently when economic or market concern warrants such evaluation. This evaluation considers relevant facts and circumstances in evaluating whether a credit or interest rate-related impairment of a security is other-than-temporary. Relevant facts and circumstances considered include: (1) the extent and length of time the fair value has been below cost; (2) the reasons for the decline in value; (3) the financial position and access to capital of the issuer, including the current and future impact of any specific events and (4) for fixed maturity securities, our intent to sell a security or whether it is more likely than not we will be required to sell the security before the recovery of its amortized cost which, in some cases, may extend to maturity and for equity securities, our ability and intent to hold the security for a forecasted period of time that allows for the recovery in value.

Management assesses its intent to sell or whether it is more likely than not that it will be required to sell a security before recovery of its amortized cost basis less any current-period credit losses. For debt securities that are considered other-than-temporarily impaired with no intent to sell and no requirement to sell prior to recovery of its amortized cost basis, the amount of the impairment is separated into the amount that is credit related (credit loss component) and the amount due to all other factors. The credit loss component is recognized in earnings and is the difference between the security's amortized cost basis and the present value of its expected future cash flows. The remaining difference between the security's fair value and the present value of future expected cash flows is due to factors that are not credit related and is recognized in other comprehensive income. For debt securities where management has the intent to sell, the amount of the impairment is reflected in earnings as realized losses.

The present value of expected future cash flows is determined using the best estimate cash flows discounted at the effective interest rate implicit to the security at the date of purchase or the current yield to accrete an asset-backed or floating rate security. The methodology and assumptions for establishing the best estimate cash flows vary depending on the type of security. The asset-backed securities cash flow estimates are based on bond specific facts and circumstances that may include collateral characteristics, expectations of delinquency and default rates, loss severity and prepayment speeds and structural support, including subordination and guarantees. The corporate bond cash flow estimates are derived from scenario-based outcomes of expected corporate restructurings or the disposition of assets using bond specific facts and circumstances including timing, security interests and loss severity.

Transfers of Financial Assets

Transfers of financial assets are accounted for as sales, when control over the assets has been surrendered. Control over transferred assets is deemed to be surrendered when (1) the assets have been isolated from the Company, (2) the transferee obtains the right (free of conditions that constrain it from taking advantage of that right) to pledge or exchange the transferred assets, and (3) the Company does not maintain effective control over the transferred assets through an agreement to repurchase them before their maturity.

Loans

Loans Held for Sale

Loans held for sale represent the guaranteed portion of SBA loans and are reflected at the lower of aggregate cost or market value. The Company originates loans to customers under an SBA program that historically has provided for SBA guarantees of up to 90 percent of each loan. The Company generally sells the guaranteed portion of its SBA loans to a third party and retains the servicing, holding the nonguaranteed portion in its portfolio. The net amount of loan origination fees on loans sold is included in the carrying value and in the gain or loss on the sale. When sales of SBA loans do occur, the premium received on the sale and the present value of future cash flows of the servicing assets are recognized in income. All criteria for sale accounting must be met in order for the loan sales to occur; see details under the "Transfers of Financial Assets" heading above.

Servicing assets represent the estimated fair value of retained servicing rights, net of servicing costs, at the time loans are sold. Servicing assets are amortized in proportion to, and over the period of, estimated net servicing revenues. Impairment is evaluated based on stratifying the underlying financial assets by date of origination and term. Fair value is determined using prices for similar assets with similar characteristics, when available, or based upon discounted cash flows using market-based assumptions. Any impairment, if temporary, would be reported as a valuation allowance.

Serviced loans sold to others are not included in the accompanying Consolidated Balance Sheets. Income and fees collected for loan servicing are credited to noninterest income when earned, net of amortization on the related servicing assets.

Loans Held to Maturity

Loans held to maturity are stated at the unpaid principal balance, net of unearned discounts and deferred loan origination fees and costs. In accordance with the level yield method, loan origination fees, net of direct loan origination costs, are deferred and recognized over the estimated life of the related loans as an adjustment to the loan yield. Interest is credited to operations primarily based upon the principal balance outstanding.

Loans are reported as past due when either interest or principal is unpaid in the following circumstances: fixed payment loans when the borrower is in arrears for two or more monthly payments; open end credit for two or more billing cycles; and single payment notes if interest or principal remains unpaid for 30 days or more.

