REFINITIV

DELTA REPORT

10-Q

PPBI - PACIFIC PREMIER BANCORP I

10-Q - JUNE 30, 2024 COMPARED TO 10-Q - MARCH 31, 2024

The following comparison report has been automatically generated

TOTAL DELTAS	977
CHANGES	415
DELETIONS	239
ADDITIONS	323

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2024 June 30, 2024

OR

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

For the transition period from _______ to _______

Commission File Number 0-22193

image0a03.jpg

(Exact name of registrant as specified in its charter)

Delaware	**33-0743196**
(State or other jurisdiction of incorporation or organization)	*(I.R.S I.R.S. Employer Identification No.)*

17901 Von Karman Avenue, Suite 1200, Irvine, California 92614

(Address of principal executive offices and zip code)

(949) 864-8000

(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 ☒ 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 (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

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

Large accelerated filer	☒	Accelerated filer	☐	Non-accelerated filer	☐	Smaller reporting company	☐	Emerging growth company	☐

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

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

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, par value $0.01 per share	PPBI	NASDAQ Global Select Market

The number of shares outstanding of the registrant's common stock as of April 19, 2024 July 19, 2024 was 96,431,504. 96,424,809.

PACIFIC PREMIER BANCORP, INC. AND SUBSIDIARIES
FORM 10-Q
INDEX
FOR THE QUARTER ENDED MARCH 31, JUNE 30, 2024

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

PACIFIC PREMIER BANCORP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION
(Unaudited)

(Dollars in thousands, except par value and share data)	(Dollars in thousands, except par value and share data)	**March 31, 2024**	**December 31, 2023**	(Dollars in thousands, except par value and share data)	**June 30, 2024**	**December 31, 2023**
ASSETS						
Cash and due from banks						
Cash and due from banks						
Cash and due from banks						
Interest-bearing deposits with financial institutions						
Cash and cash equivalents						
Interest-bearing time deposits with financial institutions						
Investments securities held-to-maturity, at amortized cost, net of allowance for credit losses of $115 and $126 (fair value of $1,447,697 and $1,485,506) at March 31, 2024 and December 31, 2023, respectively						
Investments securities held-to-maturity, at amortized cost, net of allowance for credit losses of $129 and $126 (fair value of $1,427,324 and $1,485,506) at June 30, 2024 and December 31, 2023, respectively						
Investment securities available-for-sale, at fair value						
FHLB, FRB, and other stock						
Loans held for investment						
Loans held for investment						
Loans held for sale, at lower of cost or fair value						
Loans held for investment						
Allowance for credit losses						
Loans held for investment, net						
Accrued interest receivable						

Other real estate owned
Premises and equipment, net
Deferred income taxes, net
Bank owned life insurance
Intangible assets
Goodwill
Other assets
Total assets
LIABILITIES
LIABILITIES
LIABILITIES
Deposit accounts:
Deposit accounts:
Deposit accounts:
Noninterest-bearing checking
Noninterest-bearing checking
Noninterest-bearing checking
Interest-bearing:
Checking
Checking
Checking
Money market/savings
Retail certificates of deposit
Wholesale/brokered certificates of deposit
Total interest-bearing
Total deposits
FHLB advances and other borrowings
Subordinated debentures
Accrued expenses and other liabilities
Accrued expenses and other liabilities
Accrued expenses and other liabilities
Total liabilities
STOCKHOLDERS' EQUITY
Preferred stock, $0.01 par value; 1,000,000 authorized; no shares issued and outstanding
Preferred stock, $0.01 par value; 1,000,000 authorized; no shares issued and outstanding
Preferred stock, $0.01 par value; 1,000,000 authorized; no shares issued and outstanding
Common stock, $0.01 par value; 150,000,000 shares authorized at March 31, 2024 and December 31, 2023; 96,459,966 shares and 95,860,092 shares issued and outstanding, respectively
Common stock, $0.01 par value; 150,000,000 shares authorized at June 30, 2024 and December 31, 2023; 96,434,047 shares and 95,860,092 shares issued and outstanding, respectively
Additional paid-in capital
Retained earnings
Accumulated other comprehensive loss
Total stockholders' equity
Total liabilities and stockholders' equity

Accompanying notes are an integral part of these consolidated financial statements.

PACIFIC PREMIER BANCORP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)

		Three Months Ended		Six Months Ended	
(Dollars in thousands, except share data)	(Dollars in thousands, except share data)	**June 30, 2024**	**June 30, 2023**	**June 30, 2024**	**June 30, 2023**

(Dollars in thousands, except share data)	
(Dollars in thousands, except share data)	
INTEREST INCOME	
INTEREST INCOME	
INTEREST INCOME	
Loans	
Loans	
Loans	
Investment securities and other interest-earning assets	
Investment securities and other interest-earning assets	
Investment securities and other interest-earning assets	
Total interest income	
Total interest income	
Total interest income	
INTEREST EXPENSE	**INTEREST EXPENSE**
INTEREST EXPENSE	
INTEREST EXPENSE	
Deposits	
Deposits	
Deposits	
FHLB advances and other borrowings	
FHLB advances and other borrowings	
FHLB advances and other borrowings	
Subordinated debentures	
Subordinated debentures	
Subordinated debentures	
Total interest expense	
Total interest expense	
Total interest expense	
Net interest income before provision for credit losses	
Net interest income before provision for credit losses	
Net interest income before provision for credit losses	
Provision for credit losses	
Provision for credit losses	
Provision for credit losses	
Net interest income after provision for credit losses	
Net interest income after provision for credit losses	
Net interest income after provision for credit losses	
NONINTEREST INCOME	**NONINTEREST INCOME**
NONINTEREST INCOME	
NONINTEREST INCOME	
Loan servicing income	
Loan servicing income	
Loan servicing income	
Service charges on deposit accounts	
Service charges on deposit accounts	
Service charges on deposit accounts	
Other service fee income	
Other service fee income	
Other service fee income	
Debit card interchange fee income	
Debit card interchange fee income	

Debit card interchange fee income	
Earnings on bank owned life insurance	
Earnings on bank owned life insurance	
Earnings on bank owned life insurance	
Net gain from sales of loans	
Net gain from sales of loans	
Net gain from sales of loans	
Net gain from sales of investment securities	
Net gain from sales of investment securities	
Net gain from sales of investment securities	
Trust custodial account fees	
Trust custodial account fees	
Trust custodial account fees	
Escrow and exchange fees	
Escrow and exchange fees	
Escrow and exchange fees	
Other income	
Other income	
Other income	
Total noninterest income	
Total noninterest income	
Other (loss) income	
Total noninterest income	
NONINTEREST EXPENSE	**NONINTEREST EXPENSE**
NONINTEREST EXPENSE	
NONINTEREST EXPENSE	
Compensation and benefits	
Compensation and benefits	
Compensation and benefits	
Premises and occupancy	
Premises and occupancy	
Premises and occupancy	
Data processing	
Data processing	
Data processing	
Other real estate owned operations, net	
Other real estate owned operations, net	
Other real estate owned operations, net	
FDIC insurance premiums	
FDIC insurance premiums	
FDIC insurance premiums	
Legal and professional services	
Legal and professional services	
Legal and professional services	
Marketing expense	
Marketing expense	
Marketing expense	
Office expense	
Office expense	
Office expense	
Loan expense	
Loan expense	

Loan expense	
Deposit expense	
Deposit expense	
Deposit expense	
Amortization of intangible assets	
Amortization of intangible assets	
Amortization of intangible assets	
Other expense	
Other expense	
Other expense	
Total noninterest expense	
Total noninterest expense	
Total noninterest expense	
Net income before income taxes	
Net income before income taxes	
Net income before income taxes	
Income tax expense	
Income tax expense	
Income tax expense	
Net income	
Net income	
Net income	
EARNINGS PER SHARE	
EARNINGS PER SHARE	
EARNINGS PER SHARE	**EARNINGS PER SHARE**
Basic	
Basic	
Diluted	
WEIGHTED AVERAGE SHARES OUTSTANDING	
Basic	
Diluted	
Diluted	
Diluted	
WEIGHTED AVERAGE SHARES OUTSTANDING	
WEIGHTED AVERAGE SHARES OUTSTANDING	
WEIGHTED AVERAGE SHARES OUTSTANDING	
Basic	
Basic	
Basic	
Diluted	
Diluted	
Diluted	

Accompanying notes are an integral part of these consolidated financial statements.

PACIFIC PREMIER BANCORP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)

	Three Months Ended	Six Months Ended		
	June 30,	June 30,	June 30,	June 30,

(Dollars in thousands)	(Dollars in thousands)	2024	2023	2024	2023
(Dollars in thousands)					
(Dollars in thousands)					
Net income					
Net income					
Net income					
Other comprehensive income, net of tax:					
Other comprehensive income, net of tax:					
Other comprehensive income, net of tax:					
Unrealized gain on securities available-for-sale, net of income taxes (1)					
Unrealized gain on securities available-for-sale, net of income taxes (1)					
Unrealized gain on securities available-for-sale, net of income taxes (1)					
Reclassification adjustment for net gain on sales of securities included in net income, net of income taxes (2)					
Reclassification adjustment for net gain on sales of securities included in net income, net of income taxes (2)					
Other comprehensive income (loss), net of tax:					
Unrealized gain (loss) on securities available-for-sale, net of income taxes (1)					
Unrealized gain (loss) on securities available-for-sale, net of income taxes (1)					
Unrealized gain (loss) on securities available-for-sale, net of income taxes (1)					
Reclassification adjustment for net gain on sales of securities included in net income, net of income taxes (2)					
Net unrealized loss on securities transferred from available-for-sale to held-to-maturity, net of income taxes (3)					
Net unrealized loss on securities transferred from available-for-sale to held-to-maturity, net of income taxes (3)					
Net unrealized loss on securities transferred from available-for-sale to held-to-maturity, net of income taxes (3)					
Amortization of unrealized loss on securities transferred from available-for-sale to held-to-maturity, net of income taxes (4)					
Amortization of unrealized loss on securities transferred from available-for-sale to held-to-maturity, net of income taxes (4)					
Amortization of unrealized loss on securities transferred from available-for-sale to held-to-maturity, net of income taxes (4)					
Other comprehensive income, net of tax					
Other comprehensive income, net of tax					
Other comprehensive income, net of tax					
Other comprehensive income (loss), net of tax					
Comprehensive income, net of tax					
Comprehensive income, net of tax					
Comprehensive income, net of tax					

(1) Income tax expense (benefit) of the unrealized gain (loss) on securities was $547,000 $1.2 million and $14.4 million $(6.2) million for the three months ended March 31, 2024 June 30, 2024 and 2023, respectively, and $1.7 million and $8.3 million for the six months ended June 30, 2024 and 2023, respectively.

(2) Income tax expense on the reclassification adjustment for net gain on sales of securities included in net income was zero and $39,000 zero for the three months ended March 31, 2024 June 30, 2024 and 2023, respectively, and zero and $39,000 for the six months ended June 30, 2024 and 2023, respectively.

(3) Income tax (benefit) expense on the unrealized loss on securities transferred from available-for-sale to held-to-maturity was zero for each of the three months ended June 30, 2024 and 2023, respectively, and zero and $(14.3) million for the three six months ended March 31, 2024 June 30, 2024 and 2023, respectively.

(4) Income tax expense on the amortization of unrealized loss on securities transferred from available-for-sale to held-to-maturity included in net income was $1.0 million and $915,000 $1.1 million for the three months ended March 31, 2024 June 30, 2024 and 2023, respectively, and $2.0 million and $2.0 million for the six months ended June 30, 2024 and 2023, respectively.

Accompanying notes are an integral part of these consolidated financial statements.

PACIFIC PREMIER BANCORP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
FOR THE SIX MONTHS AND THREE MONTHS ENDED MARCH 31, JUNE 30, 2024
(Unaudited)

(Dollars in thousands, except share data)	Common Stock Shares	Common Stock	Additional Paid-in Capital	Accumulated Retained Earnings	Accumulated Other Comprehensive Loss	Total Stockholders' Equity

	Common Stock Shares		Common Stock		Additional Paid-in Capital		Accumulated Retained Earnings		Accumulated Other Comprehensive Loss		Total Stockholders' Equity
Balance at December 31, 2023	95,860,092	$	938	$	2,377,131	$	604,137	$	(99,625)	$	2,882,581
Net income	—		—		—		88,930		—		88,930
Other comprehensive income	—		—		—		—		9,492		9,492
Cash dividends declared ($0.66 per common share)	—		—		—		(63,458)		—		(63,458)
Dividend equivalents declared ($0.66 per restricted stock unit)	—		—		268		(268)		—		—
Share-based compensation expense	—		—		10,884		—		—		10,884
Issuance of restricted stock, net	806,001		3		(3)		—		—		—
Restricted stock surrendered and canceled	(243,472)		—		(4,852)		—		—		(4,852)
Exercise of stock options	11,426		—		187		—		—		187
Balance at June 30, 2024	96,434,047	$	941	$	2,383,615	$	629,341	$	(90,133)	$	2,923,764
Balance at March 31, 2024	96,459,966	$	941	$	2,378,171	$	619,405	$	(95,716)	$	2,902,801
Net income	—		—		—		41,905		—		41,905
Other comprehensive income	—		—		—		—		5,583		5,583
Cash dividends declared ($0.33 per common share)	—		—		—		(31,823)		—		(31,823)
Dividend equivalents declared ($0.33 per restricted stock unit)	—		—		146		(146)		—		—
Share-based compensation expense	—		—		5,434		—		—		5,434
Issuance of restricted stock, net	19,500		—		—		—		—		—
Restricted stock surrendered and canceled	(46,585)		—		(161)		—		—		(161)
Exercise of stock options	1,166		—		25		—		—		25
Balance at June 30, 2024	96,434,047	$	941	$	2,383,615	$	629,341	$	(90,133)	$	2,923,764

Accompanying notes are an integral part of these consolidated financial statements.

PACIFIC PREMIER BANCORP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
FOR THE SIX MONTHS AND THREE MONTHS ENDED JUNE 30, 2023
(Unaudited)

(Dollars in thousands, except share data)	Common Stock Shares		Common Stock		Additional Paid-in Capital		Accumulated Retained Earnings		Accumulated Other Comprehensive Loss		Total Stockholders' Equity
Balance at December 31, 2023	95,860,092	$	938	$	2,377,131	$	604,137	$	(99,625)	$	2,882,581
Net income	—		—		—		47,025		—		47,025
Other comprehensive income	—		—		—		—		3,909		3,909
Cash dividends declared ($0.33 per common share)	—		—		—		(31,635)		—		(31,635)
Dividend equivalents declared ($0.33 per restricted stock unit)	—		—		122		(122)		—		—
Share-based compensation expense	—		—		5,450		—		—		5,450
Issuance of restricted stock, net	786,501		3		(3)		—		—		—
Restricted stock surrendered and canceled	(196,887)		—		(4,691)		—		—		(4,691)
Exercise of stock options	10,260		—		162		—		—		162
Balance at March 31, 2024	96,459,966	$	941	$	2,378,171	$	619,405	$	(95,716)	$	2,902,801

Balance at December 31, 2022

Balance at December 31, 2022

(Dollars in thousands, except share data)	Common Stock Shares	Common Stock	Additional Paid-in Capital	Accumulated Retained Earnings	Accumulated Other Comprehensive Loss	Total Stockholders' Equity
Balance at December 31, 2022						
Net income						
Other comprehensive income						
Other comprehensive loss						
Cash dividends declared ($0.33 per common share)						

Cash dividends declared ($0.33 per common share)
Cash dividends declared ($0.33 per common share)
Dividend equivalents declared ($0.33 per restricted stock unit)
Cash dividends declared ($0.66 per common share)
Cash dividends declared ($0.66 per common share)
Cash dividends declared ($0.66 per common share)
Dividend equivalents declared ($0.66 per restricted stock unit)
Share-based compensation expense
Issuance of restricted stock, net
Restricted stock surrendered and canceled
Exercise of stock options
Balance at March 31, 2023
Balance at June 30, 2023

Balance at March 31, 2023	95,714,777	$	937	$	2,361,830	$	731,123	$	(262,729)	$	2,831,161
Net income	—		—		—		57,636		—		57,636
Other comprehensive loss	—		—		—		—		(12,738)		(12,738)
Cash dividends declared ($0.33 per common share)	—		—		—		(31,612)		—		(31,612)
Dividend equivalents declared ($0.33 per restricted stock unit)	—		—		122		(122)		—		—
Share-based compensation expense	—		—		4,543		—		—		4,543
Issuance of restricted stock, net	239,349		—		—		—		—		—
Restricted stock surrendered and canceled	(62,911)		—		(91)		—		—		(91)
Exercise of stock options	15,002		—		235		—		—		235
Balance at June 30, 2023	95,906,217	$	937	$	2,366,639	$	757,025	$	(275,467)	$	2,849,134

Accompanying notes are an integral part of these consolidated financial statements.

PACIFIC PREMIER BANCORP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

		Three Months Ended				**Six Months Ended**	
		March 31,		**March 31,**		**June 30,**	**June 30,**
(Dollars in thousands)	(Dollars in thousands)	**2024**		**2023**	(Dollars in thousands)	**2024**	**2023**
Cash flows from operating activities:	**Cash flows from operating activities:**			**Cash flows from operating activities:**			
Net income							
Adjustments to reconcile net income to net cash provided by operating activities:	Adjustments to reconcile net income to net cash provided by operating activities:			Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization expense							
Provision for credit losses							
Share-based compensation expense							
Loss on sales and disposals of premises and equipment							
Net (accretion) amortization of discounts/premium on securities							
Net (accretion) amortization of discounts/premium on securities							

Loss (gain) on sale or write down of other real estate owned		
Net (accretion) amortization of discounts/premium on securities		
Net (accretion) of discounts/premiums for acquired loans and deferred loan fees/costs		
(Gain) on sale of investment securities available-for-sale		
(Gain) on debt extinguishment		
(Gain) on sales of loans		
Deferred income tax expense		
Income from bank owned life insurance, net		
Amortization of intangible assets		
Origination of loans held for sale, net of principal payments received		
Proceeds from the sales of loans held for sale		
Net change in accrued expenses and other liabilities, net		
Net change in accrued interest receivable and other assets, net		
Net change in accrued expenses and other liabilities		
Net change in accrued interest receivable and other assets		
Net cash provided by operating activities		
Cash flows from investing activities:	**Cash flows from investing activities:**	**Cash flows from investing activities:**
Proceeds from sales of other real estate owned		
Proceeds from sales of other real estate owned		
Net (increase) decrease in interest-bearing time deposits with financial institutions		
Proceeds from sales of other real estate owned		
Loan (originations) and payments, net		
Proceeds from sales of loans classified as loans held for investment		
Purchase of securities held-to-maturity		
Purchase of securities held-to-maturity		
Purchase of securities held-to-maturity		
Proceeds from prepayments and maturities of securities held-to-maturity		
Purchase of securities available-for-sale		
Proceeds from prepayments and maturities of securities available-for-sale		
Proceeds from sales of securities available-for-sale		
Proceeds from the sales of premises and equipment		
Proceeds from surrender of bank owned life insurance		
Purchase of premises and equipment		
Net change in FHLB, FRB, and other stock		
Funding of Community Reinvestment Act (“CRA”) investments, net		
Net cash provided by investing activities		

Cash flows from financing activities:	**Cash flows from financing activities:**	**Cash flows from financing activities:**
Net change in deposit accounts		
Net change in short-term borrowings		
Repayments of long-term borrowings		
Repayments of long-term borrowings		
Repayments of long-term borrowings		
Cash dividends paid		
Cash dividends paid		
Cash dividends paid		
Proceeds from exercise of stock options		
Proceeds from exercise of stock options		
Proceeds from exercise of stock options		
Restricted stock surrendered and canceled		
Net cash used in financing activities		
Net increase in cash and cash equivalents		
Net (decrease) increase in cash and cash equivalents		
Cash and cash equivalents, beginning of period		
Cash and cash equivalents, end of period		
Supplemental cash flow disclosures:		
Supplemental cash flow disclosures:		
Supplemental cash flow disclosures:		
Interest paid		
Income taxes (refunded) paid, net		
Noncash investing activities during the period:		
Transfers from loans held for investment to loans held for sale		
Transfers from loans held for investment to loans held for sale		
Transfers from loans held for investment to loans held for sale		
Loans held for sale transfer to loans held for investment		
Other real estate owned transferred from loans held for investment		
Transfers of investment securities from available-for-sale to held-to-maturity		
Transfers of CRA investment securities from FHLB, FRB, and other stock to other assets		
Recognition of operating lease right-of-use assets		
Recognition of operating lease liabilities		
Receivable on unsettled security maturity		
Due on unsettled security purchases		

Accompanying notes are an integral part of these consolidated financial statements.

