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

Form 10-Q

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

For the quarterly period ended March 31, 2019

OR

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

Commission File Number 001-36271

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

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

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

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

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

Yes T No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes T No

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

Large accelerated filer Accelerated filer T Non-accelerated filer Smaller reporting company
Emerging growth company

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No T

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

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

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

WATERSTONE FINANCIAL, INC.

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PART I — FINANCIAL INFORMATION

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

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

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

See accompanying notes to unaudited consolidated financial statements.

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

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

See accompanying notes to unaudited consolidated financial statements.

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

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

See accompanying notes to unaudited consolidated financial statements.

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

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

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

See accompanying notes to unaudited consolidated financial statements.

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

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

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

Supplemental information:

Cash paid or credited during the period for:

Income tax payments	\$1,238	\$2,384
Interest payments	6,203	3,804
Noncash activities:		
Loans receivable transferred to real estate owned	30	238
Dividends declared but not paid in other liabilities	17,562	3,850

See Accompanying Notes to Unaudited Consolidated Financial Statements.

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Note 1 — Basis of Presentation

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

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

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

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

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

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

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

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

Impact of Recent Accounting Pronouncements

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

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

Revenue Recognition

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

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

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

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

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

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

ASC Topic 326 "Financial Instruments - Credit Losses." Authoritative accounting guidance under ASC Topic 326, "Financial Instruments - Credit Losses" amended the incurred loss impairment methodology in current GAAP with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information for credit loss estimates. The measurement of expected credit losses is based on relevant information about past events, including historical experience, current conditions, and reasonable and supportable forecasts that affect the collectability of the reported amount. The authoritative guidance also requires a financial asset (or a group of financial assets) measured at amortized cost basis to be presented at the net amount expected to be collected (net of the allowance for credit losses). In addition, the credit losses relating to available-for-sale debt securities should be recorded through an allowance for credit losses rather than a write-down. The authoritative guidance will be effective for reporting periods after January 1, 2020. The Company is evaluating the guidance and its impact on the Company's statements of income and financial condition.

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

Note 2— Securities Available for Sale

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Note 3 - Loans Receivable

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

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

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

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

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

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

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

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

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

As of December 31, 2018

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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The following presents data on troubled debt restructurings:

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

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

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

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

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The following presents troubled debt restructurings by concession type:

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

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

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

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

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

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

Note 4— Real Estate Owned

Real estate owned is summarized as follows:

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

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

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

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

Note 5— Mortgage Servicing Rights

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

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

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

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

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

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

Note 6— Deposits

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

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

(In
Thousands)

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

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Note 7— Borrowings

Borrowings consist of the following:

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

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

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

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

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

Note 8 – Regulatory Capital

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

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

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

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

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

				March 31, 2019		To Be Well Capitalized Under Prompt Corrective Action Provisions	
		For Capital Adequacy Purposes		Minimum Capital Adequacy with Capital Buffer			
Actual Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio
(Dollars In Thousands)							
Total Capital (to risk-weighted assets)							

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

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December 31, 2018

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

Note 9 – Income Taxes

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

Note 10 – Offsetting of Assets and Liabilities

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

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

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

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

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

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

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

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

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

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

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

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

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

Herrington et al. v. Waterstone Mortgage Corporation

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

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

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

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

Werner et al. v. Waterstone Mortgage Corporation

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

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

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

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

Note 12 – Derivative Financial Instruments

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

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

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

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

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

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

Note 13 – Earnings Per Share

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

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

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

Note 14 – Fair Value Measurements

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Assets Recorded at Fair Value on a Non-recurring Basis

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

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

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

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

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

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

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

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

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

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

Cash and Cash Equivalents

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

Securities

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

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

Loans Held for Sale

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

Loans Receivable

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

FHLB Stock

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

Deposits and Advance Payments by Borrowers for Taxes

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

Borrowings

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

Accrued Interest Payable and Accrued Interest Receivable

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

Commitments to Extend Credit and Standby Letters of Credit

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

Mortgage Banking Derivative Assets and Liabilities

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

Note 15 – Segment Reporting

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

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

Community Banking

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

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

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

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Mortgage Banking

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

Presented below is the segment information:

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

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

	Community Banking (In Thousands)	Mortgage Banking	Holding Company and Other	Consolidated
Net interest income	\$13,304	(192)	29	13,141
Provision for loan losses	(900)	20	-	(880)
Net interest income after provision for loan losses	14,204	(212)	29	14,021
Noninterest income	939	24,731	(487)	25,183
Noninterest expenses:				
Compensation, payroll taxes, and other employee benefits	4,888	16,241	(146)	20,983
Occupancy, office furniture and equipment	826	1,813	-	2,639
Advertising	140	720		