Nonperforming loans consist of loans that are not accruing interest as a result of principal or interest being in default for a period of 90 days or more or when the ability to collect principal and interest according to the contractual terms is in doubt (nonaccrual loans). When a loan is classified as nonaccrual, interest accruals are discontinued and all past due interest previously recognized as income is reversed and charged against current period earnings. Generally, until the loan becomes current, any payments received from the borrower are applied to outstanding principal until such time as management determines that the financial condition of the borrower and other factors merit recognition of a portion of such payments as interest income. Loans may be returned to an accrual status when the ability to collect is reasonably assured and when the loan is brought current as to principal and interest.

Loans are charged off when collection is sufficiently questionable and when the Company can no longer justify maintaining the loan as an asset on the balance sheet. Loans qualify for charge-off when, after thorough analysis, all possible sources of repayment are insufficient. These include: 1) potential future cash flows, 2) value of collateral, and/or 3) strength of co-makers and guarantors. All unsecured loans are charged off upon the establishment of the loan's nonaccrual status. Additionally, all loans classified as a loss or that portion of the loan classified as a loss is charged off. All loan charge-offs are approved by the Board of Directors.

Troubled debt restructurings ("TDRs") occur when a creditor, for economic or legal reasons related to a debtor's financial condition, grants a concession to the debtor that it would not otherwise consider. These concessions typically include reductions in interest rate, extending the maturity of a loan, or a combination of both. Interest income on accruing TDRs is credited to operations primarily based upon the principal amount outstanding, as stated in the paragraphs above.

The Company evaluates its loans for impairment. A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts due according to the contractual terms of the loan agreement. The Company has defined impaired loans to be all TDRs and nonperforming loans. Impairment is evaluated in total for smaller-balance loans of a similar nature (consumer and residential mortgage loans), and on an individual basis for all other loans. Impairment of a loan is measured based on the present value of expected future cash flows, discounted at the loan's effective interest rate, or as a practical expedient, based on a loan's observable market price or the fair value of collateral, net of estimated costs to sell, if the loan is collateral-dependent. If the value of the impaired loan is less than the recorded investment in the loan, the Company establishes a valuation allowance, or adjusts existing valuation allowances, with a corresponding charge to the provision for loan losses.

For additional information on loans, see Note 8 to the Consolidated Financial Statements and the section titled "Loan Portfolio" under Item 2. Management's Discussion and Analysis.

Allowance for Loan Losses and Reserve for Unfunded Loan Commitments

The allowance for loan losses is maintained at a level management considers adequate to provide for probable loan losses as of the balance sheet date. The allowance is increased by provisions charged to expense and is reduced by net charge-offs.

The level of the allowance is based on management's evaluation of probable losses in the loan portfolio, after consideration of prevailing economic conditions in the Company's market area, the volume and composition of the loan portfolio, and historical loan loss experience. The allowance for loan losses consists of specific reserves for individually impaired credits and TDRs, reserves for nonimpaired loans based on historical loss factors and reserves based on general economic factors and other qualitative risk factors such as changes in delinquency trends, industry concentrations or local/national economic trends. This risk assessment process is performed at least quarterly, and, as adjustments become necessary, they are realized in the periods in which they become known.

Although management attempts to maintain the allowance at a level deemed adequate to provide for probable losses, future additions to the allowance may be necessary based upon certain factors including changes in market conditions and underlying collateral values. In addition, various regulatory agencies periodically review the adequacy of the Company's allowance for loan losses. These agencies may require the Company to make additional provisions based on their judgments about information available to them at the time of their examination.

The Company maintains an allowance for unfunded loan commitments that is maintained at a level that management believes is adequate to absorb estimated probable losses. Adjustments to the allowance are made through other expenses and applied to the allowance which is maintained in other liabilities.

For additional information on the allowance for loan losses and unfunded loan commitments, see Note 9 to the Consolidated Financial Statements and the sections titled "Asset Quality" and "Allowance for Loan Losses and Reserve for Unfunded Loan Commitments" under Item 2. Management's Discussion and Analysis.