PACIFIC PREMIER BANCORP, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
March 31, June 30, 2024
(Unaudited)

Note 1 – Basis of Presentation

The consolidated financial statements include the accounts of Pacific Premier Bancorp, Inc. (the “Corporation”) and its wholly owned subsidiaries, including Pacific Premier Bank (the “Bank”) (collectively, the “Company,” “we,” “our,” or “us”). All significant intercompany accounts and transactions have been eliminated in consolidation.

In the opinion of management, the unaudited consolidated financial statements reflect all normal recurring adjustments and accruals that are necessary for a fair presentation of the statement of financial position and the results of operations for the interim periods presented. The results of operations for the three six months ended March 31, 2024 June 30, 2024 are not necessarily indicative of the results that may be expected for any other interim period or the full year ending December 31, 2024.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). The unaudited consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2023 (the "2023 Form 10-K").

The Company consolidates voting entities in which the Company has control through voting interests or entities through which the Company has a controlling financial interest in a variable interest entity ("VIE"). The Company evaluates its interests in these entities to determine whether they meet the definition of a VIE and whether the Company is required to consolidate these entities. A VIE is consolidated by its primary beneficiary, which is the party that has both (i) the power to direct the activities that most significantly impact the economic performance of the VIE and (ii) a variable interest that could potentially be significant to the VIE. To determine whether or not a variable interest the Company holds could potentially be significant to the VIE, the Company considers both qualitative and quantitative factors regarding the nature, size, and form of the Company's involvement with the VIE. See *Note 13 – Variable Interest Entities* for additional information.

Note 2 – Recently Issued Accounting Pronouncements

Accounting Standards Adopted in 2024

In March 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU" or "Update") 2023-02, *Investments - Equity Method and Joint Ventures (Topic 323), Accounting for Investments in Tax Credit Structures Using the Proportional Amortization Method, a consensus of the Emerging Issues Task Force*. The amendments in this Update allow the option for an entity to apply the proportional amortization method of accounting to other equity investments that are made for the primary purpose of receiving income tax credits or other income tax benefits, if certain conditions are met. Prior to this Update, the application of the proportional amortization method of accounting was limited to investments in low income housing tax credit structures. The proportional amortization method of accounting results in the amortization of applicable investments, as well as the related income tax credits or other income tax benefits received, being presented on a single line in the statements of income, that is income tax expense. Under this Update, an entity has the option to apply the proportional amortization method of accounting to applicable investments on a tax-credit-program-by-tax-credit-program basis. In addition, the amendments in this Update require that all tax equity investments accounted for using the proportional amortization method use the delayed equity contribution guidance in paragraph 323-740-25-3, requiring a liability be recognized for delayed equity contributions that are unconditional and legally binding or for equity contributions that are contingent upon a future event when that contingent event becomes probable. Under this Update, low income housing tax credit investments for which the proportional amortization method is not applied can no longer be accounted for using the delayed equity contribution guidance. Further, this Update specifies that tax equity investments accounted for using the equity method must apply the impairment guidance in Subtopic 323-10 - Investments - Equity Method and Joint Ventures - Overall. This Update also clarifies that for low income housing tax credit investments not accounted for under the proportional amortization method or the equity method, an entity shall account for them under Topic 321 - Investments - Equity Securities. The amendments in this Update also require additional disclosures in interim and annual periods concerning investments for which the proportional amortization method is applied, including (i) the nature of tax equity investments, and (ii) the effect of tax equity investments and related income tax credits and other income tax benefits on the financial position and results of operations. The provisions of this Update became effective for the Company for interim and annual periods beginning January 1, 2024. Refer to *Note 14 – Tax Equity Investments* for additional information. The adoption of this Update did not have a material impact on the Company's consolidated financial statements.

Recent Accounting Guidance Not Yet Effective

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740) - Improvements to Income Tax Disclosures*. The FASB issued this Update to enhance the transparency and decision usefulness of income tax disclosures. The amendments in this Update address investor requests for more transparency about income tax information through improvements to income tax disclosures primarily related to the rate reconciliation and income taxes paid information. paid. The amendments in this Update are effective for annual periods beginning after December 15, 2024. Early adoption is permitted. The Company is currently evaluating the impact of this Update on its consolidated financial statements.

In November 2023, the FASB issued ASU 2023-07, *Segment Reporting (Topic 280) - Improvements to Reportable Segments*. The amendments in this Update improve financial reporting by requiring disclosure of incremental segment information on an annual and interim basis. Amendments in this Update include: a requirement that a public entity provide all annual disclosures about a reportable segment's profit or loss in its interim period disclosures, disclosure of significant segment expenses that are regularly provided to the chief operating decision maker ("CODM"), disclosure of amounts for other segment items by reportable segment and a description of its composition, clarification that if the CODM uses more than one measure of a segment's profit or loss in assessing segment performance and deciding how to allocate resources, a public entity may report one or more of those additional measures of segment profit or loss, requires that a public entity disclose the title and position of the CODM, and an explanation of how the CODM uses the reported measure(s) of segment profit or loss, and requires that a public entity that has a single reportable segment provide all the disclosures required by this Update as well as all existing disclosures required in Topic 280. The amendments in this Update are effective for the Company beginning with its 2024 annual financial statement disclosures for the year ended December 31, 2024, and for all interim and annual periods thereafter. Early adoption is permitted. The Company is currently evaluating the impact of this Update.

Note 3 – Significant Accounting Policies

Our accounting policies are described in *Note 1 - Description of Business and Summary of Significant Accounting Policies*, of our audited consolidated financial statements included in our 2023 Form 10-K. As of March 31, 2024 June 30, 2024, there were no significant changes to accounting policies from those disclosed in our audited consolidated financial statements included in our 2023 Form 10-K are presented below. 10-K.

Use of Estimates. The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods presented. Actual results could differ from those estimates.

Note 4 – Investment Securities

The amortized cost and estimated fair value of available-for-sale ("AFS") investment securities were as follows:

(Dollars in thousands)

(Dollars in thousands)

(Dollars in thousands)	Amortized Cost	Gross Unrealized Gain	Gross Unrealized Loss	Estimated Fair Value	Amortized Cost	Gross Unrealized Gain	Gross Unrealized Loss	Estimated Fair Value
AFS investment securities:								
March 31, 2024								
March 31, 2024								
March 31, 2024								
June 30, 2024								
June 30, 2024								
June 30, 2024								
U.S. Treasury								
Agency								
Corporate								
Collateralized mortgage obligations								
Collateralized mortgage obligations								
Collateralized mortgage obligations								
Total AFS investment securities								
Total AFS investment securities								
Total AFS investment securities								
December 31, 2023								
U.S. Treasury					$ 538,899	$ 381	$ (24)	$ 539,256
Agency					1,941	—	(73)	1,868
Corporate					481,499	52	(35,208)	446,343
Collateralized mortgage obligations					153,701	—	(1,097)	152,604
Total AFS investment securities					$ 1,176,040	$ 433	$ (36,402)	$ 1,140,071

The carrying amount and estimated fair value of held-to-maturity ("HTM") investment securities were as follows:

(Dollars in thousands)

(Dollars in thousands)

(Dollars in thousands)	Amortized Cost	Allowance for Credit Losses	Net Carrying Amount	Gross Unrecognized Gain	Gross Unrecognized Loss	Estimated Fair Value	Amortized Cost	Allowance for Credit Losses	Net Carrying Amount	Gross Unrecognized Gain	Gross Unrecognized Loss	Estimated Fair Value
HTM investment securities:												
March 31, 2024												
March 31, 2024												

March 31, 2024

June 30, 2024

June 30, 2024

June 30, 2024

Municipal bonds

Municipal bonds

Municipal bonds

Collateralized mortgage obligations

Mortgage-backed securities

Other

Total HTM investment securities

December 31, 2023						
Municipal bonds	$ 1,146,244	$ (126)	$ 1,146,118	$ 819	$ (206,361)	$ 940,576
Collateralized mortgage obligations	334,997	—	334,997	1,565	(9,570)	326,992
Mortgage-backed securities	232,157	—	232,157	310	(30,798)	201,669
Other	16,269	—	16,269	—	—	16,269
Total HTM investment securities	$ 1,729,667	$ (126)	$ 1,729,541	$ 2,694	$ (246,729)	$ 1,485,506

The Company reassesses classification of certain investments as part of the ongoing review of the investment securities portfolio. During the first quarter half of 2024, there was were no transfer transfers of AFS securities to HTM securities.

During the first quarter half of 2023, the Company transferred $410.7 million of AFS collateralized mortgage obligations to HTM securities. The Company intends and has the ability to hold the securities transferred to maturity. The transfer of these securities was accounted for at fair value on the transfer date. The collateralized mortgage obligations had a net carrying amount of $360.3 million with a pre-tax unrealized loss of $50.4 million, which are accreted into interest income as yield adjustments through earnings over the remaining term of the securities. The amortization of the related net after-tax unrealized losses reported in accumulated other comprehensive loss offsets the effect on interest income for the accretion of the unrealized losses associated with the transferred securities. No gains or losses were recorded at the time of transfer.

Investment securities with carrying values of $2.36 billion $2.57 billion and $2.80 billion as of March 31, 2024 June 30, 2024 and December 31, 2023, respectively, were pledged to other borrowings, secure public deposits, and for other purposes as required or permitted by law. Investment securities with carrying values of $2.17 billion $2.38 billion and $1.41 billion as of March 31, 2024 June 30, 2024 and December 31, 2023, respectively, were pledged to the Federal Reserve's discount window to increase the Company's access to funding and provide liquidity.

Unrealized Gains and Losses

Unrealized gains and losses on AFS investment securities, net of tax, are recognized in stockholders' equity as accumulated other comprehensive income or loss. At March 31, 2024 June 30, 2024, the Company had a net unrealized loss on AFS investment securities of $34.0 million $29.9 million, or $24.4 million $21.4 million net of tax in accumulated other comprehensive loss, compared to a net unrealized loss of $36.0 million, or $25.8 million net of tax in accumulated other comprehensive loss, at December 31, 2023.

For investment securities transferred from AFS to HTM, the net after-tax unrealized gains and losses at the date of transfer continue to be reported in stockholders' equity as accumulated other comprehensive loss and are amortized over the remaining lives of the securities with an offsetting entry to interest income as an adjustment of yield in a manner consistent with the amortization of a premium or discount, with an offsetting entry to interest income for the accretion of the unrealized loss associated with the transferred securities. At March 31, 2024 June 30, 2024, the unrealized loss on investment securities transferred from AFS to HTM was $99.4 million $95.8 million, or $71.3 million $68.7 million net of tax. At December 31, 2023, the unrealized loss on investment securities transferred from AFS to HTM was $102.9 million, or $73.9 million net of tax.

The table below summarizes the number, fair value, and gross unrealized holding losses of the Company's AFS investment securities in an unrealized loss position for which an allowance for credit losses (the "ACL") has not been recorded as of the dates indicated, aggregated by investment category and length of time in a continuous loss position.

March 31, 2024	June 30, 2024

		Less than 12 Months			12 Months or Longer			Total				Less than 12 Months		12 Months or Longer		Total				
(Dollars in thousands)	(Dollars in thousands)	Number	Fair Value	Gross Unrealized Losses	Number	Fair Value	Gross Unrealized Losses	Number	Fair Value	Gross Unrealized Losses	(Dollars in thousands)	Number	Fair Value	Gross Unrealized Losses	Number	Fair Value	Gross Unrealized Losses	Number	Fair Value	Gross Unrealized Losses
AFS investment securities:																				
U.S. Treasury																				
U.S. Treasury																				
U.S. Treasury																				
Agency																				
Corporate																				
Collateralized mortgage obligations																				
Collateralized mortgage obligations																				
Collateralized mortgage obligations																				
Total AFS investment securities																				
Total AFS investment securities																				
Total AFS investment securities																				

	December 31, 2023								
	Less than 12 Months			12 Months or Longer			Total		
(Dollars in thousands)	Number	Fair Value	Gross Unrealized Losses	Number	Fair Value	Gross Unrealized Losses	Number	Fair Value	Gross Unrealized Losses
AFS investment securities:									
U.S. Treasury	4	$ 98,622	$ (24)	—	$ —	$ —	4	$ 98,622	$ (24)
Agency	—	—	—	4	1,868	(73)	4	1,868	(73)
Corporate	1	4,989	(3)	47	431,353	(35,205)	48	436,342	(35,208)
Collateralized mortgage obligations	—	—	—	28	152,604	(1,097)	28	152,604	(1,097)
Total AFS investment securities	5	$ 103,611	$ (27)	79	$ 585,825	$ (36,375)	84	$ 689,436	$ (36,402)

Allowance for Credit Losses on Investment Securities

The Company reviews individual securities classified as AFS to determine whether unrealized losses are deemed credit related or due to other factors such as changes in interest rates and general market conditions. An ACL on AFS investment securities is recorded when unrealized losses have been deemed, through the Company's qualitative assessment, to be credit related. Non-credit related unrealized losses on AFS investment securities, which may be attributed to changes in interest rates and other market-related factors, are not recorded through an ACL. Such declines are recorded as an adjustment to accumulated other comprehensive loss, net of tax. In the event the Company is required to sell or has the intent to sell an AFS security that has experienced a decline in fair value below its amortized cost, the Company writes the amortized cost of the security down to fair value in the current period.

The ACL for HTM investment securities is estimated on a collective basis, based on shared risk characteristics, and is determined at the individual security level when the Company deems a security to no longer possess shared risk characteristics. Credit losses on HTM investment securities are representative of the amount needed to reduce the amortized cost basis to reflect the net amount expected to be collected.

The Company determines credit losses on both AFS and HTM investment securities through the use of a discounted cash flow approach using the security's effective interest rate. The ACL is measured as the amount by which an investment security's amortized cost exceeds the net present value of expected future cash flows. However, the amount of credit losses for AFS investment securities is limited to the amount of a security's unrealized loss. The ACL is established through a charge to provision for credit losses in current period earnings.

For additional information concerning allowance for credit lossesthe ACL on investment securities, refer to *Note 1 - Description of Business and Summary of Significant Accounting Policies*, of our audited consolidated financial statements included in our 2023 Form 10-K.

At March 31, 2024June 30, 2024 and December 31, 2023, the Company had an ACL of $115,000$129,000 and $126,000, respectively, for HTM investment securities classified as municipal bonds. The following table presents a rollforward by major security type of the ACL on the Company's HTM debt securities as of and for the periods indicated:

		Three Months Ended March 31, 2024 Three Months Ended March 31, 2024 Three Months Ended March 31, 2024						
		Three Months Ended June 30, 2024 Three Months Ended June 30, 2024 Three Months Ended June 30, 2024						
(Dollars in thousands)	(Dollars in thousands)	Balance, December 31, 2023	Provision (Recapture) for Credit Losses	Balance, March 31, 2024	(Dollars in thousands)	Balance, March 31, 2024	Provision (Recapture) for Credit Losses	Balance, June 30, 2024
HTM investment securities:								
HTM investment securities:								
HTM investment securities:								
Municipal bonds								
Municipal bonds								
Municipal bonds								

		Three Months Ended March 31, 2023 Three Months Ended March 31, 2023 Three Months Ended March 31, 2023						
		Three Months Ended June 30, 2023 Three Months Ended June 30, 2023 Three Months Ended June 30, 2023						
(Dollars in thousands)	(Dollars in thousands)	Balance, December 31, 2022	Provision for Credit Losses	Balance, March 31, 2023	(Dollars in thousands)	Balance, March 31, 2023	Provision (Recapture) for Credit Losses	Balance, June 30, 2023
HTM investment securities:								
HTM investment securities:								
HTM investment securities:								
Municipal bonds								
Municipal bonds								
Municipal bonds								

	Six Months Ended June 30, 2024		
(Dollars in thousands)	Balance, December 31, 2023	Provision (Recapture) for Credit Losses	Balance, June 30, 2024
HTM investment securities:			
Municipal bonds	$ 126	$ 3	$ 129

	Six Months Ended June 30, 2023		

(Dollars in thousands)	Balance, December 31, 2022	Provision (Recapture) for Credit Losses	Balance, June 30, 2023
HTM investment securities:			
Municipal bonds	$ 43	$ 70	$ 113

The Company had no ACL for AFS investment securities at March 31, 2024 June 30, 2024 and December 31, 2023. The Company performed a qualitative assessment of these investments as of March 31, 2024 June 30, 2024 and determined that unrealized losses during the first second quarter of 2024 were the result of general market conditions, including changes in interest rates, and does not believe the declines in fair value were credit related. As of March 31, 2024 June 30, 2024, the Company had not recorded credit losses on AFS securities that were in an unrealized loss position due to the high credit quality of the investments, with investment grade ratings, and many of them issued by U.S. government agencies. As of March 31, 2024 June 30, 2024, 62% 69% of our AFS securities were U.S. Treasury, U.S. government agency, and U.S. government-sponsored enterprise securities. Additionally, the Company continues to receive contractual principal and interest payments in a timely manner. It is more likely than not that the Company will not be required to sell the securities prior to their anticipated recoveries, and at this time the Company does not intend to sell these securities. There was no provision for credit losses recognized for AFS investment securities during the three six months ended March 31, 2024 June 30, 2024 and 2023.

At March 31, 2024 June 30, 2024 and December 31, 2023, there were no AFS or HTM securities in on nonaccrual status. All securities in the portfolio were current with their contractual principal and interest payments. At March 31, 2024 June 30, 2024 and December 31, 2023, there were no securities purchased with deterioration in credit quality since their origination. At March 31, 2024 and December 31, 2023, there were no collateral dependent AFS or HTM securities.

Realized Gains and Losses

The following table presents the amortized cost of securities sold with related gross realized gains, gross realized losses, and net realized gains for the periods indicated:

		Three Months Ended Three Months Ended Three Months Ended		Six Months Ended	
		March 31, March 31, March 31,			
		June 30,	June 30,	June 30,	June 30,
(Dollars in thousands)	(Dollars in thousands)	2024	2023	2024	2023
(Dollars in thousands)					
(Dollars in thousands)					
Amortized cost of AFS investment securities sold					
Amortized cost of AFS investment securities sold					
Amortized cost of AFS investment securities sold					
Gross realized gains					
Gross realized gains					
Gross realized gains					
Gross realized (losses)					
Gross realized (losses)					
Gross realized (losses)					
Net realized gains on sales of AFS investment securities					
Net realized gains on sales of AFS investment securities					
Net realized gains on sales of AFS investment securities					

Contractual Maturities

The amortized cost and estimated fair value of investment securities at March 31, 2024 June 30, 2024, by contractual maturity, are shown in the table below.

Due in One Year or Less	Due in One Year or Less	Due after One Year through Five Years	Due after Five Years through Ten Years	Due after Ten Years	Total	Due in One Year or Less	Due after One Year through Five Years	Due after Five Years through Ten Years	Due after Ten Years	Total

(Dollars in thousands)	(Dollars in thousands)	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost		Fair Value	Amortized Cost	Fair Value	(Dollars in thousands)	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Ar
AFS investment securities:	**AFS investment securities:**								**AFS investment securities:**													
U.S. Treasury																						
Agency																						
Corporate																						
Collateralized mortgage obligations																						
Collateralized mortgage obligations																						
Collateralized mortgage obligations																						
Total AFS investment securities																						
Total AFS investment securities																						
Total AFS investment securities																						
HTM investment securities:																						
Municipal bonds																						
Municipal bonds																						
Municipal bonds																						
Collateralized mortgage obligations																						
Mortgage-backed securities																						
Other																						
Total HTM investment securities																						
Total investment securities																						

Note 5 – Loans Held for Investment

The Company’s loan portfolio is segmented according to loans that share similar attributes and risk characteristics.

Investor loans secured by real estate includes commercial real estate (“CRE”) non-owner-occupied, multifamily, construction, and land, as well as Small Business Administration (“SBA”) loans secured by investor real estate, which are loans collateralized by hotel/motel real property.

Business loans secured by real estate are loans to businesses that are collateralized by real estate where the operating cash flow of the business is the primary source of repayment. This loan portfolio includes CRE owner-occupied, franchise loans secured by real estate, and SBA loans secured by real estate, which are collateralized by real property other than hotel/motel real property.

Commercial loans are loans to businesses where the operating cash flow of the business is the primary source of repayment. This loan portfolio includes commercial and industrial (“C&I”), franchise loans non-real estate secured, and SBA loans non-real estate secured.

Retail loans include single family residential and consumer loans. Single family residential includes home equity lines of credit, as well as second trust deeds.

The following table presents the composition of the loan portfolio for the periods indicated:

			March 31,		December 31,		
			June 30,		December 31,		
(Dollars in thousands)	(Dollars in thousands)	2024		2023	(Dollars in thousands)	2024	2023
Investor loans secured by real estate							
CRE non-owner-occupied							
CRE non-owner-occupied							
CRE non-owner-occupied							
Multifamily							
Construction and land							
SBA secured by real estate							
Total investor loans secured by real estate							
Business loans secured by real estate							
CRE owner-occupied							
CRE owner-occupied							
CRE owner-occupied							
Franchise real estate secured							
SBA secured by real estate							
Total business loans secured by real estate							
Commercial loans							
Commercial and industrial							
Commercial and industrial							
Commercial and industrial							
Franchise non-real estate secured							
SBA non-real estate secured							
Total commercial loans							
Retail loans							
Single family residential							
Single family residential							
Single family residential							
Consumer							
Total retail loans							
Loans held for investment before basis adjustment (1)							
Basis adjustment associated with fair value hedge (2)							
Loans held for investment							
Allowance for credit losses for loans held for investment							
Loans held for investment, net							
Total unfunded loan commitments							
Total unfunded loan commitments							
Total unfunded loan commitments							
Loans held for sale, at lower of cost or fair value							

(1) Includes net deferred origination costs (fees) of $797,000 $1.4 million and $(74,000), and unaccreted fair value net purchase discounts of $41.2 million $38.6 million and $43.3 million as of March 31, 2024 June 30, 2024 and December 31, 2023, respectively.

(2) Represents the basis adjustment associated with the application of hedge accounting on certain loans. Refer to *Note 11 – Derivative Instruments* for additional information.

The Company generally originates SBA loans with the intent to sell the guaranteed portion of the loans prior to maturity and, therefore, designates them as held for sale. From time to time, the Company may purchase or sell other types of loans in order to manage concentrations, maximize interest income, change risk profiles, improve returns, and generate liquidity.

Loans Serviced for Others and Loan Securitization

The Company generally retains the servicing rights of the guaranteed portion of SBA loans sold, for which the Company initially records a servicing asset at fair value within its other assets category. Servicing assets are subsequently measured using the amortization method and amortized to noninterest income. At

March 31, 2024 June 30, 2024 and December 31, 2023, the servicing assets totaled $1.4 million $1.2 million and $1.6 million, respectively, and were included in other assets in the Company's consolidated statement of financial condition. Servicing assets are evaluated for impairment based upon the fair value of the servicing rights as compared to carrying amount. Impairment is recognized through a valuation allowance, to the extent the fair value is less than the carrying amount. At March 31, 2024 June 30, 2024 and December 31, 2023, the Company determined that no valuation allowance was necessary.

In connection with the acquisition of Opus Bank ("Opus"), the Company acquired Federal Home Loan Mortgage Corporation ("Freddie Mac") guaranteed structured pass-through certificates, which were issued as a result of Opus's securitization sale of $509 million in originated multifamily loans through a Freddie Mac-sponsored transaction in December 2016. The Company's continuing involvement includes sub-servicing responsibilities, general representations and warranties, and reimbursement obligations. Servicing responsibilities on loan sales generally include obligations to collect and remit payments of principal and interest, provide foreclosure services, manage payments of taxes and insurance premiums, and otherwise administer the underlying loans. In connection with the securitization transaction, Freddie Mac was designated as the master servicer and appointed the Company to perform sub-servicing responsibilities, which generally include the servicing responsibilities described above with the exception of the servicing of foreclosed or defaulted loans. The overall management, servicing, and resolution of defaulted loans and foreclosed loans are separately designated to the special servicer, a third-party institution that is independent of the master servicer and the Company. The master servicer has the right to terminate the Company in its role as sub-servicer and direct such responsibilities accordingly.

To the extent the ultimate resolution of defaulted loans results in contractual principal and interest payments that are deficient, the Company is obligated to reimburse Freddie Mac for such amounts, not to exceed 10% of the original principal amount of the loans comprising the securitization pool at the closing date of December 23, 2016. The liability recorded for Company's exposure to the reimbursement agreement with Freddie Mac was $345,000 as of March 31, 2024 June 30, 2024 and December 31, 2023.

Loans sold and serviced for others are not included in the accompanying consolidated statements of financial condition. The unpaid principal balance of loans and participations serviced for others was $359.8 million $340.1 million at March 31, 2024 June 30, 2024 and $373.8 million at December 31, 2023, respectively. Included in those totals are multifamily loans transferred through securitization with Freddie Mac of $47.6 million $44.2 million and $48.0 million at March 31, 2024 June 30, 2024 and December 31, 2023, respectively, and SBA participations serviced for others of $246.1 million $232.4 million and $258.1 million at March 31, 2024 June 30, 2024 and December 31, 2023, respectively.

Concentration of Credit Risk

As of March 31, 2024 June 30, 2024, the Company's loan portfolio was primarily collateralized by various forms of real estate and business assets located predominately in California. The Company's loan portfolio contains concentrations of credit in multifamily, CRE non-owner-occupied, CRE owner-occupied, and C&I business loans. The Bank maintains policies approved by the Bank's Board of Directors (the "Bank Board") that address these concentrations and diversifies its loan portfolio through loan originations, purchases, and sales to meet approved concentration levels.

Under applicable laws and regulations, the Bank may not make secured loans to one borrower in excess of 25% of the Bank's unimpaired capital plus surplus, and likewise in excess of 15% of the Bank's unimpaired capital plus surplus for unsecured loans. These loans-to-one borrower limitations result in a dollar limitation of $840.7 million $845.0 million for secured loans and $504.4 million $507.0 million for unsecured loans at March 31, 2024 June 30, 2024. In order to manage concentration risk, the Bank maintains a house lending limit well below these statutory maximums. At March 31, 2024 June 30, 2024, the Bank's largest aggregate outstanding balance of loans to one borrower was $319.3 million secured by multifamily properties. $229.5 million comprised of C&I asset-based lines of credit.

Credit Quality and Credit Risk Management

The Company's credit quality and credit risk are controlled in two distinct areas. The first is the loan origination process, wherein the Bank underwrites credit and chooses which types and levels of risk it is willing to accept. The Company maintains a credit policy which addresses many related topics, sets forth maximum tolerances for key elements of loan risk, and indicates appropriate protocols for identifying and analyzing these risk elements. The policy sets forth specific guidelines for analyzing each of the loan products the Company offers from both an individual and portfolio-wide basis. The credit policy is reviewed at least annually by the Bank Board. The Bank's underwriters ensure all key risk factors are analyzed, with most underwriting including a global cash flow analysis of the prospective borrowers.

The second area is in the ongoing oversight of the loan portfolio, where existing credit risk is measured and monitored, and where performance issues are dealt with in a timely and appropriate fashion. Credit risk is monitored and managed within the loan portfolio by the Company's portfolio managers based on both the credit policy and a credit and portfolio review policy. This latter policy requires a program of financial data collection and analysis, thorough loan reviews, property and/or business inspections, monitoring of portfolio concentrations and trends, and incorporation of current business and economic conditions. The portfolio managers also monitor asset-based lines of credit, loan covenants, and other conditions associated with the Company's loans as a means to help identify potential credit risk. Most individual loans, excluding the homogeneous loan portfolio, are reviewed at least annually, including the assignment or confirmation of a risk grade.

Risk grades are based on a six-grade Pass scale, along with Special Mention, Substandard, Doubtful, and Loss classifications, and such classifications are defined by the federal banking regulatory agencies. The assignment of risk grades allows the Company to, among other things, identify the risk associated with each credit in the portfolio and to provide a basis for estimating credit losses inherent in the portfolio. Risk grades are reviewed regularly with the Company's Credit and Portfolio Review Committee, and the portfolio management and risk grading process is reviewed on an ongoing basis by both an independent loan review function and periodic internal audits, as well as by regulatory agencies during scheduled examinations.

The following provides brief definitions for risk grades assigned to loans in the portfolio:

- Pass assets carry an acceptable level of credit quality that contains no well-defined deficiencies or weaknesses.
- Special Mention assets do not currently expose the Bank to a sufficient risk to warrant classification in one of the adverse categories, but possess correctable deficiencies or potential weaknesses deserving management's close attention.
- Substandard assets are inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. These assets are characterized by the distinct possibility that the Bank will sustain some loss if the deficiencies are not corrected. Other real estate owned ("OREO") acquired through foreclosure is also classified as substandard.
- Doubtful assets have all the weaknesses inherent in substandard assets, with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable.
- Loss assets are those that are considered uncollectible and of such little value that their continuance as assets is not warranted. Amounts classified as loss are promptly charged off.

The Bank's portfolio managers also manage loan performance risks, collections, workouts, bankruptcies, and foreclosures. A special department, whose portfolio managers have professional expertise in these areas, typically handles or advises on these types of matters. Loan performance risks are mitigated by our portfolio managers acting promptly and assertively to address problem credits when they are identified. Collection efforts commence immediately upon non-payment, and the portfolio managers seek to promptly determine the appropriate steps to minimize the Company's risk of loss. When foreclosure will maximize the Company's recovery for a non-performing loan, the portfolio managers will take appropriate action to initiate the foreclosure process.

When a loan is graded as special mention, substandard, or doubtful, the Company obtains an updated valuation of the underlying collateral. Collateral generally consists of accounts receivable, inventory, fixed assets, real estate properties, and/or cash. If, through the Company's credit risk management process, it is determined the ultimate repayment of a loan will come from the foreclosure upon and ultimate sale of the underlying collateral, the loan is deemed collateral dependent and evaluated individually to determine an appropriate ACL for the loan. The ACL for such loans is measured as the amount by which the fair value of the underlying collateral, less estimated costs to sell, is less than the amortized cost of the loan. The Company typically continues to obtain or confirm updated valuations of underlying collateral for special mention and classified loans on an annual or biennial basis in order to have the most current indication of fair value of the underlying collateral securing the loan. Additionally, once a loan is identified as collateral dependent, due to the likelihood of foreclosure, and repayment of the loan is expected to come from the eventual sale of the underlying collateral, an analysis of the underlying collateral is performed at least quarterly. Changes in the estimated fair value of the collateral are reflected in the lifetime ACL for the loan. Balances deemed to be uncollectable are promptly charged-off. However, if a loan is not considered collateral dependent and management determines that the loan no longer possesses risk characteristics similar to other loans in the loan portfolio, the loan is individually evaluated, and the associated ACL is determined through the use of a discounted cash flow analysis.

The following table stratifies the loans held for investment portfolio by the Company's internal risk grading, and by year of origination, as well as the gross charge-offs on a year-to-date basis by year of origination as of March 31, 2024June 30, 2024:

	Term Loans by Vintage								
(Dollars in thousands)	2024	2023	2022	2021	2020	Prior	Revolving	Revolving Converted to Term During the Period	Total
March 31, 2024									
Investor loans secured by real estate									
CRE non-owner-occupied									
Pass	$ 25,930	$ 39,449	$ 456,670	$ 530,041	$ 174,446	$ 1,044,831	$ —	$ —	$ 2,271,367
Special mention	—	—	4,190	2,509	—	—	—	—	6,699
Substandard	—	—	2,785	—	16,209	12,192	—	—	31,186
Multifamily									
Pass	2,332	183,941	1,172,758	1,965,579	708,447	1,478,920	—	—	5,511,977
Special mention	—	—	—	18,303	—	11,576	—	—	29,879
Substandard	—	—	—	4,603	12,507	—	—	—	17,110
Construction and land									
Pass	7,234	62,758	319,264	91,445	2,226	3,376	—	—	486,303
Special mention	—	—	—	431	—	—	—	—	431
SBA secured by real estate									
Pass	—	—	6,451	—	493	20,541	—	—	27,485
Substandard	—	—	—	131	—	7,590	—	—	7,721

Total investor loans secured by real estate	35,496	286,148	1,962,118	2,613,042	914,328	2,579,026	—	—	8,390,158
Current period gross charge-offs	—	—	—	—	—	1,180	—	—	1,180
Business loans secured by real estate									
CRE owner-occupied									
Pass	9,310	21,215	541,542	615,237	217,548	651,272	—	—	2,056,124
Special mention	—	—	6,349	36,625	472	4,863	918	—	49,227
Substandard	—	—	9,815	—	9,455	24,741	—	—	44,011
Franchise real estate secured									
Pass	1,225	10,497	41,473	120,949	25,369	88,080	—	—	287,593
Special mention	—	—	—	—	—	1,597	—	—	1,597
Substandard	—	—	3,929	—	—	1,819	—	—	5,748
SBA secured by real estate									
Pass	—	112	9,827	7,350	1,949	24,669	—	—	43,907
Special mention	—	—	—	—	—	82	—	—	82
Substandard	—	—	—	—	—	4,437	—	—	4,437
Total loans secured by business real estate	10,535	31,824	612,935	780,161	254,793	801,560	918	—	2,492,726
Current period gross charge-offs	—	93	3,345	581	—	645	—	—	4,664
Commercial loans									
Commercial and industrial									
Pass	6,427	49,636	156,868	148,942	38,675	244,163	975,215	825	1,620,751
Special mention	—	1,027	22,364	13,948	335	2,162	34,604	1,312	75,752
Substandard	—	14,289	8,052	2,735	406	1,248	47,145	—	73,875
Doubtful	—	—	4,109	—	—	—	—	—	4,109

	Term Loans by Vintage								
(Dollars in thousands)	**2024**	**2023**	**2022**	**2021**	**2020**	**Prior**	**Revolving**	**Revolving Converted to Term During the Period**	**Total**
June 30, 2024									
Investor loans secured by real estate									
CRE non-owner-occupied									
Pass	$ 14,714	$ 33,008	$ 446,505	$ 522,148	$ 172,279	$ 1,016,217	$ —	$ —	$ 2,204,871
Special mention	—	—	3,585	—	—	—	—	—	3,585
Substandard	—	—	11,552	—	5,827	19,639	—	—	37,018
Multifamily									
Pass	7,102	177,240	1,168,421	1,951,352	702,940	1,448,248	—	—	5,455,303
Special mention	—	—	—	18,303	—	—	—	—	18,303
Construction and land									
Pass	8,331	64,180	297,667	77,655	2,225	3,317	—	—	453,375
Special mention	—	—	—	424	—	—	—	—	424
SBA secured by real estate									
Pass	—	—	6,426	—	494	18,106	—	—	25,026
Special mention	—	—	—	—	—	1,130	—	—	1,130
Substandard	—	—	—	131	—	6,958	—	—	7,089
Total investor loans secured by real estate	30,147	274,428	1,934,156	2,570,013	883,765	2,513,615	—	—	8,206,124
Current period gross charge-offs	—	—	—	29	11,539	1,333	—	—	12,901
Business loans secured by real estate									
CRE owner-occupied									
Pass	13,495	21,080	536,561	608,665	215,350	619,662	—	—	2,014,813
Special mention	—	—	3,143	25,788	—	3,089	918	—	32,938
Substandard	—	—	9,743	—	5,323	33,668	—	—	48,734

Franchise real estate secured									
Pass	1,215	9,761	41,222	107,252	25,040	86,774	—	—	271,264
Special mention	—	—	—	—	—	1,579	—	—	1,579
Substandard	—	—	—	—	—	1,802	—	—	1,802
SBA secured by real estate									
Pass	—	112	9,786	7,088	1,210	24,477	—	—	42,673
Special mention	—	—	—	—	—	82	—	—	82
Substandard	—	—	—	—	—	3,788	—	—	3,788
Total loans secured by business real estate	14,710	30,953	600,455	748,793	246,923	774,921	918	—	2,417,673
Current period gross charge-offs	—	93	3,345	581	—	645	—	—	4,664
Commercial loans									
Commercial and industrial									
Pass	20,206	46,560	158,164	144,617	36,839	235,697	811,278	2,808	1,456,169
Special mention	250	1,411	1,515	2,404	194	27	16,013	7,369	29,183
Substandard	—	9,906	8,393	2,473	380	1,204	43,352	—	65,708
Doubtful	—	—	3,675	—	—	—	—	—	3,675

Term Loans by Vintage

(Dollars in thousands)

(Dollars in thousands)

(Dollars in thousands)	2024	2023	2022	2021	2020	Prior	Revolving	Revolving Converted to Term During the Period	Total	2024	2023	2022	2021	2020	Prior	Revolving	Revolving Converted to Term During the Period	Total
March 31, 2024																		
June 30, 2024																		
Franchise non-real estate secured																		
Franchise non-real estate secured																		
Franchise non-real estate secured																		
Pass																		
Pass																		
Pass																		
Special mention																		
Substandard																		
SBA non-real estate secured																		
SBA non-real estate secured																		
SBA non-real estate secured																		
Pass																		
Pass																		
Pass																		
Substandard																		
Substandard																		
Substandard																		
Total commercial loans																		
Total commercial loans																		
Total commercial loans																		
Current period gross charge-offs																		
Retail loans																		
Single family residential																		
Single family residential																		
Single family residential																		
Pass																		
Pass																		

Pass
Consumer loans
Consumer loans
Consumer loans
Pass
Pass
Pass
Total retail loans
Total retail loans
Total retail loans
Current period gross charge-offs
Loans held for investment before basis adjustment (1)
Total current period gross charge-offs

(1) Excludes the basis adjustment of $32.3 million $28.2 million to the carrying amount of certain loans included in fair value hedging relationships. Refer to *Note 11 – Derivative Instruments* for additional information.