Income Taxes

The Company accounts for income taxes according to the asset and liability method. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using the enacted tax rates applicable to taxable income for the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

Valuation reserves are established against certain deferred tax assets when it is more likely than not that the deferred tax assets will not be realized. Increases or decreases in the valuation reserve are charged or credited to the income tax provision.

When tax returns are filed, it is highly certain that some positions taken would be sustained upon examination by the taxing authorities, while others are subject to uncertainty about the merits of the position taken or the amount of the position that ultimately would be sustained. The benefit of a tax position is recognized in the financial statements in the period during which, based on all available evidence, management believes it is more likely than not that the position will be sustained upon examination, including the resolution of appeals or litigation processes, if any. The evaluation of a tax position taken is considered by itself and not offset or aggregated with other positions. Tax positions that meet the more likely than not recognition threshold are measured as the largest amount of tax benefit that is more than 50 percent likely of being realized upon settlement with the applicable taxing authority. The portion of benefits associated with tax positions taken that exceeds the amount measured as described above is reflected as a liability for unrecognized tax benefits in the accompanying balance sheet along with any associated interest and penalties that would be payable to the taxing authorities upon examination.

Interest and penalties associated with unrecognized tax benefits would be recognized in income tax expense on the income statement.

Commitments

During the second quarter of 2013, the Bank purchased three of its leased branch locations for \$4.3 million. The three purchased properties are located at 1746 Oak Tree Road, Edison, NJ 08820, 104 Raritan Avenue, Highland Park, NJ 08904 and 2426 Plainfield Avenue, South Plainfield, NJ 07080. The settlement occurred on April 17, 2013 and approximately \$200 thousand per year in expense reduction is expected.

NOTE 2. Litigation

The Company may, in the ordinary course of business, become a party to litigation involving collection matters, contract claims and other legal proceedings relating to the conduct of its business. In the best judgment of management, based upon consultation with counsel, the consolidated financial position and results of operations of the Company will not be affected materially by the final outcome of any pending legal proceedings or other contingent liabilities and commitments.

NOTE 3. Net Income per Share

Basic net income per common share is calculated as net income available to common shareholders divided by the weighted average common shares outstanding during the reporting period. Net income available to common shareholders is calculated as net income less accrued dividends and discount accretion related to preferred stock.

Diluted net income per common share is computed similarly to that of basic net income per common share, except that the denominator is increased to include the number of additional common shares that would have been outstanding if all potentially dilutive common shares, principally stock options and warrants, were issued during the reporting period utilizing the Treasury stock method.

The following is a reconciliation of the calculation of basic and diluted income per share.

(In thousands, except per share amounts)	For the three months ended June 30,		For the six months ended June 30,	
	2013	2012	2013	2012
Net income	\$ 1,347	\$ 976	\$ 2,546	\$ 1,881

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Less: Preferred stock dividends and discount accretion	465	401	869	797
Income available to common shareholders	\$ 882	\$ 575	\$ 1,677	\$ 1,084
Weighted average common shares outstanding - Basic	7,544	7,462	7,541	7,461
Plus: Potential dilutive common stock equivalents	367	322	340	327
Weighted average common shares outstanding - Diluted	7,911	7,784	7,881	7,788
Net income per common share - Basic	\$ 0.12	\$ 0.08	\$ 0.22	\$ 0.15
Net income per common share - Diluted	0.11	0.07	0.21	0.14
Stock options and common stock excluded from the income per share calculation as their effect would have been anti-dilutive	396	505	387	504

The "potential dilutive common stock equivalents" shown in the table above includes the impact of 764,778 common stock warrants issued to the U.S. Department of Treasury under the Capital Purchase Program in December 2008, utilizing the Treasury stock method. These warrants were dilutive for the three and six months ended June 30, 2013 and 2012.

NOTE 4. Income Taxes

The Company follows FASB ASC Topic 740, "Income Taxes," which prescribes a threshold for the financial statement recognition of income taxes and provides criteria for the measurement of tax positions taken or expected to be taken in a tax return. ASC 740 also includes guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition of income taxes.

For the quarter ended June 30, 2013, the Company reported income tax expense of \$739 thousand for an effective tax rate of 35.4 percent, compared to an income tax expense of \$518 thousand and effective tax rate of 34.7 percent for the prior year's quarter. For the six months ended June 30, 2013, the Company reported income tax expense of \$1.3 million for an effective tax rate of 33.4 percent, compared to an income tax expense of \$977 thousand and effective tax rate of 34.2 percent for the six months ended June 30, 2012.