The following table stratifies the loans held for investment portfolio by the Company's internal risk grading, and by year of origination, as of December 31, 2023:

	Term Loans by Vintage								
(Dollars in thousands)	2023	2022	2021	2020	2019	Prior	Revolving	Revolving Converted to Term During the Period	Total
December 31, 2023									
Investor loans secured by real estate									
CRE non-owner-occupied									
Pass	$ 71,452	$ 482,045	$ 549,828	$ 192,399	$ 315,139	$ 795,856	$ —	$ —	$ 2,406,719
Special mention	—	3,811	2,530	—	—	625	—	—	6,966
Substandard	—	412	—	—	—	7,675	—	—	8,087
Multifamily									
Pass	179,055	1,184,329	2,008,126	725,123	822,411	714,638	—	—	5,633,682
Special mention	—	—	—	—	—	11,628	—	—	11,628
Construction and land									
Pass	59,993	309,677	94,845	2,223	2,368	3,438	—	—	472,544
SBA secured by real estate									
Pass	$ —	$ 6,478	$ —	$ 493	$ 4,804	$ 16,496	$ —	$ —	$ 28,271
Substandard	—	—	131	—	536	7,462	—	—	8,129
Total investor loans secured by real estate	310,500	1,986,752	2,655,460	920,238	1,145,258	1,557,818	—	—	8,576,026

	Term Loans by Vintage								
(Dollars in thousands)	2023	2022	2021	2020	2019	Prior	Revolving	Revolving Converted to Term During the Period	Total
December 31, 2023									
Current period gross charge-offs	$ —	$ —	$ 217	$ —	$ 1,582	$ 3,653	$ —	$ —	$ 5,452
Business loans secured by real estate									
CRE owner-occupied									
Pass	19,014	543,413	660,967	224,333	211,283	458,975	—	—	2,117,985
Special mention	—	16,535	—	476	4,775	11,775	919	—	34,480
Substandard	—	15,539	2,162	5,505	3,873	11,790	—	—	38,869

Franchise real estate secured									
Pass	10,580	39,239	124,424	25,697	15,731	72,342	—	—	288,013
Special mention	1,758	3,603	1,903	—	795	1,615	—	—	9,674
Substandard	—	3,964	—	—	2,571	292	—	—	6,827
SBA secured by real estate									
Pass	113	9,334	7,634	1,979	4,109	22,417	—	—	45,586
Special mention	—	536	—	—	—	83	—	—	619
Substandard	—	—	—	—	—	4,536	—	—	4,536
Total loans secured by business real estate	31,465	632,163	797,090	257,990	243,137	583,825	919	—	2,546,589
Current period gross charge-offs	—	—	318	191	—	1,861	—	—	2,370
Commercial loans									
Commercial and industrial									
Pass	46,765	172,987	160,275	40,988	110,526	146,310	966,733	6,518	1,651,102
Special mention	239	23,242	12,270	367	16	2,139	42,570	407	81,250
Substandard	425	8,052	2,689	588	173	1,138	26,462	14,187	53,714
Doubtful and loss	—	—	—	—	—	—	—	4,542	4,542
Franchise non-real estate secured									
Pass	6,801	74,441	112,112	16,355	34,770	53,957	—	753	299,189
Special mention	433	845	1,633	—	627	692	—	—	4,230
Substandard	—	1,646	322	2,324	10,451	1,559	—	—	16,302
SBA non-real estate secured									
Pass	1,075	4,485	343	113	1,464	2,490	—	—	9,970
Substandard	—	527	—	141	53	235	—	—	956
Total commercial loans	55,738	286,225	289,644	60,876	158,080	208,520	1,035,765	26,407	2,121,255
Current period gross charge-offs	132	3,053	62	5	362	37	6,387	503	10,541
Retail loans									
Single family residential									
Pass	20	—	—	167	—	44,104	28,461	—	72,752
Consumer loans									
Pass	—	—	3	9	5	788	1,144	—	1,949
Total retail loans	20	—	3	176	5	44,892	29,605	—	74,701
Current period gross charge-offs	$ —	$ —	$ —	$ —	$ —	$ 983	$ 3	$ —	$ 986
Loans held for investment before basis adjustment (1)	$ 397,723	$ 2,905,140	$ 3,742,197	$ 1,239,280	$ 1,546,480	$ 2,395,055	$ 1,066,289	$ 26,407	$ 13,318,571
Total current period gross charge-offs	$ 132	$ 3,053	$ 597	$ 196	$ 1,944	$ 6,534	$ 6,390	$ 503	$ 19,349

(1) Excludes the basis adjustment of $29.6 million to the carrying amount of certain loans included in fair value hedging relationships. Refer to *Note 11 – Derivative Instruments* for additional information.

The following tables stratify the loans held for investment portfolio by delinquency as of the periods indicated:

	Days Past Due(2)									
(Dollars in thousands)										
(Dollars in thousands)										
(Dollars in thousands)	Current	30-59	60-89	90+	Total	Current	30-59	60-89	90+	Total
March 31, 2024										
June 30, 2024										
Investor loans secured by real estate										
Investor loans secured by real estate										
Investor loans secured by real estate										
CRE non-owner-occupied										
CRE non-owner-occupied										
CRE non-owner-occupied										

Multifamily					
Construction and land					
SBA secured by real estate					
Total investor loans secured by real estate					
Business loans secured by real estate					
CRE owner-occupied					
CRE owner-occupied					
CRE owner-occupied					
Franchise real estate secured					
SBA secured by real estate					
Total business loans secured by real estate					
Commercial loans					
Commercial and industrial					
Commercial and industrial					
Commercial and industrial					
Franchise non-real estate secured					
SBA not secured by real estate					
Total commercial loans					
Retail loans					
Single family residential					
Single family residential					
Single family residential					
Consumer loans					
Total retail loans					
Loans held for investment before basis adjustment (1)					
December 31, 2023					
Investor loans secured by real estate					
CRE non-owner-occupied	$ 2,421,360	$ —	$ —	$ 412	$ 2,421,772
Multifamily	5,645,310	—	—	—	5,645,310
Construction and land	472,544	—	—	—	472,544
SBA secured by real estate	35,980	—	—	420	36,400
Total investor loans secured by real estate	8,575,194	—	—	832	8,576,026
Business loans secured by real estate					
CRE owner-occupied	2,186,679	—	—	4,655	2,191,334
Franchise real estate secured	304,222	292	—	—	304,514
SBA secured by real estate	50,604	137	—	—	50,741
Total business loans secured by real estate	2,541,505	429	—	4,655	2,546,589
Commercial loans					
Commercial and industrial	1,788,855	228	1,294	231	1,790,608
Franchise non-real estate secured	318,162	1,559	—	—	319,721
SBA not secured by real estate	10,119	249	—	558	10,926
Total commercial loans	2,117,136	2,036	1,294	789	2,121,255
Retail loans					
Single family residential	72,733	19	—	—	72,752
Consumer loans	1,949	—	—	—	1,949
Total retail loans	74,682	19	—	—	74,701
Loans held for investment before basis adjustment (1)	$ 13,308,517	$ 2,484	$ 1,294	$ 6,276	$ 13,318,571

(1) Excludes the basis adjustment of $32.3 million $28.2 million and $29.6 million to the carrying amount of certain loans included in fair value hedging relationships as of March 31, 2024 June 30, 2024 and December 31, 2023, respectively. Refer to *Note 11 – Derivative Instruments* for additional information.

(2) Nonaccrual loans are included in this aging analysis based on the loan's past due status.

Individually Evaluated Loans

The Company evaluates loans collectively for purposes of determining the ACL in accordance with ASC 326. Collective evaluation is based on aggregating loans deemed to possess similar risk characteristics. In certain instances, the Company may identify loans that it believes no longer possess risk characteristics similar to other loans in the portfolio. These loans are typically identified from a substandard or worse internal risk grade, since the specific attributes and risks associated with such loans tend to become unique as the credit deteriorates. Such loans are typically nonperforming, modified loans made to borrowers experiencing financial difficulty, and/or are deemed collateral dependent, where the ultimate repayment of the loan is expected to come from the operation of or eventual sale of the collateral. Loans that are deemed by management to no longer possess risk characteristics similar to other loans in the portfolio are evaluated individually for purposes of determining an appropriate lifetime ACL. The Company uses a discounted cash flow approach, using the loan's effective interest rate, for determining the ACL on individually evaluated loans, unless the loan is deemed collateral dependent, which requires evaluation based on the estimated fair value of the underlying collateral, less estimated costs to sell. The Company may increase or decrease the ACL for collateral dependent individually evaluated loans based on changes in the estimated expected fair value of the collateral. Changes in the ACL for all other individually evaluated loans is based substantially on the Company's evaluation of cash flows expected to be received from such loans.

As of March 31, 2024 June 30, 2024, $63.8 million $52.1 million of loans were individually evaluated with $4.5 million a $237,000 ACL attributed to such loans. At March 31, 2024 June 30, 2024, $39.8 million $38.5 million of individually evaluated loans were evaluated based on the underlying value of the collateral, and $24.0 million $13.6 million were evaluated using a discounted cash flow approach. All individually evaluated loans were on nonaccrual status at March 31, 2024 June 30, 2024.

As of December 31, 2023, $24.8 million of loans were individually evaluated with no ACL attributed to such loans. At December 31, 2023, $12.2 million of individually evaluated loans were evaluated based on the underlying value of the collateral, and $12.6 million were evaluated using a discounted cash flow approach. All individually evaluated loans were on nonaccrual status at December 31, 2023.

The increase in individually evaluated loans during the first quarter half of 2024 was primarily driven by a single, diversified commercial banking relationship with loans in CRE non-owner-occupied CRE owner-occupied, and C&I categories, totaling $37.6 million, as well as a single lending relationship with loans in franchise non-real estate secured and franchise real estate categories, totaling $1.9 $26.1 million as of March 31, 2024 June 30, 2024.

Purchased Credit Deteriorated Loans

The Company analyzed acquired loans for more-than-insignificant deterioration in credit quality since their origination. Such loans are classified as purchased credit deteriorated ("PCD") loans. Please see *Note 1 - Description of Business and Summary of Significant Accounting Policies* of our audited consolidated financial statements included in our 2023 Form 10-K for more information concerning the accounting for PCD loans. The Company had PCD loans of $347.0 $328.0 million and $359.3 million at March 31, 2024 June 30, 2024 and December 31, 2023, respectively.

Acquired loans classified as PCD are recorded at an initial amortized cost, which is comprised of the purchase price of the loans (or initial fair value) and the initial ACL determined for the loans, which is added to the purchase price, as well as any resulting discount or premium related to factors other than credit. The Company accounts for interest income on PCD loans using the interest method, whereby any purchase discounts or premiums are accreted or amortized into interest income as an adjustment of the loan's yield. Subsequent to acquisition, the ACL for PCD loans is measured in accordance with the Company's ACL methodology. Please also see *Note 6 – Allowance for Credit Losses* for more information concerning the Company's ACL methodology.

Nonaccrual Loans

When loans are placed on nonaccrual status, previously accrued but unpaid interest is reversed from current period earnings. Payments received on nonaccrual loans are generally applied as a reduction to the loan principal balance. If the likelihood of further loss is remote, the Company may recognize interest on a cash basis. Loans may be returned to accruing status if the Company believes that all remaining principal and interest is fully collectible and there has been at least three months of sustained repayment performance since the loan was placed on nonaccrual.

The Company typically does not accrue interest on loans 90 days or more past due or when, in the opinion of management, there is reasonable doubt as to the timely collection of principal or interest regardless of the length of past due status. However, when such loans are well-secured and in the process of collection, the Company may continue with the accrual of interest. The Company had loans on nonaccrual status of $63.8 million $52.1 million at March 31, 2024 June 30, 2024 and $24.8 million at December 31, 2023. The increase in nonaccrual loans at March 31, 2024 June 30, 2024 was primarily the result of a single, diversified commercial banking relationship with loans in CRE non-owner occupied CRE owner-occupied, and C&I categories, totaling $37.6 $26.1 million, all of which were current as well as a single lending relationship with loans in franchise non-real estate secured and franchise real estate categories, totaling $1.9 million, as of March 31, 2024 June 30, 2024.

The Company did not record income from the receipt of cash payments related to nonaccruing loans during the three and six months ended March 31, 2024 June 30, 2024 and 2023. The Company had no loans 90 days or more past due and still accruing at March 31, 2024 June 30, 2024 and December 31, 2023.

The following tables provide a summary of nonaccrual loans as of the dates indicated:

Nonaccrual Loans (1)

(Dollars in thousands)	Collateral Dependent Loans	Collateral Dependent Loans	Non-Collateral Dependent Loans	Total Nonaccrual Loans	Nonaccrual Loans with No ACL	Collateral Dependent Loans	Non-Collateral Dependent Loans	Total Nonaccrual Loans	Nonaccrual Loans with No ACL
March 31, 2024									
March 31, 2024									
March 31, 2024									
June 30, 2024									
June 30, 2024									
June 30, 2024									
Investor loans secured by real estate									
Investor loans secured by real estate									
Investor loans secured by real estate									
CRE non-owner-occupied									
CRE non-owner-occupied									
CRE non-owner-occupied									
SBA secured by real estate									
SBA secured by real estate									
SBA secured by real estate									
Total investor loans secured by real estate									
Business loans secured by real estate									
CRE owner-occupied									
CRE owner-occupied									
CRE owner-occupied									
Franchise real estate secured									
Total business loans secured by real estate									
Total business loans secured by real estate									
Total business loans secured by real estate									
Commercial loans									
Commercial and industrial									
Commercial and industrial									
Commercial and industrial									
Franchise non-real estate secured									
SBA non-real estate secured									
Total commercial loans									
Total nonaccrual loans									
Total nonaccrual loans									
Total nonaccrual loans									

December 31, 2023

December 31, 2023

	Nonaccrual Loans (1)					
	Nonaccrual Loans (1)					
	Nonaccrual Loans (1)					
(Dollars in thousands)	Collateral Dependent Loans	ACL	Non-Collateral Dependent Loans	ACL	Total Nonaccrual Loans	Nonaccrual Loans with No ACL
December 31, 2023						
Investor loans secured by real estate						
Investor loans secured by real estate						

Investor loans secured by real estate
CRE non-owner-occupied
CRE non-owner-occupied
CRE non-owner-occupied
SBA secured by real estate
SBA secured by real estate
SBA secured by real estate
Total investor loans secured by real estate
Business loans secured by real estate
CRE owner-occupied
CRE owner-occupied
CRE owner-occupied
Total business loans secured by real estate
Total business loans secured by real estate
Total business loans secured by real estate
Commercial loans
Commercial and industrial
Commercial and industrial
Commercial and industrial
SBA non-real estate secured
SBA non-real estate secured
SBA non-real estate secured
Total commercial loans
Total nonaccrual loans
Total nonaccrual loans
Total nonaccrual loans

(1) The ACL for nonaccrual loans is determined based on a discounted cash flow methodology unless the loan is considered collateral dependent; otherwise, the ACL for collateral dependent nonaccrual loans is determined based on the estimated fair value of the underlying collateral.

Residential Real Estate Loans In Process of Foreclosure

The Company had no consumer mortgage loans collateralized by residential real estate property for which formal foreclosure proceedings were in process as of March 31, 2024 June 30, 2024 and December 31, 2023.

Modified Loans to Troubled Borrowers

On January 1, 2023, the Company adopted ASU 2022-02, *Financial Instruments - Credit Losses (Topic 326) Troubled Debt Restructurings and Vintage Disclosures,* which introduces new reporting requirements for modifications of loans to borrowers experiencing financial difficulty. The Company also refers to these loans as modified loans to troubled borrowers (“MLTB”). An MLTB arises from a modification made to a loan in order to alleviate temporary difficulties in the borrower’s financial condition and/or constraints on the borrower’s ability to repay the loan, and to minimize potential losses to the Company. GAAP requires that certain types of modifications be reported, which consist of the following: (i) principal forgiveness, (ii) interest rate reduction, (iii) other-than-insignificant payment delay, (iv) term extension, or any combination of the foregoing. The ACL for an MLTB is measured on a collective basis, as with other loans in the loan portfolio, unless management determines that such loans no longer possess risk characteristics similar to others in the loan portfolio. In those instances, the ACL for an MLTB is determined through individual evaluation.

Loans modified to borrowers experiencing financial difficulty MLTBs were $12.2 million $28.0 million at March 31, 2024 June 30, 2024 and $12.6 million at December 31, 2023.

There were no loan modifications to borrowers experiencing financial difficulty was one MLTB during the three months ended March 31, 2024. There was one CRE owner-occupied loan June 30, 2024, compared to a troubled borrower modified none during the first quarter of 2023 with an amortized cost of $851,000 as of March 31, 2023 three months ended June 30, 2023.

The following table shows the amortized cost of the MLTB by class and type of modification, as well as the percentage of the loan loans modified to the total class of loans at and during the three months ended March 31, 2023 June 30, 2024:

(Dollars in thousands)	Three Months Ended June 30, 2024	
	Other-than-Insignificant Payment Delay and Term Extension	
	Balance	Percent of Total Class of Loans
Investor loans secured by real estate		
CRE non-owner-occupied	$ 16,296	0.73 %
Total investor loans secured by real estate	$ 16,296	

(Dollars in thousands)	Three Months Ended March 31, 2023	
	Term Extension	
	Balance	Percent of Total Class of Loans
Business loans secured by real estate		
CRE owner-occupied	$ 851	0.04 %
Total business loans secured by real estate	$ 851	

The following table shows the amortized cost of the MLTB by class and type of modification, as well as the percentage of the loans modified to the total class of loans at and during the six months ended June 30, 2024 and 2023:

(Dollars in thousands)	Six Months Ended June 30, 2024	
	Combination of Other-than-Insignificant Payment Delay and Term Extension	
	Balance	Percent of Total Class of Loans
Investor loans secured by real estate		
CRE non-owner-occupied	16,296	0.73 %
Total investor loans secured by real estate	16,296	

(Dollars in thousands)	Six Months Ended June 30, 2023	
	Term Extension	
	Balance	Percent of Total
Business loans secured by real estate		
CRE owner-occupied	851	0.04 %
Total business loans secured by real estate	851	

The following table describes the financial effect of the loan modification made for the borrower experiencing financial difficulty during the three and six months ended March 31, 2023 June 30, 2024:

	Combination of Other-than-Insignificant Payment Delay and Term Extension
Investor loans secured by real estate	
CRE non-owner-occupied	Consolidated 3 loans with varying maturities into a single loan that extended the weighted average maturity by 6 months and 2 years of interest only payments

The MLTB reported during the first quarter of 2023 matured during the second quarter of 2023. The following table describes the financial effect of the loan modification made for the borrower experiencing financial difficulty during the six months ended June 30, 2023:

	Term Extension
Business loans secured by real estate	
CRE owner-occupied	Extended term by 4 months

During the three and six months ended March 31, 2024 June 30, 2024 and 2023, there were no MLTBs that had a payment default and had been modified within the 12 months preceding the payment default (90 days or more past due).

The following table depicts the performance of the MLTBs as of the dates indicated:

	Days Past Due									
(Dollars in thousands)										
(Dollars in thousands)										
(Dollars in thousands)	Current	30-59	60-89	90+	Total	Current	30-59	60-89	90+	Total
March 31, 2024										
June 30, 2024										
Investor loans secured by real estate										
Investor loans secured by real estate										
Investor loans secured by real estate										
CRE non-owner-occupied										
CRE non-owner-occupied										
CRE non-owner-occupied										
Total investor loans secured by real estate										
Total investor loans secured by real estate										
Total investor loans secured by real estate										
Commercial loans										
Commercial loans										
Commercial loans										
Commercial and industrial										
Commercial and industrial										
Commercial and industrial										
Total commercial loans										
Total commercial loans										
Total commercial loans										
Total										
Total										
Total										
March 31, 2023										
Business loans secured by real estate										
CRE owner-occupied	$ 851	$ —	$ —	$ —	$ 851					
Total business loans secured by real estate	$ 851	$ —	$ —	$ —	$ 851					

Collateral Dependent Loans

Loans that have been classified as collateral dependent are loans where substantially all repayment of the loan is expected to come from the operation of or eventual liquidation of the collateral. Collateral dependent loans are evaluated individually for purposes of determining the ACL, which is determined based on the estimated fair value of the collateral. Estimates for costs to sell are included in the determination of the ACL when liquidation of the collateral is anticipated. In cases where the loan is well-secured and the estimated value of the collateral exceeds the amortized cost of the loan, no ACL is recorded.