The Company did not recognize or accrue any interest or penalties related to income taxes during the six months ended June 30, 2013 or 2012. The Company did not have an accrual for uncertain tax positions as of June 30, 2013 or December 31, 2012, as deductions taken and benefits accrued are based on widely understood administrative practices and procedures and are based on clear and unambiguous tax law. Tax returns for all years 2009 and thereafter are subject to future examination by tax authorities.

NOTE 5. Other Comprehensive Income

The following table shows the changes in other comprehensive income for the three months ended June 30, 2013 and 2012:

(In thousands)	For the three months ended June 30,					
	2013			2012		
	Pre-tax	Tax	After-tax	Pre-tax	Tax	After-tax
Balance, beginning of period			\$ 953			\$ 818
Unrealized holding gains (losses) on securities arising during period	\$ (1,090)	\$ (436)	(654)	\$ 469	\$ 170	299
Less: Reclassification adjustment for gains on securities included in net income	108	36	72	283	95	188
Net unrealized gains (losses) on securities arising during the period	(1,198)	(472)	(726)	186	75	111
Balance, end of period			\$ 227			\$ 929

The following table shows the changes in other comprehensive income for the six months ended June 30, 2013 and 2012:

(In thousands)	For the six months ended June 30,					
	2013			2012		
	Pre-tax	Tax	After-tax	Pre-tax	Tax	After-tax
Balance, beginning of period			\$ 1,333			\$ 1,121
Unrealized holding gains (losses) on securities arising during period	\$ (1,499)	\$ (615)	(884)	\$ 188	\$ 43	145
Less: Reclassification adjustment for gains included in net income	334	112	222	507	170	337
Net unrealized losses on securities arising during the period	(1,833)	(727)	(1,106)	(319)	(127)	(192)
Balance, end of period			\$ 227			\$ 929

NOTE 6. Fair Value

Fair Value Measurement

The Company follows FASB ASC Topic 820, “Fair Value Measurement and Disclosures,” which requires additional disclosures about the Company’s assets and liabilities that are measured at fair value. Fair value is the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. In determining fair value, the Company uses various methods including market, income and cost approaches. Based on these approaches, the Company often utilizes certain assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and/or the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated, or generally unobservable inputs. The Company utilizes techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. The fair value hierarchy ranks the quality and reliability of the information used to determine fair values. Financial assets and liabilities carried at fair value will be classified and disclosed as follows:

Level 1 Inputs

- Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.
- Generally, this includes debt and equity securities and derivative contracts that are traded in an active exchange market (i.e. New York Stock Exchange), as well as certain U.S. Treasury, U.S. Government and sponsored entity agency mortgage-backed securities that are highly liquid and are actively traded in over-the-counter markets.

Level 2 Inputs

- Quoted prices for similar assets or liabilities in active markets.
- Quoted prices for identical or similar assets or liabilities in inactive markets.
- Inputs other than quoted prices that are observable, either directly or indirectly, for the term of the asset or liability (i.e., interest rates, yield curves, credit risks, prepayment speeds or volatilities) or “market corroborated inputs.”
- Generally, this includes U.S. Government and sponsored entity mortgage-backed securities, corporate debt securities and derivative contracts.

Level 3 Inputs

- Prices or valuation techniques that require inputs that are both unobservable (i.e. supported by little or no market activity) and that are significant to the fair value of the assets or liabilities.
- These assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

Fair Value on a Recurring Basis

The following is a description of the valuation methodologies used for instruments measured at fair value on a recurring basis:

Securities Available for Sale

The fair value of available for sale ("AFS") securities is the market value based on quoted market prices, when available, or market prices provided by recognized broker dealers (Level 1). If listed prices or quotes are not available, fair value is based upon quoted market prices for similar or identical assets or other observable inputs (Level 2) or externally developed models that use unobservable inputs due to limited or no market activity of the instrument (Level 3).