The following tables summarize collateral dependent loans by collateral type as of the dates indicated:

(Dollars in thousands)											
(Dollars in thousands)											
(Dollars in thousands)	Office Properties	Industrial Properties	Retail Properties	Land Properties	Hotel Properties	Multifamily Properties	Other CRE Properties	Business Assets	Total	Office Properties	Re Propertie

March 31, 2024
June 30, 2024
Investor loan secured by real estate
Investor loan secured by real estate
Investor loan secured by real estate
CRE non-owner-occupied
CRE non-owner-occupied
CRE non-owner-occupied
SBA secured by real estate
SBA secured by real estate
SBA secured by real estate
Total investor loans secured by real estate
Business loans secured by real estate
CRE owner-occupied
CRE owner-occupied
CRE owner-occupied
SBA secured by real estate
SBA secured by real estate
SBA secured by real estate
Total business loans secured by real estate
Total business loans secured by real estate
Total business loans secured by real estate
Commercial loans
Commercial and industrial

Commercial
and industrial
Commercial
and industrial
SBA non-
real estate secured
SBA non-
real estate secured
SBA non-
real estate secured
Total
commercial loans
Total
collateral
dependent loans
Total
collateral
dependent loans
Total
collateral
dependent loans

December 31, 2023
December 31, 2023
December 31, 2023
Investor loan secured by real estate
Investor loan secured by real estate
Investor loan secured by real estate
CRE non-owner-occupied
CRE non-owner-occupied
CRE non-owner-occupied
SBA secured by real estate
SBA secured by real estate
SBA secured by real estate
Total investor loans secured by real estate
Business loans secured by real estate
CRE owner-occupied
CRE owner-occupied
CRE owner-occupied
Total business loans secured by real estate
Total business loans secured by real estate
Total business loans secured by real estate
Commercial loans
Commercial and industrial
Commercial and industrial
Commercial and industrial
SBA non-real estate secured
SBA non-real estate secured
SBA non-real estate secured
Total commercial loans
Total collateral dependent loans
Total collateral dependent loans
Total collateral dependent loans

Note 6 – Allowance for Credit Losses

The Company maintains an ACL for loans and unfunded loan commitments in accordance with ASC 326 - *Financial Instruments - Credit Losses*. ASC 326 requires the Company to initially recognize estimates for lifetime credit losses on loans and unfunded loan commitments at the time of origination or acquisition. The recognition of credit losses represents the Company's best estimate of lifetime expected credit losses, given the facts and circumstances associated with a particular loan or group of loans with similar risk characteristics. Determining the ACL involves the use of significant management judgement and estimates, which are subject to change based on management's ongoing assessment of the credit quality of the loan portfolio and changes in economic forecasts used in the Company's ACL model. The Company uses a discounted cash flow model when determining estimates for the ACL for commercial real estate loans and commercial loans, which comprise the majority of the loan portfolio, and uses a historical loss rate model for retail loans. The Company also utilizes proxy loan data in its ACL model where the Company's own historical data is not sufficiently available.

The discounted cash flow model is applied on an instrument-by-instrument basis, and for loans with similar risk characteristics, to derive estimates for the lifetime ACL for each loan. The discounted cash flow methodology relies on several significant components essential to the development of estimates for future cash flows on loans and unfunded loan commitments. These components consist of: (i) the estimated probability of default ("PD"), (ii) the estimated loss given default ("LGD"), which represents the estimated severity of the loss when a loan is in default, (iii) estimates for prepayment activity on loans, and (iv) the estimated exposure to the Company at default ("EAD"). The PD and LGD are heavily influenced by changes in economic forecasts employed in the model over a reasonable and supportable period. The Company's ACL methodology for unfunded loan commitments also includes assumptions concerning the probability an unfunded commitment will be drawn upon by the borrower. These assumptions are based on the Company's historical experience.

The Company's discounted cash flow ACL model for commercial real estate CRE and commercial loans uses internally derived estimates for prepayments in determining the amount and timing of future contractual cash flows expected to be collected. The estimate of future cash flows also incorporates estimates for contractual amounts the Company believes may not be collected, which are based on assumptions for PD, LGD, and EAD. The EAD is determined by the contractual payment schedule and expected payment profile of the loan, incorporating estimates for expected prepayments and future draws on revolving credit facilities. The Company discounts cash flows using the effective interest rate on the loan. The effective interest rate represents the contractual rate on the loan; adjusted for any purchase premiums, or discounts, and deferred fees and costs associated with an originated loan. The Company has made an accounting policy election to adjust the effective interest rate to take into consideration the effects of estimated prepayments. The ACL for loans is determined by measuring the amount by which a loan's amortized cost exceeds its discounted cash flows expected to be collected. The ACL for credit facilities is determined by discounting estimates for cash flows not expected to be collected.

Probability of Default

The PD for investor loans secured by real estate is based largely on a model provided by a third party, using proxy loan information. The PDs generated by this model are reflective of current and expected economic conditions in the commercial real estate market, and how they are expected to impact loan level and property level attributes, and ultimately the likelihood of a default event occurring. This model incorporates assumptions for PD at a loan's maturity. Significant loan and property level attributes include: loan-to-value ratios, debt service coverage, loan size, loan vintage, and property types.

The PD for business loans secured by real estate and commercial loans is based on an internally developed PD rating scale that assigns PDs based on the Company's internal credit risk grades for loans. This internally developed PD rating scale is based on a combination of the Company's own historical data and observed historical data from the Company's peers, which consist of banks that management believes align with our business profile. As credit risk grades change for these loans, the PD assigned to them also changes. As with investor loans secured by real estate, the PD for business loans secured by real estate and commercial loans is also impacted by current and expected economic conditions.

The Company considers loans to be in default when they are 90 days or more past due or placed on nonaccrual status.

Loss Given Default

LGDs for commercial real estate loans are derived from a third party, using proxy loan information, and are based on loan and property level characteristics for loans in the Company's loan portfolio, such as: loan-to-value ratios ("LTV"), estimated time to resolution, property size, and current and estimated future market price changes for underlying collateral. The LGD is highly dependent upon LTV ratios, and incorporates estimates for the expense associated with managing the loan through to resolution. LGDs also incorporate an estimate for the loss severity associated with loans where the borrower fails to meet their debt obligation at maturity, such as through a balloon payment or the refinancing of the loan through another lender. External factors that have an impact on LGDs include: changes in the index for CRE pricing, GDP growth rate, unemployment rates, and the Consumer Price Index. LGDs are applied to each loan in the commercial real estate portfolio, and in conjunction with the PD, produce estimates for net cash flows not expected to be collected over the estimated term of the loan.

LGDs for commercial loans are also derived from a third party that has a considerable database of credit related information specific to the financial services industry and the type of loans within this segment, and is used to generate annual default information for commercial loans. These proxy LGDs are dependent upon data inputs such as: credit quality, borrower industry, region, borrower size, and debt seniority. LGDs are then applied to each loan in the commercial segment, and in conjunction with the PD, produce estimates for net cash flows not expected to be collected over the estimated term of the loan.

Historical Loss Rates for Retail Loans

The historical loss rate model for retail loans is derived from a third party that has a considerable database of credit related information for retail loans. Key loan level attributes and economic drivers in determining the loss rate for retail loans include FICO scores, vintage, as well as geography, unemployment rates, and changes in consumer real estate prices.

Economic Forecasts

In order to develop reasonable and supportable forecasts of future conditions, the Company estimates how those forecasts are expected to impact a borrower's ability to satisfy their obligation to the Bank and the ultimate collectability of future cash flows over the life of a loan. The Company uses macroeconomic scenarios from an independent third party, which are based on past events, current conditions, and the likelihood of future events occurring. These scenarios are typically comprised of: a base-case scenario, an upside scenario, representing slightly better economic conditions than currently experienced and, a downside scenario, representing recessionary conditions. Management periodically evaluates appropriateness of economic scenarios and may decide that a particular economic scenario or a combination of probability-weighted economic scenarios should be used in the Company's ACL model. The economic scenarios chosen for the model, the extent to which more than one scenario is used, and the weights that are assigned to them, are based on the likelihood that the economy would perform better than each scenario, which is based in part on analysis performed by an independent third party. Economic scenarios chosen, as well as the assumptions within those scenarios, and whether to use a probability-weighted multiple scenario approach, can vary from one period to the next based on changes in current and expected economic conditions, and due to the occurrence of specific events. The Company's ACL model at March 31, 2024 June 30, 2024 includes assumptions concerning the interest rate environment, general uncertainty concerning future economic conditions, and the potential for recessionary conditions.

The Company currently forecasts PDs and LGDs based on economic scenarios over a two-year period, which we believe is a reasonable and supportable period. Beyond this point, PDs and LGDs revert to their long-term averages. The Company has reflected this reversion over a period of three years in each of its economic scenarios used to generate the overall probability-weighted forecast. Changes in economic forecasts impact the PD, LGD, and EAD for each loan, and therefore influence the amount of future cash flows the Company does not expect to collect for each loan.

It is important to note that the Company's ACL model relies on multiple economic variables, which are used in several economic scenarios. Although no one economic variable can fully demonstrate the sensitivity of the ACL calculation to changes in the economic variables used in the model, the Company has identified certain economic variables that have significant influence in the Company's model for determining the ACL. These key economic variables include changes in the U.S. unemployment rate, U.S. real GDP growth, CRE prices, and interest rates.

Qualitative Adjustments

The Company recognizes that historical information used as the basis for determining future expected credit losses may not always, by itself, provide a sufficient basis for determining future expected credit losses. The Company, therefore, considers the need for qualitative adjustments to the ACL on a quarterly basis. Qualitative adjustments may be related to and include, but not be limited to, factors such as: (i) management's assessment of economic forecasts used in the model and how those forecasts align with management's overall evaluation of current and expected economic conditions, (ii) organization specific risks such as credit concentrations, collateral specific risks, regulatory risks, and external factors that may ultimately impact credit quality, (iii) potential model limitations such as limitations identified through back-testing, and other limitations associated with factors such as underwriting changes, acquisition of new portfolios, and changes in portfolio segmentation, and (iv) management's overall assessment of the adequacy of the ACL, including an assessment of model data inputs used to determine the ACL.

Qualitative adjustments primarily relate to certain segments of the loan portfolio deemed by management to be of a higher-risk profile or other factors where management believes the quantitative component of the Company's ACL model may not be fully reflective of levels deemed adequate in the judgement of management. Certain qualitative adjustments also relate to heightened uncertainty as to future macroeconomic conditions and the related impact on certain loan segments. Management reviews the need for an appropriate level of qualitative adjustments on a quarterly basis, and as such, the amount and allocation of qualitative adjustments may change in future periods.

The following tables provide the allocation of the ACL for loans held for investment as well as the activity in the ACL attributed to various segments in the loan portfolio as of, and for the periods indicated:

		Three Months Ended March 31, 2024										
		Three Months Ended March 31, 2024										
		Three Months Ended March 31, 2024										
		Three Months Ended June 30, 2024										
		Three Months Ended June 30, 2024										
		Three Months Ended June 30, 2024										
(Dollars in thousands)	(Dollars in thousands)	Beginning ACL Balance	Charge-offs	Recoveries	Provision for Credit Losses	Ending ACL Balance	(Dollars in thousands)	Beginning ACL Balance	Charge-offs	Recoveries	Provision for Credit Losses	Ending ACL Balance
Investor loans secured by real estate												
CRE non-owner-occupied												

CRE non-owner-occupied
CRE non-owner-occupied
Multifamily
Construction and land
SBA secured by real estate
Business loans secured by real estate
CRE owner-occupied
CRE owner-occupied
CRE owner-occupied
Franchise real estate secured
SBA secured by real estate
Commercial loans
Commercial and industrial
Commercial and industrial
Commercial and industrial
Franchise non-real estate secured
SBA non-real estate secured
Retail loans
Single family residential
Single family residential
Single family residential
Consumer loans
Totals

		Three Months Ended March 31, 2023						
		Three Months Ended March 31, 2023						
		Three Months Ended March 31, 2023						
		Six Months Ended June 30, 2024						
		Six Months Ended June 30, 2024						
		Six Months Ended June 30, 2024						
		Beginning ACL Balance						
		Beginning ACL Balance						
		Beginning ACL Balance	**Charge-offs**	**Recoveries**	**Provision for Credit Losses**	**Ending ACL Balance**		
(Dollars in thousands)	(Dollars in thousands)	**Beginning ACL Balance**	**Charge-offs**	**Recoveries**			**Provision for Credit Losses**	**Ending ACL Balance**
Investor loans secured by real estate								
CRE non-owner-occupied								
CRE non-owner-occupied								
CRE non-owner-occupied								
Investor loans secured by real estate								

Investor loans secured by real estate
Investor loans secured by real estate
Investor loans secured by real estate
Investor loans secured by real estate
Investor loans secured by real estate
Investor loans secured by real estate
Investor loans secured by real estate
Investor loans secured by real estate
Investor loans secured by real estate
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Investor loans secured by real estate
Investor loans secured by real estate
Investor loans secured by real estate
Investor loans secured by real estate
Investor loans secured by real estate
Investor loans secured by real estate
Investor loans secured by real estate
CRE non-owner occupied
CRE non-owner occupied
CRE non-owner occupied
Multifamily
Construction and land
SBA secured by real estate
Business loans secured by real estate
CRE owner-occupied
CRE owner-occupied
CRE owner-occupied
Franchise real estate secured
SBA secured by real estate
Commercial loans
Commercial and industrial
Commercial and industrial
Commercial and industrial
Franchise non-real estate secured
SBA non-real estate secured
Retail loans
Single family residential
Single family residential
Single family residential
Consumer loans
Totals

	Three Months Ended June 30, 2023

(Dollars in thousands)	Beginning ACL Balance	Charge-offs	Recoveries	Provision for Credit Losses	Ending ACL Balance
Investor loans secured by real estate					
CRE non-owner-occupied	$ 31,715	$ (2,591)	$ —	$ 2,421	$ 31,545
Multifamily	57,787	(73)	1	(2,067)	55,648
Construction and land	7,672	—	—	35	7,707
SBA secured by real estate	2,291	—	—	40	2,331
Business loans secured by real estate					
CRE owner-occupied	29,334	(207)	12	(624)	28,515
Franchise real estate secured	7,790	—	—	(935)	6,855
SBA secured by real estate	4,415	—	80	16	4,511
Commercial loans					
Commercial and industrial	37,659	(225)	169	1,983	39,586
Franchise non-real estate secured	15,721	—	—	(1,079)	14,642
SBA non-real estate secured	401	—	59	(61)	399
Retail loans					
Single family residential	392	—	—	63	455
Consumer loans	211	(890)	—	818	139
Totals	$ 195,388	$ (3,986)	$ 321	$ 610	$ 192,333

	Six Months Ended June 30, 2023				
(Dollars in thousands)	Beginning ACL Balance	Charge-offs	Recoveries	Provision for Credit Losses	Ending ACL Balance
Investor loans secured by real estate					
CRE non-owner occupied	$ 33,692	$ (2,657)	$ 15	$ 495	$ 31,545
Multifamily	56,334	(290)	1	(397)	55,648
Construction and land	7,114	—	—	593	7,707
SBA secured by real estate	2,592	—	—	(261)	2,331
Business loans secured by real estate					
CRE owner-occupied	32,340	(2,370)	24	(1,479)	28,515
Franchise real estate secured	7,019	—	—	(164)	6,855
SBA secured by real estate	4,348	—	80	83	4,511
Commercial loans					
Commercial and industrial	35,169	(1,348)	380	5,385	39,586
Franchise non-real estate secured	16,029	—	100	(1,487)	14,642
SBA non-real estate secured	441	—	65	(107)	399
Retail loans					
Single family residential	352	(90)	1	192	455
Consumer loans	221	(895)	35	778	139
Totals	$ 195,651	$ (7,650)	$ 701	$ 3,631	$ 192,333

The decrease in the ACL for loans held for investment during the three months ended March 31, 2024 June 30, 2024 of $131,000 $8.5 million was reflective of $6.4 $10.3 million in net charge-offs, partially offset by $6.3 $1.8 million in provision for credit losses. During the six months ended June 30, 2024, the ACL for loans held for investment decreased $8.7 million, which was reflective of $16.7 million in net charge-offs, partially offset by $8.0 million in provision for credit losses. The provision for credit losses during the three and six months ended March 31, 2024 June 30, 2024 was largely attributed to increases associated with economic forecasts, specific reserves, which reflect changes in the CRE market overall, and other model updates, offset by a decrease in the balance of loans held of investment, changes in loan composition, and changes in the mix of loan composition. asset quality.

Charge-offs during the three months ended March 31, 2024 June 30, 2024 were largely due to $11.5 million in charge-offs related to the sale of a substandard multifamily loan and a substandard non-owner-occupied CRE loan during the second quarter of 2024. For the six months ended June 30, 2024, charge-offs were largely attributed to the charge-offs recorded in the second quarter of 2024 as well as $5.7 million in charge-offs associated with the sale of special mention and substandard CRE and franchise loans during the first quarter of 2024.

The decrease in the ACL for loans held for investment during the three months ended March 31, 2023 June 30, 2023 of $263,000 is $3.1 million was reflective of $3.3 $3.7 million in net charge-offs, partially offset by a $3.0 million $610,000 in provision for credit losses. The provision for credit losses during the three months ended March 31, 2023 can be June 30, 2023 was largely attributed to increases associated with economic forecasts, and other model updates, offset by a decrease in the balance of loans held for investment. For the six months ended June 30, 2023, the ACL decreased $3.3 million. The decline in the ACL during this period was reflective of $6.9 million in net charge-offs, partially offset by $3.6 million in provision for credit losses. The provision for credit losses during the six months ended June 30, 2023 was largely attributed to increases associated with economic forecasts, as well as changes in asset quality, including specific reserves, offset by lower a decrease in loans held for investment. Charge-offs during the three months ended March 31, 2023 June 30, 2023 were largely attributed to one CRE non-owner occupied lending relationship and charge-offs in consumer loans. Charge-offs during the six months ended June 30, 2023 were largely attributed to one CRE non-owner occupied lending relationship and one CRE owner-occupied lending relationship, as well as charge-offs on several loans sold during the first quarter of 2023, and charge-offs on other smaller C&I lending relationships. relationship.

Allowance for Credit Losses for Off-Balance Sheet Commitments

The Company maintains an ACL for off-balance sheet commitments related to unfunded loans and lines of credit, which is included in other liabilities of the consolidated statements of financial condition. The allowance for off-balance sheet commitments was $16.8 $16.3 million at March 31, 2024 June 30, 2024, representing a decline of $2.4 million $505,000 from $19.3 million $16.8 million at March 31, 2024, and a decrease of $2.9 million from December 31, 2023. During the three months ended March 31, 2024 June 30, 2024, the provision recapture for off-balance sheet commitments was largely attributable to slightly lower loss rates for C&I loans, partially offset by a decline slight increase in the balance of unfunded commitments as well as qualitative adjustments during the quarter. The provision recapture for off-balance sheet commitments during the six months ended June 30, 2024 was attributed largely to overall lower levels of unfunded commitments during the period.

During the three months ended March 31, 2023 June 30, 2023, the provision recapture expense for off-balance sheet commitments of $189,000 $1.0 million was attributable to lower higher loss rates in certain segments of the loan portfolio, partially offset by a decline in the balance of unfunded commitments, primarily commitments. The provision expense during the six months ended June 30, 2023 was largely attributed to higher loss rates in C&I loans, and certain loan segments, partially offset by changes in the mix of unfunded commitments between various loan segments, as well as qualitative adjustments during and a decrease in the quarter. balance of unfunded commitments.

The following table summarizes the activities in the ACL for off-balance sheet commitments for the periods indicated:

		Three Months Ended		Three Months Ended	Six Months Ended
		Three Months Ended			
		Three Months Ended			
		March 31,			
		March 31,			
		March 31,			
(Dollars in thousands)					
(Dollars in thousands)					
		June 30,	June 30,	June 30,	June 30,
(Dollars in thousands)	(Dollars in thousands)	2024	2023	2024	2023
Beginning ACL balance					
Beginning ACL balance					
Beginning ACL balance					
Provision for credit losses on off-balance sheet commitments					
Provision for credit losses on off-balance sheet commitments					
Provision for credit losses on off-balance sheet commitments					
Ending ACL balance					
Ending ACL balance					
Ending ACL balance					

Note 7 – Goodwill and Other Intangible Assets

The Company had goodwill of $901.3 million at March 31, 2024 June 30, 2024 and December 31, 2023. The Company did not record any adjustments to goodwill during the three months ended March 31, 2024 June 30, 2024 and March 31, 2023 June 30, 2023.

The Company's policy is to assess goodwill for impairment on an annual basis during the fourth quarter of each year, and more frequently if events or circumstances lead management to believe the value of goodwill may be impaired.

Other intangible assets with definite lives were $40.4 million $37.7 million at March 31, 2024 June 30, 2024, consisting of $38.5 million $35.8 million in core deposit intangibles and $2.0 million $1.9 million in customer relationship intangibles. At December 31, 2023, other intangibles assets were $43.3 million, consisting of $41.2 million in core deposit intangibles and $2.1 million in customer relationship intangibles. The following table summarizes the change in the balances of core deposit and customer relationship intangible assets, and the related accumulated amortization for the periods indicated below:

	Three Months Ended				
	Three Months Ended				
	Three Months Ended		Six Months Ended		
	March 31,				
	March 31,				
	March 31,				
		June 30,	June 30,	June 30,	June 30,
(Dollars in thousands)	(Dollars in thousands)	2024	2023	2024	2023
(Dollars in thousands)					
(Dollars in thousands)					
Gross amount of intangible assets:					
Gross amount of intangible assets:					
Gross amount of intangible assets:					
Beginning balance					
Beginning balance					
Beginning balance					
Additions due to acquisitions					
Additions due to acquisitions					
Additions due to acquisitions					
Ending balance					
Ending balance					
Ending balance					
Accumulated amortization:					
Accumulated amortization:					
Accumulated amortization:					
Beginning balance					
Beginning balance					
Beginning balance					
Amortization					
Amortization					
Amortization					
Ending balance					
Ending balance					
Ending balance					
Net intangible assets					
Net intangible assets					
Net intangible assets					

The Company amortizes core deposit intangibles and customer relationship intangibles based on the projected useful lives of the related deposits in the case of core deposit intangibles, and over the projected useful lives of the related client relationships in the case of customer relationship intangibles. The amortization periods typically range from six to eleven years. The estimated aggregate amortization expense related to our core deposit and customer relationship intangible assets for each of the next five years succeeding December 31, 2023, in order from the present, is $11.1 million, $10.0 million, $8.9 million, $7.2 million, and $4.0 million. The Company's core deposit and customer relationship intangibles are evaluated annually for impairment or more frequently if events and circumstances lead management to believe their value may not be recoverable. The Company is unaware of any events and/or circumstances that would indicate the value of customer relationship intangible assets are impaired as of March 31, 2024 June 30, 2024.

Note 8 – Subordinated Debentures

As of March 31, 2024 June 30, 2024, the Company had three subordinated notes with an aggregate carrying value of $332.0 $332.2 million and with a weighted interest rate of 5.30% 6.51%, compared to $331.8 million with a weighted interest rate of 5.31% at December 31, 2023. The increase of $159,000 $318,000 was primarily due to amortization of debt issuance costs.

The following table summarizes our outstanding subordinated debentures as of the dates indicated:

					Carrying Value						Carrying Value	
(Dollars in thousands)	(Dollars in thousands)	Stated Maturity	Current Interest Rate	Current Principal Balance	March 31, 2024	December 31, 2023	(Dollars in thousands)	Stated Maturity	Current Interest Rate	Current Principal Balance	June 30, 2024	December 31, 2023
Subordinated notes												
Subordinated notes due 2024, 5.75% per annum												
Subordinated notes due 2024, 5.75% per annum												
Subordinated notes due 2024, 5.75% per annum												
Subordinated notes due 2029, 4.875% per annum until May 15, 2024, 3-month term SOFR +2.762% thereafter												
Subordinated notes due 2030, 5.375% per annum until June 15, 2025, 3-month term SOFR +5.17% thereafter												
Total subordinated debentures												

Upon the cessation of LIBOR on June 30, 2023, the LIBOR-based benchmark rate after May 15, 2024 for our subordinated notes due 2029 transitioned to 3-month term SOFR as successor base rate plus the relevant spread adjustment.

In connection with the various issuances of subordinated notes, the Corporation obtained ratings from Kroll Bond Rating Agency ("KBRA"). KBRA assigned investment grade ratings of BBB+ and BBB for the Corporation's senior unsecured debt and subordinated debt, respectively, and a deposit and senior unsecured debt rating of A- and subordinated debt of BBB+ for the Bank. The Corporation's and Bank's ratings were reaffirmed in June 2023 May 2024 by KBRA.

For additional information on the Company's subordinated debentures, see "*Note 13 — Subordinated Debentures*" to the audited consolidated financial statements in the Company's 2023 Form 10-K.

For regulatory capital purposes, subordinated notes qualify as Tier 2 capital, subject to limitations. Per applicable Federal Reserve rules and regulations, the amount of the subordinated notes qualifying as Tier 2 regulatory capital is phased out by 20% of the original amount of the subordinated notes in each of the five years beginning on the fifth anniversary preceding the maturity date of the subordinated notes. The regulatory total capital ratios of the Company and the Bank continued to exceed regulatory minimums, inclusive of the fully phased-in capital conservation buffer.

Note 9 – Earnings Per Share

The Company's restricted stock awards contain non-forfeitable rights to dividends and therefore are considered participating securities. The Company calculates basic and diluted earnings per common share using the two-class method.

Under the two-class method, distributed and undistributed earnings allocable to participating securities are deducted from net income to determine net income allocable to common shareholders, which is then used in the numerator of both basic and diluted earnings per share calculations. Basic earnings per common share is computed by dividing net income allocable to common shareholders by the weighted average number of common shares outstanding for the reporting period, excluding outstanding participating securities. Diluted earnings per common share is computed by dividing net income allocable to common shareholders by the weighted average number of common shares outstanding over the reporting period, adjusted to include the effect of potentially dilutive common shares, but excludes awards considered participating securities. The computation of diluted earnings per common share excludes the impact of the assumed exercise or issuance of securities that would have an anti-dilutive effect.

The following tables set forth the Corporation's earnings per share calculations for the periods indicated:

		Three Months Ended	Three Months Ended			
(Dollars in thousands, except per share data)	(Dollars in thousands, except per share data)	March 31, 2024	March 31, 2023	(Dollars in thousands, except per share data)	June 30, 2024	June 30, 2023

Basic	
Net income	
Net income	
Net income	
Less: dividends and undistributed earnings allocated to participating securities	
Net income allocated to common stockholders	
Weighted average common shares outstanding	
Weighted average common shares outstanding	
Weighted average common shares outstanding	
Basic earnings per common share	
Diluted	
Diluted	
Diluted	
Net income allocated to common stockholders	
Net income allocated to common stockholders	
Net income allocated to common stockholders	
Weighted average common shares outstanding	
Weighted average common shares outstanding	
Weighted average common shares outstanding	
Dilutive effect of share-based compensation	
Weighted average diluted common shares	
Weighted average diluted common shares	
Weighted average diluted common shares	
Diluted earnings per common share	

	Six Months Ended	
(Dollars in thousands, except per share data)	**June 30, 2024**	**June 30, 2023**
Basic		
Net income	$ 88,930	$ 120,198
Less: dividends and undistributed earnings allocated to participating securities	(1,570)	(1,829)
Net income allocated to common stockholders	$ 87,360	$ 118,369
Weighted average common shares outstanding	94,489,230	94,012,799
Basic earnings per common share	$ 0.92	$ 1.26
Diluted		
Net income allocated to common stockholders	$ 87,360	$ 118,369
Weighted average common shares outstanding	94,489,230	94,012,799
Dilutive effect of share-based compensation	108,329	179,542
Weighted average diluted common shares	94,597,559	94,192,341
Diluted earnings per common share	$ 0.92	$ 1.26

Shares or stock options are excluded from the computations of diluted earnings per share when their inclusion have an anti-dilutive effect. The dilutive impact of these securities could be included in future computations of diluted earnings per share if the market price of the common stock increases. For the three months ended March 31, 2024 June 30, 2024 and March 31, 2023 2023, there were no potential 44,647 and 151,379 weighted average common shares that were anti-dilutive. For the six months ended June 30, 2024 and 2023, there were 25,924 and 42,469 weighted average common shares that were anti-dilutive.

Note 10 – Fair Value of Financial Instruments

The fair value of an asset or liability is the exchange price that would be received to sell that asset or paid to transfer that liability (exit price) in an orderly transaction occurring in the principal market (or most advantageous market in the absence of a principal market) for such asset or liability. In estimating fair value, the Company utilizes valuation techniques that are consistent with the market approach, the income approach, and/or the cost approach. Such valuation techniques are consistently applied. Inputs to valuation techniques include the assumptions that market participants would use in pricing an asset or liability. ASC Topic 825 -

Financial Instruments, requires disclosure of the fair value of financial assets and financial liabilities, including both those financial assets and financial liabilities that are not measured and reported at fair value on a recurring basis and a non-recurring basis. The methodologies for estimating the fair value of financial assets and financial liabilities that are measured at fair value are discussed below.

In accordance with ASC Topic 820 - *Fair Value Measurement*, the Company groups its financial assets and financial liabilities measured at fair value in three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described as follows:

Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 - Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. These might include quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (such as interest rates, prepayment speeds, volatilities, etc.), or model-based valuation techniques where all significant assumptions are observable, either directly or indirectly, in the market.

Level 3 - Valuation is generated from model-based techniques where one or more significant inputs are not observable, either directly or indirectly, in the market. These unobservable assumptions reflect the Company's own estimates of assumptions that market participants would use in pricing the asset or liability. Valuation techniques may include use of matrix pricing, discounted cash flow models, and similar techniques.

Because no market exists for a significant portion of the Company's financial instruments, fair value estimates are based on judgments regarding current economic conditions, risk characteristics of various financial instruments, and other factors. These estimates are subjective in nature, and involve uncertainties and matters of significant judgment and, therefore, cannot be determined with precision. Changes in assumptions could significantly affect the fair values presented. Management uses its best judgment in estimating the fair value of the Company's financial instruments; however, there are inherent limitations in any estimation technique. While management believes the Company's valuation methodologies are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date. The Company's valuation methodologies may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values.

A financial instrument's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. Management maximizes the use of observable inputs and attempts to minimize the use of unobservable inputs when determining fair value measurements. Estimated fair values are disclosed for financial instruments for which it is practicable to estimate fair value. These estimates are made at a specific point in time based on relevant market data and information about the financial instruments. These estimates do not reflect any premium or discount that could result from offering the Company's entire holdings of a particular financial instrument for sale at one time, nor do they attempt to estimate the value of anticipated future business related to the instruments. In addition, the tax ramifications related to the realization of unrealized gains and losses can have a significant effect on fair value estimates and have not been considered in any of these estimates.

<u>Assets and Liabilities Measured at Fair Value on a Recurring Basis</u>

The following is a description of both the general and specific valuation methodologies used for certain instruments measured at fair value, as well as the general classification of these instruments pursuant to the fair value hierarchy.

AFS Investment Securities – Investment securities are generally valued based upon quotes obtained from independent third-party pricing services, which use evaluated pricing applications and model processes. Observable market inputs, such as, benchmark yields, reported trades, broker/dealer quotes, issuer spreads, two-sided markets, benchmark securities, bids, offers, and reference data are considered as part of the evaluation. The inputs are related directly to the security being evaluated, or indirectly to a similarly situated security. Market assumptions and market data are utilized in the valuation models. The Company reviews the market prices provided by the third-party pricing service for reasonableness based on the Company's understanding of the marketplace and credit issues related to the securities. The Company has not made any adjustments to the market quotes provided by them and, accordingly, the Company categorized these securities within Level 2 of the fair value hierarchy.

Equity Securities With Readily Determinable Fair Values – The Company's equity securities with readily determinable fair values consist of investments in public companies and qualify for CRA purposes. The fair value is based on the closing price on nationally recognized securities exchanges at the end of each period and classified as Level 1 of the fair value hierarchy.

Interest Rate Swaps – The Company originates a variable rate loan and enters into a variable-to-fixed interest rate swap with the customer. The Company also enters into an offsetting swap with a correspondent bank. These back-to-back swap agreements are intended to offset each other and allow the Company to originate a variable rate loan, while providing a contract for fixed interest payments for the customer. The Company also enters into interest rate swap contracts with institutional counterparties to hedge against certain fixed-rate loans. The net cash flow for the Company is equal to the interest income received from a variable rate loan originated with the customer. The fair value of these derivatives is based on a market standard discounted cash flow approach. The Company incorporates credit value adjustments on derivatives to properly reflect the respective counterparty's nonperformance risk in the fair value measurements of its derivatives. The Company has determined that the observable nature of the majority of inputs used in deriving the fair value of these derivative contracts fall within Level 2 of the fair value hierarchy, and the credit valuation adjustments are not significant to the overall valuation of its derivative financial instruments. As a result, the valuation of interest rate swaps is classified as Level 2 of the fair value hierarchy.

Equity Warrant Assets – The Company acquired equity warrant assets as a result of the acquisition of Opus. The warrants provide the Bank the right to purchase a specific number of equity shares of the underlying company's equity at a certain price before expiration and contain net settlement terms qualifying as derivatives under ASC Topic 815 - *Derivatives and Hedging*. The fair value of equity warrant assets is determined using a Black-Scholes option pricing model and are classified as Level 3 within the fair value hierarchy due to the extent of unobservable inputs. The key assumptions used in determining the fair value include the exercise price of the warrants, valuation of the underlying entity's outstanding stock, expected term, risk-free interest rate, marketability discount for private company warrants, and price volatility. During 2023, the equity warrant assets were either settled or written off as the warrants were determined to not be exercisable until the underlying company's fair market value is greater than the value established in the warrant agreement.

Foreign Exchange Contracts – The Company enters into foreign exchange contracts to accommodate the business needs of its customers. The Company also enters into offsetting contracts with institutional counterparties to mitigate the Company's foreign exchange exposure with its customers, or enters into bilateral collateral and master netting agreements with certain customer counterparties to manage its credit exposure. The Company measures the fair value of foreign exchange contracts based on quoted prices for identical instruments in active markets, a Level 1 measurement.

The following fair value hierarchy table presents information about the Company's financial assets and liabilities measured at fair value on a recurring basis at the dates indicated:

	March 31, 2024		June 30, 2024	
	Fair Value Measurement Using		Fair Value Measurement Using	
(Dollars in thousands)		Total Fair Value		Total Fair Value
Financial assets				
Financial assets				
Financial assets				
AFS investment securities:				
AFS investment securities:				
AFS investment securities:				
U.S. Treasury				
Agency				
Corporate				
Collateralized mortgage obligations				
Collateralized mortgage obligations				
Collateralized mortgage obligations				
Total AFS investment securities				
Total AFS investment securities				
Total AFS investment securities				
Equity securities				
Equity securities				
Equity securities				
Derivative assets:				
Derivative assets:				
Derivative assets:				
Foreign exchange contracts				
Foreign exchange contracts				
Foreign exchange contracts				
Interest rate swaps (1)				
Total derivative assets				
Total derivative assets				
Total derivative assets				
Financial liabilities				
Financial liabilities				
Financial liabilities				
Derivative liabilities:				
Derivative liabilities:				

Derivative liabilities:				
Interest rate swaps				
Interest rate swaps				
Interest rate swaps				
Total derivative liabilities				

(1) Represents amounts after the application of variation margin payments as settlements with central counterparties, where applicable. See *Note 11 – Derivative Instruments* for additional information.

	December 31, 2023			
	Fair Value Measurement Using			
(Dollars in thousands)	Level 1	Level 2	Level 3	Total Fair Value
Financial assets				
AFS investment securities:				
U.S. Treasury	$ —	$ 539,256	$ —	$ 539,256
Agency	—	1,868	—	1,868
Corporate	—	446,343	—	446,343
Collateralized mortgage obligations	—	152,604	—	152,604
Total AFS investment securities	$ —	$ 1,140,071	$ —	$ 1,140,071
Equity securities	$ 759	$ —	$ —	$ 759
Derivative assets:				
Foreign exchange contracts	$ 1	$ —	$ —	$ 1
Interest rate swaps (1)	—	5,643	—	5,643
Total derivative assets	$ 1	$ 5,643	$ —	$ 5,644
Financial liabilities				
Derivative liabilities:				
Foreign exchange	$ 10	$ —	$ —	$ 10
Interest rate swaps	—	10,705	—	10,705
Total derivative liabilities	$ 10	$ 10,705	$ —	$ 10,715

(1) Represents amounts after the application of variation margin payments as settlements with central counterparties, where applicable. See *Note 11 – Derivative Instruments* for additional information.

The following table is a reconciliation of the fair value of the equity warrants that are classified as Level 3 and measured on a recurring basis as of:

	Three Months Ended				
	Three Months Ended				
	Three Months Ended	Six Months Ended			
	March 31,				
	March 31,				
	March 31,				
(Dollars in thousands)					
(Dollars in thousands)					
		June 30,	June 30,	June 30,	June 30,
(Dollars in thousands)	(Dollars in thousands)	2024	2023	2024	2023
Beginning balance					
Beginning balance					
Beginning balance					
Change in fair value (1)					
Change in fair value (1)					
Change in fair value (1)					
Net exercise					

Net exercise
Net exercise
Ending balance
Ending balance
Ending balance

(1) The changes in fair value are included in other income on the consolidated statement of income.

Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis

Individually Evaluated Loans – A loan is individually evaluated for expected credit losses when it is probable that payment of interest and principal will not be made in accordance with the contractual terms of the loan agreement and it does not share similar risk characteristics with other loans. Individually evaluated loans are measured at fair value when they are deemed collateral dependent. Fair value on such loans is measured based on the underlying collateral. Collateral generally consists of accounts receivable, inventory, fixed assets, real estate, and cash. The Company measures impairment on all individually evaluated loans for which it has reduced the principal balance to the value of the underlying collateral less the anticipated selling costs.

Other Real Estate Owned – OREO is initially recorded at the fair value less estimated costs to sell at the date of transfer. This amount becomes the property's new basis. Any fair value adjustments based on the property's fair value less estimated costs to sell at the date of acquisition are charged to the allowance for credit losses.

The fair value of individually evaluated collateral dependent loans and OREO were determined using Level 3 assumptions, and represents individually evaluated loan for which a specific reserve has been established or on which a write down has been taken. For real estate loans, generally, the Company obtains third party appraisals (or property valuations) and/or collateral audits in conjunction with internal analysis based on historical experience on its individually evaluated loans to determine fair value. In determining the net realizable value of the underlying collateral for individually evaluated loans and OREO, the Company then discounts the valuation to cover both market price fluctuations and selling costs, typically ranging from 7% to 10% of the collateral value, that the Company expects would be incurred in the event of foreclosure. In addition to the discounts taken, the Company's calculation of net realizable value considered any other senior liens in place on the underlying collateral. For non-real estate loans, fair value of the loan's collateral may be determined using an appraisal, net book value per the borrower's financial statements, or aging reports, adjusted or discounted based on management's historical knowledge, changes in market conditions, and management's expertise and knowledge of the client and client's business.

At March 31, 2024 June 30, 2024, the Company's individually evaluated collateral dependent loans were evaluated based on the fair value of their underlying collateral based upon the most recent appraisals available to management. The Company completed partial charge-offs on certain individually evaluated loans based on recent real estate or property appraisals and recorded the related reserves where applicable during the three six months ended March 31, 2024 June 30, 2024.

The following table presents our assets measured at fair value on a nonrecurring basis at the dates indicated. The total fair value of our assets measured at fair value on a nonrecurring basis was zero as of June 30, 2024.

(Dollars in thousands)	Fair Value Measurement Using			Total
March 31, 2024	**Level 1**	**Level 2**	**Level 3**	**Fair Value**
Financial assets				
Collateral dependent loans	$ —	$ —	$ 3,923	$ 3,923
Total assets	$ —	$ —	$ 3,923	$ 3,923

(Dollars in thousands)	Fair Value Measurement Using	Total
December 31, 2023		**Fair Value**
Financial assets		
Financial assets		
Financial assets		
Collateral dependent loans		
Other real estate owned		
Total assets		

The following table presents quantitative information about Level 3 fair value measurements for assets measured at fair value on a nonrecurring basis at the dates indicated.