As of June 30, 2013, the fair value of the Company's AFS securities portfolio was \$84.2 million. Approximately 49 percent of the portfolio was made up of residential mortgage-backed securities, which had a fair value of \$41.3 million at June 30, 2013. Approximately \$39.9 million of the residential mortgage-backed securities are guaranteed by the Government National Mortgage Association ("GNMA"), the Federal National Mortgage Association ("FNMA") or the Federal Home Loan Mortgage Corporation ("FHLMC"). The underlying loans for these securities are residential mortgages that are geographically dispersed throughout the United States.

All of the Company's AFS securities, excluding commercial mortgage-backed securities, were classified as Level 2 assets at June 30, 2013. The valuation of AFS securities using Level 2 inputs was primarily determined using the market approach, which uses quoted prices for similar assets or liabilities in active markets and all other relevant information. It includes model pricing, defined as valuing securities based upon their relationship with other benchmark securities.

For certain securities, the inputs used by either dealer market participants or an independent pricing service, may be derived from unobservable market information (Level 3 inputs). In these instances, management evaluates the appropriateness and quality of the assumptions and the resulting prices. In addition, management reviews the volume and level of activity for all AFS securities and attempts to identify transactions which may not be orderly or reflective of a significant level of activity and volume. For securities meeting these criteria, the quoted prices received from either market participants or an independent pricing service may be adjusted, as necessary, to estimate fair value and this results in fair values based on Level 3 inputs. In determining fair value, the Company utilizes unobservable inputs which reflect its own assumptions about the inputs that market participants would use in pricing each security. In developing its assertion of market participant assumptions, the Company utilizes the best information that is both reasonable and available without undue cost and effort.

In calculating the fair value for AFS securities under Level 3, management prepared present value cash flow models for certain private label commercial mortgage-backed securities. Private label commercial mortgage-backed securities

owned by the Bank are A1 and A2 tranche sequential structures and are currently paying principal. The cash flows for the commercial mortgage-backed securities incorporated the expected cash flow of each security adjusted for default rates, loss severities and prepayments of the individual loans collateralizing the security. The following table presents quantitative information about Level 3 inputs used to measure the fair value of commercial mortgage-backed securities at June 30, 2013:

June 30, 2013

Valuation Technique	Unobservable Input	Range	Weighted Average	
Discounted Cash Flow	Prepayment rate	8 through 15	% 10.0	%
	Default rate	10 through 15	% 12.5	%
	Loss severity	10 through 25	% 18.0	%

Significant increases or decreases in any of the unobservable inputs in the table above in isolation would result in a significantly lower or higher fair value measurement of the securities. Generally, a change in the assumption used for the default rate is accompanied by a directionally similar change in the assumption used for the loss severity and a directionally opposite change in the assumption used for prepayment rates.

For the Level 3 available for sale private label commercial mortgage-backed securities, cash flow assumptions incorporate independent third party market participant data based on vintage year for each security. The discount rate utilized in determining the present value of cash flows for the commercial mortgage-backed securities was arrived at by combining the yield on orderly transactions for similar maturity government sponsored mortgage-backed securities with (i) the historical average risk premium of similar structured private label securities, (ii) a risk premium reflecting current market conditions, including liquidity risk and (iii) if applicable, a forecasted loss premium derived from the expected cash flows of each security. The estimated cash flows for each private label commercial mortgage-backed security are then discounted at the aforementioned effective rate to determine the fair value. The quoted prices received from either market participants or independent pricing services are weighted with the internal price estimate to determine the fair value of each instrument.

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There were no changes in the inputs or methodologies used to determine fair value during the period ended June 30, 2013, as compared to the periods ended December 31, 2012 and June 30, 2012.

The tables below present the balances of assets and liabilities measured at fair value on a recurring basis as of June 30, 2013 and December 31, 2012:

(In thousands)	June 30, 2013			Total
	Level 1	Level 2	Level 3	
Securities available for sale:				
U.S. Government sponsored entities	\$ -	\$ 6,873	\$ -	\$ 6,873
State and political subdivisions	-	19,343	-	19,343
Residential mortgage-backed securities	-	41,253	-	41,253
Commercial mortgage-backed securities	-	-	1,594	1,594
Corporate and other securities	-	15,149	-	15,149
Total securities available for sale	\$ -	\$ 82,618	\$ 1,594	\$ 84,212