	Range

(Dollars in thousands)	Fair Value	Valuation Technique(s)	Unobservable Input(s)	Min	Max	Weighted Average
March 31, 2024						
Investor loans secured by real estate						
CRE non-owner-occupied	$ 3,852	Fair value of collateral	Cost to sell	10.00%	10.00%	10.00%
SBA secured by real estate (1)	71	Fair value of collateral	Cost to sell	10.00%	10.00%	10.00%
Total individually evaluated loans	3,923					
Total assets	$ 3,923					

(Dollars in thousands)	Fair Value		Valuation Technique(s)	Unobservable Input(s)	Range Min	Max	Weighted Average				
December 31, 2023											
Investor loans secured by real estate											
Investor loans secured by real estate											
Investor loans secured by real estate											
SBA secured by real estate (1)											
SBA secured by real estate (1)											
SBA secured by real estate (1)	$ 419	Fair value of collateral	Fair value of collateral	Cost to sell		10.00%	$ 419	Fair value of collateral	Fair value of collateral	Cost to sell	10.00%
Commercial loans											
Commercial loans											
Commercial loans											
Commercial and industrial											
Commercial and industrial											
Commercial and industrial	1,150	Fair value of collateral	Fair value of collateral	Cost to sell		7.00%	1,150	Fair value of collateral	Fair value of collateral	Cost to sell	7.00%
Total individually evaluated loans											
Total individually evaluated loans											
Total individually evaluated loans											
Other real estate owned											
Other real estate owned											
Other real estate owned	248	Fair value of property	Fair value of property	Cost to sell		10.00%	248	Fair value of property	Fair value of property	Cost to sell	10.00%
Total assets											

(1) SBA loans that are collateralized by hotel/motel real property.

Fair Values of Financial Instruments

The fair value estimates presented herein are based on pertinent information available to management as of the dates indicated, representing an exit price.

(Dollars in thousands)	(Dollars in thousands)	March 31, 2024 Carrying Amount	Level 1	Level 2	Level 3	Estimated Fair Value	(Dollars in thousands)	June 30, 2024 Carrying Amount	Level 1	Level 2	Level 3	Estimated Fair Value
Assets	**Assets**				**Assets**							
Cash and cash equivalents												

Interest-bearing time deposits with financial institutions
HTM investment securities
AFS investment securities
Equity securities
Loans held for investment, net
Loans held for investment, net
Loans held for sale
Loans held for investment, net
Derivative assets (1)
Accrued interest receivable
Accrued interest receivable
Accrued interest receivable
Liabilities
Liabilities
Liabilities
Deposit accounts
FHLB advances
Subordinated debentures
Subordinated debentures
Subordinated debentures
Derivative liabilities
Accrued interest payable

(1) Represents amounts after the application of variation margin payments as settlements with central counterparties, where applicable. See *Note 11 – Derivative Instruments* for additional information.

	December 31, 2023				
(Dollars in thousands)	Carrying Amount	Level 1	Level 2	Level 3	Estimated Fair Value
Assets					
Cash and cash equivalents	$ 936,473	$ 936,473	$ —	$ —	$ 936,473
Interest-bearing time deposits with financial institutions	995	995	—	—	995
HTM investment securities	1,729,541	—	1,485,506	—	1,485,506
AFS investment securities	1,140,071	—	1,140,071	—	1,140,071
Equity securities	759	759	—	—	759
Loans held for investment, net	13,289,020	—	—	12,562,323	12,562,323
Derivative assets (1)	5,644	1	5,643	—	5,644
Accrued interest receivable	68,516	—	68,516	—	68,516
Liabilities					
Deposit accounts	$ 14,995,626	$ —	$ 15,003,769	$ —	$ 15,003,769
FHLB advances	600,000	—	592,480	—	592,480
Subordinated debentures	331,842	—	320,687	—	320,687
Derivative liabilities	10,715	10	10,705	—	10,715
Accrued interest payable	18,671	—	18,671	—	18,671

(1) Represents amounts after the application of variation margin payments as settlements with central counterparties, where applicable. See *Note 11 – Derivative Instruments* for additional information.

Note 11 – Derivative Instruments

The Company uses derivative instruments to manage its exposure to market risks, including interest rate risk, and to assist customers with their risk management objectives. The Company designates certain derivatives as hedging instruments in a qualifying hedge accounting relationship, while other derivatives serve as economic hedges that do not qualify for hedge accounting.

Derivatives Designated as Hedging Instruments

Fair Value Hedges – The Company is exposed to changes in the fair value of fixed-rate assets due to changes in benchmark interest rates. The Company entered into pay-fixed and receive-floating interest rate swaps associated with certain fixed rate loans, primarily multifamily and commercial real estate loans, to manage its exposure to changes in fair value on these instruments attributable to changes in the designated SOFR benchmark interest rate. These interest rate swaps are designated as fair value hedges using the portfolio layer method. The Company receives variable-rate interest payments in exchange for making fixed-rate payments over the lives of the contracts without exchanging the notional amounts. The fair value hedges are recorded as components of other assets and other liabilities in the Company's consolidated statements of financial condition. The gain or loss on these derivatives, as well as the offsetting loss or gain on the hedged items attributable to the hedged risk, are recognized consistent with the classification of the hedged item in interest income in the Company's consolidated statements of income. At March 31, 2024 June 30, 2024 and December 31, 2023, interest rate swaps with an aggregate notional amount of $1.35 billion and $1.35 billion respectively, were designated as fair value hedges.

The following amounts were recorded on the consolidated statement of financial condition related to cumulative basis adjustment for fair value hedges as of the dates indicated:

Line Item in the Statement of Financial Position in Which the Hedged Item is Included	Line Item in the Statement of Financial Position in Which the Hedged Item is Included	Carrying Amount of the Hedged Assets		Cumulative Amount of Fair Value Hedging Adjustment Included in the Carrying Amount of the Hedged Assets	Line Item in the Statement of Financial Position in Which the Hedged Item is Included			Carrying Amount of the Hedged Assets	Cumulative Amount of Fair Value Hedging Adjustment Included in the Carrying Amount of the Hedged Assets		
(Dollars in thousands)	(Dollars in thousands)	March 31, 2024	December 31, 2023	March 31, 2024		December 31, 2023	(Dollars in thousands)	June 30, 2024	December 31, 2023	June 30, 2024	December 31, 2023
Loans held for investment (1)											
Total											

(1) These amounts were included in the amortized cost basis of closed portfolios of loans held for investment used to designate hedging relationships in which the hedged item is the stated amount of assets in the closed portfolios anticipated to be outstanding for the designated hedge period. At March 31, 2024 June 30, 2024 and December 31, 2023, the amortized cost basis of the closed portfolios used in these hedging relationships was $3.19 billion $3.13 billion and $3.25 billion, respectively, the cumulative basis adjustments associated with these hedging relationships was $(32.3) $(28.2) million and $(29.6) million, respectively, and the amounts of the designated hedged items were $1.35 billion and $1.35 billion, respectively.

Derivatives Not Designated as Hedging Instruments

Interest Rate Swap Contracts – From time to time, the Company enters into interest rate swap agreements with certain borrowers to assist them in mitigating their interest rate risk exposure associated with the loans they have with the Company. At the same time, the Company enters into identical offsetting interest rate swap agreements with another financial institution to mitigate the Company's interest rate risk exposure associated with the swap agreements it enters into with its borrowers. The Company has over-the-counter derivative instruments and centrally-cleared derivative instruments with matched terms. The fair values of these agreements are determined through a third-party valuation model used by the Company's swap advisory firm, which uses observable market data such as interest rates, prices of Eurodollar futures contracts, and market swap rates. The fair values of these swaps are recorded as components of other assets and other liabilities in the Company's consolidated statement of financial condition. Changes in the fair value of these swaps, which occur due to changes in interest rates, are recorded in the Company's statement of income as a component of noninterest income. Upon the cessation of LIBOR on June 30, 2023, our LIBOR-indexed interest rate swap contracts transitioned to SOFR as successor rate for both valuations and settlements.

Over-the-counter contracts are tailored to meet the needs of the counterparties involved and, therefore, generally contain a greater degree of credit risk and liquidity risk than centrally-cleared contracts, which have standardized terms. Although changes in the fair value of swap agreements between the Company and borrowers and the Company and other financial institutions offset each other, changes in the credit risk of these counterparties may result in a difference in the fair value of the swap agreements. Offsetting over-the-counter swap agreements the Company has with other financial institutions are collateralized with cash, and swap agreements with borrowers are secured by the collateral arrangements for the underlying loans these borrowers have with the Company. All interest rate swap agreements entered into by the Company are free-standing derivatives and are not designated as hedging instruments.

Foreign Exchange Contracts – The Company offers foreign exchange spot and forward contracts as accommodations to its customers to purchase and/or sell foreign currencies at a contractual price. In conjunction with these products the Company also enters into offsetting contracts with institutional counterparties to mitigate the Company's foreign exchange exposure with its customers, or enters into bilateral collateral and master netting agreements with certain customer counterparties to manage its credit exposure. These contracts allow the Company to offer its customers foreign exchange products while minimizing its exposure to foreign exchange rate fluctuations. These foreign exchange contracts are not designated as hedging instruments and are recorded at fair value in other assets and other liabilities in the Company's consolidated statements of financial condition. Changes in the fair value of these contracts are recorded in the Company's consolidated statements of income as a component of noninterest income.

Equity Warrant Assets – The Company acquired equity warrant assets as a result of the acquisition of Opus. The warrants provide the Bank the right to purchase a specific number of equity shares of the underlying company's equity at a certain price before expiration and contain net settlement terms qualifying as derivatives under ASC Topic 815. Changes in the fair value of the warrants are recognized as a component of noninterest income with a corresponding offset within other assets. The total fair value of the warrants held in private companies was zero in other assets as of March 31, 2024June 30, 2024 and December 31, 2023, respectively. . During 2023, the equity warrant assets were either settled or written off as the warrants were determined to not be exercisable until the underlying company's fair market value is greater than the value established in the warrant agreement.

The following tables summarize the Company's derivative instruments included in "other assets" and "other liabilities" in the consolidated statements of financial condition as of the dates indicated:

	March 31, 2024			
	Derivative Assets		Derivative Liabilities	
(Dollars in thousands)	Notional	Fair Value	Notional	Fair Value
Derivative instruments designated as hedging instruments:				
Fair value hedge - interest rate swap contracts	$ 900,000	$ 34,461	$ 450,000	$ 461
Total derivative designated as hedging instruments	900,000	34,461	450,000	461
Derivative instruments not designated as hedging instruments:				
Foreign exchange contracts	475	8	56	—
Interest rate swaps contracts	102,428	11,899	102,428	11,908
Total derivative not designated as hedging instruments	102,903	11,907	102,484	11,908
Total derivatives	$ 1,002,903	46,368	$ 552,484	12,369
Netting adjustments - cleared positions (1)		39,872		350
Total derivatives in the Statement of Financial Condition		$ 6,496		$ 12,019

(1) Netting adjustments represents the variation margin payments that are considered legal settlements of derivative exposure and applied to net the fair value of the respective derivative contracts in accordance with the applicable accounting guidance on the settle-to-market rule for cleared derivatives.

	June 30, 2024			
	Derivative Assets		Derivative Liabilities	
(Dollars in thousands)	Notional	Fair Value	Notional	Fair Value
Derivative instruments designated as hedging instruments:				
Fair value hedge - interest rate swap contracts	$ 1,050,000	$ 29,590	$ 300,000	$ 21
Total derivative designated as hedging instruments	1,050,000	29,590	300,000	21
Derivative instruments not designated as hedging instruments:				
Foreign exchange contracts	171	4	55	—
Interest rate swaps contracts	100,878	11,938	100,878	11,947
Total derivative not designated as hedging instruments	101,049	11,942	100,933	11,947
Total derivatives	$ 1,151,049	41,532	$ 400,933	11,968
Netting adjustments - cleared positions (1)		35,106		(19)
Total derivatives in the Statement of Financial Condition		$ 6,426		$ 11,987

	December 31, 2023			
	Derivative Assets		Derivative Liabilities	
(Dollars in thousands)	Notional	Fair Value	Notional	Fair Value
Derivative instruments designated as hedging instruments:				
Fair value hedge - interest rate swap contracts	$ 600,000	$ 34,541	$ 750,000	$ 3,184
Total derivative designated as hedging instruments	600,000	34,541	750,000	3,184
Derivative instruments not designated as hedging instruments:				
Foreign exchange contracts	19	1	410	10
Interest rate swaps contracts	103,954	10,397	103,954	10,409
Total derivative not designated as hedging instruments	103,973	10,398	104,364	10,419
Total derivatives	$ 703,973	$ 44,939	$ 854,364	$ 13,603

Netting adjustments - cleared positions (1)		39,295		2,888
Total derivatives in the Statement of Financial Condition	$	5,644	$	10,715

(1) Netting adjustments represents the variation margin payments that are considered legal settlements of derivative exposure and applied to net the fair value of the respective derivative contracts in accordance with the applicable accounting guidance on the settle-to-market rule for cleared derivatives.

The following table presents the effect of fair value hedge accounting on the consolidated statements of income:

			Three Months Ended		Six Months Ended	
			Three Months Ended			
			Three Months Ended			
(Dollars in thousands)						
(Dollars in thousands)						
(Dollars in thousands)	(Dollars in thousands)	Location of Gain (Loss) Recognized in Income on Derivative Instruments	June 30, 2024	June 30, 2023	June 30, 2024	June 30, 2023
Gain (loss) on fair value hedging relationships:						
Gain (loss) on fair value hedging relationships:						
Gain (loss) on fair value hedging relationships:						
Hedged items						
Hedged items						
Hedged items						
Derivatives designated as hedging instruments						
Derivatives designated as hedging instruments						
Derivatives designated as hedging instruments						

The following table summarizes the effect of the derivatives not designated as hedging instruments in the consolidated statements of income.

			Three Months Ended		Six Months Ended	
(Dollars in thousands)	(Dollars in thousands)					
(Dollars in thousands)						
(Dollars in thousands)						
Derivatives Not Designated as Hedging Instruments:						
Derivatives Not Designated as Hedging Instruments:						
Derivatives Not Designated as Hedging Instruments:	**Derivatives Not Designated as Hedging Instruments:**	**Location of Gain (Loss) Recognized in Income on Derivative Instruments**	**June 30, 2024**	**June 30, 2023**	**June 30, 2024**	**June 30, 2023**
Foreign exchange contracts						
Foreign exchange contracts						
Foreign exchange contracts						
Interest rate products						
Interest rate products						
Interest rate products						
Equity warrants						
Equity warrants						
Equity warrants						
Total						
Total						
Total						

Note 12 – Balance Sheet Offsetting

Derivative financial instruments may be eligible for offset in the consolidated statements of financial condition, such as those subject to enforceable master netting arrangements or a similar agreement. Under these agreements, the Company has the right to net settle multiple contracts with the same counterparty. The Company offers an interest rate swap product to qualified customers, which are then paired with derivative contracts the Company enters into with a counterparty bank. While derivative contracts entered into with counterparty banks may be subject to enforceable master netting agreements, derivative contracts with customers may not be subject to enforceable master netting arrangements. With regard to derivative contracts not centrally cleared through a clearinghouse, regulations require collateral to be posted by the party with a net liability position. Parties to a centrally cleared over-the-counter derivative exchange daily payments that reflect the daily change in the value of the derivative. These payments are commonly referred to as variation margin and are treated as settlements of derivative exposure rather than as collateral. The gross amounts of derivative assets and liabilities for derivative contracts cleared through certain central clearing parties are reported at the fair value of the respective derivative contracts net of the variation margin payments, where applicable.

Financial instruments that are eligible for offset in the consolidated statements of financial condition as of the periods indicated are presented below:

(Dollars in thousands)	Gross Amounts Recognized (1)	Gross Amounts Recognized (1)	Gross Amounts Offset in the Consolidated Statements of Financial Condition	Net Amounts Presented in the Consolidated Statements of Financial Condition	Gross Amounts Not Offset in the Consolidated Statements of Financial Condition	Net Amount	Gross Amounts Recognized (1)	Gross Amounts Offset in the Consolidated Statements of Financial Condition	Net Amounts Presented in the Consolidated Statements of Financial Condition	Gross Amounts Not Offset in the Consolidated Statements of Financial Condition	Net Amount
March 31, 2024											
March 31, 2024											
March 31, 2024											
June 30, 2024											
June 30, 2024											
June 30, 2024											
Derivative assets:											
Derivative assets:											
Derivative assets:											
Interest rate swaps											
Interest rate swaps											
Interest rate swaps											
Total											
Derivative liabilities:											
Derivative liabilities:											
Derivative liabilities:											
Interest rate swaps											
Interest rate swaps											
Interest rate swaps											
Total											
December 31, 2023											
Derivative assets:											
Interest rate swaps	$ 5,643	$ —	$ 5,643	$ —	$ (4,610)	$ 1,033					
Total	$ 5,643	$ —	$ 5,643	$ —	$ (4,610)	$ 1,033					
Derivative liabilities:											
Interest rate swaps	$ 10,705	$ —	$ 10,705	$ —	$ —	$ 10,705					
Total	$ 10,705	$ —	$ 10,705	$ —	$ —	$ 10,705					

(1) Represents amounts after the application of variation margin payments as settlements with central counterparties, where applicable.

(2) Represents the fair value of securities pledged with counterparty bank.

(3) Represents cash collateral received from or pledged with counterparty bank. Amounts are limited to the derivative asset or liability balance and, accordingly, do not include excess collateral, if any, received or pledged.

Note 13 – Variable Interest Entities

The Company is involved with VIEs through its loan securitization activities and affordable housing investments that qualify for the low-income housing tax credit ("LIHTC"). The Company has determined that its interests in these entities meet the definition of variable interests.

As of March 31, 2024 June 30, 2024 and December 31, 2023, the Company determined it was not the primary beneficiary of the VIEs and did not consolidate its interests in VIEs. The following table provides a summary of the carrying amount of assets and liabilities in the Company's consolidated statements of financial condition and maximum exposure to loss as of March 31, 2024 June 30, 2024 and December 31, 2023 that relate to variable interests in non-consolidated VIEs.

			March 31, 2024			December 31, 2023								
			June 30, 2024			December 31, 2023								
(Dollars in thousands)	(Dollars in thousands)	Maximum Loss	Assets	Liabilities	Maximum Loss	Assets	Liabilities	(Dollars in thousands)	Maximum Loss	Assets	Liabilities	Maximum Loss	Assets	Liabilities
Multifamily loan securitization:														
Investment securities (1)														
Investment securities (1)														
Investment securities (1)														
Reimbursement obligation (2)														
Affordable housing partnership:														
Other investments (3)														
Other investments (3)														
Other investments (3)														
Unfunded equity commitments (2)														
Total														
Total														
Total														

(1) Included in investment securities AFS on the consolidated statement of financial condition.

(2) Included in accrued expenses and other liabilities on the consolidated statement of financial condition.

(3) Included in other assets on the consolidated statement of financial condition.

Multifamily Loan Securitization

With respect to the securitization transaction with Freddie Mac discussed in *Note 5 – Loans Held for Investment*, the Company's variable interests reside with the underlying Freddie Mac-issued guaranteed, structured pass-through certificates that were held as AFS investment securities at fair value as of March 31, 2024 June 30, 2024. Additionally, the Company has variable interests through a reimbursement agreement executed by Freddie Mac that obligates the Company to reimburse Freddie Mac for any defaulted contractual principal and interest payments identified after the ultimate resolution of the defaulted loans. Such reimbursement obligations are not to exceed 10% of the original principal amount of the loans comprising the securitization pool.

As part of the securitization transaction, the Company released all servicing obligations and rights to Freddie Mac who was designated as the Master Servicer. In its capacity as Master Servicer, Freddie Mac can terminate the Company's role as sub-servicer and direct such responsibilities accordingly. In evaluating our variable interests and continuing involvement in the VIE, we determined that we do not have the power to make significant decisions or direct the activities that most significantly impact the economic performance of the VIE's assets and liabilities. As sub-servicer of the loans, the Company does not have the authority to make significant decisions that influence the value of the VIE's net assets and, therefore, the Company is not the primary beneficiary of the VIE. As a result, we determined that the VIE associated with the multifamily securitization should not be included in the consolidated financial statements of the Company.

We believe that our maximum exposure to loss as a result of our involvement with the VIE associated with the securitization is the carrying value of the investment securities issued by Freddie Mac and purchased by the Company. Additionally, our maximum exposure to loss under the reimbursement agreement executed with Freddie Mac is 10% of the original principal amount of the loans comprising the securitization pool, or $50.9 million. However, as the total outstanding principal amount of the underlying loans decreased below the aforementioned threshold, the maximum exposure declined to the total outstanding principal amount of the underlying loans of $47.6 million $44.2 million at March 31, 2024 June 30, 2024 and $48.0 million $48.0 million at December 31, 2023. Based upon our analysis of quantitative and qualitative data over the underlying loans included in the securitization pool, as of March 31, 2024 June 30, 2024 and December 31, 2023, our reserve for estimated losses with respect to the reimbursement obligation was $345,000.

Investments in Qualified Affordable Housing Partnerships

The Company has variable interests through its affordable housing partnership investments. These investments are fundamentally designed to provide a return through the generation of income tax credits and other income tax benefits. The Company has evaluated its involvement with the low-income housing projects and determined it does not have the ability to exercise significant influence over or participate in the decision-making activities related to the management of the projects, and therefore, is not the primary beneficiary, and does not consolidate these interests.

The Company's maximum exposure to loss, exclusive of any potential realization of tax credits, is equal to the commitments invested, adjusted for amortization. The amount of unfunded commitments was included in the investments recognized as assets with a corresponding liability. The preceding table summarizes the amount of tax credit investments held as assets, the amount of unfunded commitments recognized as liabilities, and the maximum exposure to loss as of March 31, 2024 June 30, 2024 and December 31, 2023, respectively.

Note 14 – Tax Equity Investments

The Company makes investments in the equity of certain limited partnerships or limited liability companies that typically qualify for credit under the Community Reinvestment Act. Certain of these equity investments are associated with affordable housing projects that generate LIHTC and other income tax benefits for the Company.

The Company typically accounts for tax equity investments using the proportional amortization method, if certain criteria are met. The election to account for tax equity investments using the proportional amortization method is done so on a tax credit program-by-tax credit program basis. Under the proportional amortization method, the Company amortizes the initial cost of the investment, which is inclusive of any commitments to make future equity contributions, in proportion to the income tax credits and other income tax benefits that are allocated to the Company over the period of the investment. The net benefits of these investments, which are comprised of income tax credits and operating loss income tax benefits, net of investment amortization, are recognized in the income statement as a component of income tax expense. At March 31, 2024 June 30, 2024 and December 31, 2023, the carrying value of these investments was $85.4 million $81.9 million and $88.8 million, respectively, and are included in other assets in the consolidated statements of financial position.

As of March 31, 2024 June 30, 2024, the Company's unfunded commitments associated with tax equity investments, which comprise of investments in affordable housing partnerships, were estimated to be paid as follows:

(Dollars in thousands)	(Dollars in thousands)	Amount	(Dollars in thousands)	Amount
Year Ending December 31,				
2024				
2024				
2024				
2025				
2026				
2027				
2028				
Thereafter				
Total unfunded commitments				

The following table presents income tax credits and other income tax benefits, as well as amortization expense, associated with investments in qualified affordable housing partnerships where the proportional amortization method of accounting has been applied for the periods indicated.

		Three Months Ended		Three Months Ended	Six Months Ended
		Three Months Ended			
		Three Months Ended			
		March 31,			
		March 31,			
		March 31,			
(Dollars in thousands)					
(Dollars in thousands)					
		June 30,	June 30,	June 30,	June 30,
(Dollars in thousands)	(Dollars in thousands)	2024	2023	2024	2023
Tax credit and other tax benefits recognized (1)					

Tax credit and other tax benefits recognized (1)
Tax credit and other tax benefits recognized (1)
Amortization of investments (1)
Amortization of investments (1)
Amortization of investments (1)

(1) Amounts for income tax credits and other income tax benefits, as well as amortization of investments, are included in income tax expense in the consolidated statements of income, and net change in accrued interest receivable and other assets net line item on the consolidated statements of cash flows, for the periods presented above.

During the three and six months ended June 30, 2024, non-income-tax-related income of $371,000 associated with a tax equity investment was included in other income in the consolidated statements of income as well as net change in accrued interest receivable and other assets on the consolidated statements of cash flows. There was no non-income tax related non-income-tax-related activity associated with these tax equity investments recorded outside of income tax expense for the three and six months ended March 31, 2024 and 2023, respectively. June 30, 2023. There were no impairment losses recorded on tax equity investments during the three and six months ended March 31, 2024 June 30, 2024 and 2023, respectively. 2023.

<u>Note 15 – Subsequent Events</u>

Quarterly Cash Dividend

On April 22, 2024 July 22, 2024, the Corporation's Board of Directors declared a cash dividend of $0.33 per share, payable on May 13, 2024 August 12, 2024 to stockholders of record as of May 6, 2024 August 5, 2024.

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

<u>FORWARD-LOOKING STATEMENTS</u>

All references to "we," "us," "our," "Pacific Premier," or the "Company" mean Pacific Premier Bancorp, Inc. and our consolidated subsidiaries, including Pacific Premier Bank, our primary operating subsidiary. All references to the "Bank" refer to Pacific Premier Bank. All references to the "Corporation" refer to Pacific Premier Bancorp, Inc.

This Quarterly Report on Form 10-Q contains information and statements that are considered "forward looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements represent plans, estimates, objectives, goals, guidelines, expectations, intentions, projections, and statements of our beliefs concerning future events, business plans, objectives, expected operating results, and the assumptions upon which those statements are based. Forward-looking statements include without limitation, any statement that may predict, forecast, indicate, or imply future results, performance, or achievements and are typically identified with words such as "may," "could," "should," "will," "would," "believe," "anticipate," "estimate," "expect," "intend," "plan," or words or phrases of similar meaning.

We caution that the forward-looking statements are based largely on our expectations and are subject to a number of known and unknown risks and uncertainties that are subject to change based on factors, which are, in many instances, beyond our control. Actual results, performance or achievements could differ materially from those contemplated, expressed, or implied by the forward-looking statements.

The following factors, among others, could cause our financial performance to differ materially from that expressed in such forward-looking statements:

- The strength of the United States ("U.S.") economy in general and the strength of the local economies in which we conduct operations;
- Adverse developments in the banking industry highlighted by high-profile bank failures and the potential impact of such developments on customer confidence, liquidity, and regulatory responses to these developments;
- The effects of, and changes in, trade, monetary, and fiscal policies and laws, including interest rate policies of the Board of Governors of the Federal Reserve System (the "Federal Reserve");
- Interest rate, liquidity, economic, market, credit, operational, and inflation risks associated with our business, including the speed and predictability of changes in these risks;
- Our ability to attract and retain deposits and to access other sources of liquidity, particularly in a rising or high interest rate environment, and the quality and composition of our deposits;
- Business and economic conditions generally and in the financial services industry, nationally and within our current and future geographic markets, including the tight labor market, ineffective management of the U.S. Federal budget or debt, or turbulence or uncertainty in domestic or foreign financial markets;
- The effect of acquisitions we have made or may make, including, without limitation, the failure to achieve the expected revenue growth and/or expense savings from such acquisitions, and/or the failure to effectively integrate an acquisition target into our operations;
- The timely development of competitive new products and services and the acceptance of these products and services by new and existing customers;
- Possible impairment charges to goodwill, including any impairment that may result from increased volatility in our stock price;

- The impact of changes in financial services policies, laws, and regulations, including those concerning taxes, banking, securities, and insurance, and the application thereof by regulatory bodies;
- Compliance risks, including the any increased costs of monitoring, testing, and maintaining compliance with complex laws and regulations;
- The effectiveness of our risk management framework and quantitative models;
- The effect of changes in accounting policies and practices or accounting standards, as may be adopted from time to time by bank regulatory agencies, the Securities and Exchange Commission ("SEC"), the Public Company Accounting Oversight Board ("PCAOB"), the Financial Accounting Standards Board ("FASB"), or other accounting standards setters;
- Possible credit-related impairments of securities held by us;
- Changes in the level of our nonperforming assets and charge-offs;
- The impact of governmental efforts to restructure the U.S. financial regulatory system;
- The impact of recent or future changes in Federal Deposit Insurance Corporation (the "FDIC") insurance assessment rate or the rules and regulations related to the calculation of the FDIC insurance assessment amount, including any special assessments;
- Changes in consumer spending, borrowing, and savings habits;
- The effects of concentrations in our loan portfolio, including commercial real estate, and the risks of geographic and industry concentrations;
- The possibility that we may reduce or discontinue the payments of dividends on our common stock;
- The possibility that we may discontinue, reduce, or otherwise limit the level of repurchases of our common stock we may make from time to time pursuant to our stock repurchase program;
- Changes in the financial performance and/or condition of our borrowers;
- Changes in the competitive environment among financial and bank holding companies and other financial service providers;
- Geopolitical conditions, including acts or threats of terrorism, actions taken by the U.S. or other governments in response to acts or threats of terrorism and/or military conflicts, including the war between Russia and Ukraine, Israel and Hamas, and overall tensions in the Middle East, and trade tensions, all of which could impact business and economic conditions in the U.S. and abroad;
- Public health crises and pandemics and their effects on the economic and business environments in which we operate, including on our credit quality and business operations, as well as the impact on general economic and financial market conditions;
- Cybersecurity threats and the cost of defending against them;
- Climate change, including the enhanced regulatory, compliance, credit, and reputational risks and costs;
- Natural disasters, earthquakes, fires, and severe weather;
- Unanticipated regulatory, legal, or judicial proceedings; and
- Our ability to manage the risks involved in the foregoing.

If one or more of the factors affecting our forward-looking information and statements proves incorrect, then our actual results, performance, or achievements could differ materially from those expressed in, or implied by, forward-looking information and statements contained in this Quarterly Report on Form 10-Q and other reports and registration statements filed by us with the SEC. Therefore, we caution you not to place undue reliance on our forward-looking information and statements. We will not update the forward-looking information and statements to reflect actual results or changes in the factors affecting the forward-looking information and statements. For information on the factors that could cause actual results to differ from the expectations stated in the forward-looking statements, see "Risk Factors" under Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2023 (the "2023 Form 10-K") in addition to Part II, Item 1A - Risk Factors of this Quarterly Report on Form 10-Q and other reports as filed with the SEC.

Forward-looking information and statements should not be viewed as predictions, and should not be the primary basis upon which investors evaluate us. Any investor in our common stock should consider all risks and uncertainties disclosed in our filings with the SEC, all of which are accessible on the SEC's website at http://www.sec.gov.

GENERAL

Management's discussion and analysis of financial condition and results of operations is intended to provide a better understanding of the significant changes in trends relating to the Company's financial condition, results of operations, liquidity, and capital resources. This discussion should be read in conjunction with our 2023 Form 10-K, plus the unaudited consolidated financial statements and the notes thereto appearing elsewhere in this Quarterly Report on Form 10-Q. The results for the three and six months ended March 31, 2024 June 30, 2024 are not necessarily indicative of the results expected for the year ending December 31, 2024.

The Corporation is a California-based bank holding company incorporated in 1997 in the state of Delaware and registered as a bank holding company under the Bank Holding Company Act of 1956, as amended ("BHCA"). Our wholly owned subsidiary, Pacific Premier Bank, is a California state-chartered commercial bank. The Bank was founded in 1983 as a state-chartered thrift and subsequently converted to a federally-chartered thrift in 1991. The Bank converted to a California-chartered commercial bank and became a member of the Federal Reserve System in March 2007. The Bank is also a member of the Federal Home Loan

Bank of San Francisco ("FHLB"), which is a member of the Federal Home Loan Bank System. As a bank holding company, the Corporation is subject to regulation and supervision by the Federal Reserve and the Federal Reserve Bank of San Francisco ("FRB"). The Federal Reserve may conduct examinations of bank holding companies, such as the Corporation, and its subsidiaries. The Corporation is also a bank holding company within the meaning of the California Financial Code. As such, the Corporation and its subsidiaries are subject to the supervision and examination by, and may be required to file reports with, the California Department of Financial Protection and Innovation ("DFPI").

A bank holding company, such as the Corporation, is required to serve as a source of financial strength to its subsidiary depository institutions and to commit resources to support such institutions in circumstances where it the bank holding company might not do so absent such a policy. The Federal Reserve, under the BHCA, has the authority to require a bank holding company to terminate any activity or to relinquish control of a nonbank subsidiary (other than a nonbank subsidiary of a bank) upon the Federal Reserve's determination that such activity or control constitutes a serious risk to the financial soundness and stability of any bank subsidiary of the bank holding company.

As a California state-chartered commercial bank, which is a member of the Federal Reserve, the Bank is subject to supervision, periodic examination, and regulation by the DFPI, the Federal Reserve, the Consumer Financial Protection Bureau, and the FDIC. The Bank's deposits are insured by the FDIC through the Deposit Insurance Fund. In general terms, insurance coverage is up to $250,000 per depositor for all deposit accounts. As a result of this deposit insurance function, the FDIC also has certain supervisory authority and powers over the Bank. As a California-chartered commercial bank, the Bank is also subject to certain provisions of California law.

Our corporate headquarters is located in Irvine, California. At March 31, 2024 June 30, 2024, we primarily conducted business throughout the Western Region of the United States from our 59 58 full-service depository branches located in California, Washington, Oregon, Arizona, and Nevada. Following the Snohomish branch consolidation in Washington in April 2024, the Bank operates 58 full-service depository branches. The branch consolidated was identified largely based on the proximity of neighboring branches, deposit base, transaction volume, and market opportunity to improve further the overall efficiency of operations, as well as the Bank's goals related to Fair Lending and the Community Reinvestment Act ("CRA").

In support of our organic and strategic growth strategy we have developed a variety of banking products and services within our targeted markets in the Western U.S. tailored to small- and middle-market businesses, corporations, including the owners and employees of those businesses, professionals, entrepreneurs, real estate investors, and non-profit organizations, as well as consumers in the communities we serve. Through our branches and our website, www.ppbi.com, we provide a wide array of banking products and services such as: various types of deposit accounts, digital banking, treasury management services, online bill payment, and a wide array of loan products, including commercial business loans, lines of credit, Small Business Administration ("SBA") loans, commercial real estate ("CRE") loans, agribusiness loans, quick-service restaurant ("QSR") franchise lending, home equity lines of credit, and construction loans throughout the Western U.S. in major metropolitan markets within Arizona, California, Nevada, Oregon, and Washington. We also offer enhanced nationwide specialty banking products and services for Homeowners' Associations ("HOA") and HOA management companies, as well as experienced owner-operator franchisees in the QSR industry. Our specialty products and services offerings include commercial escrow and exchange services through our Commerce Escrow division, which provides a variety of real-property and non-real property escrow services, including the facilitation of Section 1031 of the Internal Revenue Code, as well as custodial services through our Pacific Premier Trust division for clients with alternative assets held in qualified self-directed IRA accounts as well as certain accounts that do not qualify as IRAs pursuant to the Internal Revenue Code.

The Bank funds its lending and investment activities with retail and commercial deposits obtained through its branches, advances from the FHLB, lines of credit, and wholesale and brokered certificates of deposit.

Our principal source of income is the net spread between interest earned on loans and investments and the interest costs associated with deposits and borrowings used to finance the loan and investment portfolios. Additionally, the Bank generates fee income from loan and investment sales, and various products and services offered to depository, loan, escrow, and IRA custodial clients.

RECENT DEVELOPMENTS

While economic conditions have generally been favorable with lower levels of unemployment and increased Recent data in financial markets suggested that U.S. economic activity has expanded modestly so far in 2024 and unemployment remains low. While consumer price inflation is below where it was in prior years, inflation remains above the strong demand for goods and services in recent years have contributed to higher prices for goods and services in the U.S. economy, including within the Company's market area. These inflationary pressures persisted in recent years and into 2024, resulting in higher costs for consumers and businesses. Federal Open Market Committee's ("FOMC") 2% target. To address the persistent levels level of inflation, the Federal Open Market Committee ("FOMC") FOMC has taken steps since March 2022 to tighten monetary policy through increases to the federal funds rate, as well as by reducing the size of the Federal Reserve's balance sheet. The FOMC has stated that it remains committed to monetary policy measures that are designed to bring inflation down. While increases in interest rates have generally resulted in higher levels of interest income for the banking industry, interest expense has also increased due to competition for deposits and higher borrowing costs associated with wholesale funding. Higher interest rates may also reduce economic activity overall or result in recessionary conditions in future periods. Economic data indicates that the pace of inflation has moderated in recent quarters. However, inflation remains above FOMC's 2% target. The full extent of economic pressures associated with inflation, the labor market strength, the measures taken by the FOMC and the possibility that the FOMC could maintain high interest rates longer than anticipated, and the potential for reduced economic activity on the Company's business are uncertain. Should these persist, we anticipate it could have an impact on the following:

- *Loan growth and interest income* - High interest rates may constrain our lending growth. If economic activity begins to wane, it may have an impact on our borrowers, the businesses they operate, and their financial condition. Our borrowers may have less demand for credit needed to invest in and expand their businesses, as well as less demand for real estate and consumer loans. Such factors would place pressure on the level of interest-earning assets, which may negatively impact our interest income.

- *Credit quality* - Should there be a decline in economic activity, the markets we serve could experience increases in unemployment, declines in consumer confidence, and a reluctance on the part of businesses to invest in and expand their operations, among other things. Such factors may result in weakened economic conditions, place strain on our borrowers, and ultimately impact the credit quality of our loan portfolio. We expect this could result in increases in the level of past due, nonaccrual, and classified loans, as well as higher net charge-offs. While economic conditions have generally been favorable thus far, notwithstanding higher levels of inflation, there can be no assurance favorable economic conditions will continue. In addition, a higher interest rate environment impacts the ability of our borrowers with adjustable rate loans to meet their debt service requirements. As such, should we experience future deterioration in the credit quality of our loan portfolio, it may contribute to the need for additional provisions for credit losses. Higher interest rates may also lower the rate of return on commercial real estate values that could result in higher charge offs and provision for credit losses.

- *Allowance for Credit Losses ("ACL")* - The Company is required to record credit losses on certain financial assets in accordance with the Current Expected Credit Loss ("CECL") model as stipulated under ASC 326, which is highly dependent upon expectations of future economic conditions and requires management judgment. Should expectations of future economic conditions deteriorate, the Company may be required to increase the ACL through additional provisions for credit losses.

- *Impairment charges* - If economic conditions deteriorate or headwinds within the banking industry persist, it could adversely impact the Company's operating results and/or the value of certain of our assets. As a result, the Company may be required to write-down the value of certain assets such as goodwill, intangible assets, or deferred tax assets when there is evidence to suggest their value has become impaired or will not be realizable at a future date.

- *Accumulated other comprehensive income (loss)* - Unrealized gains and losses on available-for-sale ("AFS") investment securities are recognized in stockholders' equity, net of tax, as accumulated other comprehensive income (loss). If economic conditions deteriorate, and/or if interest rates continue to increase or remain high, the valuation of the Company's AFS investment securities could continue to be negatively impacted, which may lead to increases in other comprehensive loss, the potential for credit losses, decreases to the Company's stockholders' equity, and declines in the Company's tangible book value per share. For additional information, see *"Non-GAAP measures"* presented under *Item 2 - Management's Discussion and Analysis of Financial Condition and Results of Operations*. The Company's held-to-maturity ("HTM") investment securities are carried at amortized cost and changes in fair value are not recorded, however increases in interest rates may decrease the fair value of the Company's HTM investment securities and increase the unrecognized losses embedded in these securities.

- *Deposits and deposit costs* - Given the expectation in the near-term for interest rates to remain elevated through restrictive monetary policy, it is likely that deposit costs will continue to increase. In connection with increase and the high-profile bank failures observed in the first half of 2023, if competition for deposit relationships will remain challenging. If adverse developments and significant market volatility continue in the banking sector, it may become more challenging for the Company to retain and attract deposit relationships.

- *Liquidity* - Consistent with our prudent, proactive approach to liquidity management, we may take certain actions to further enhance our liquidity, including but not limited to, increasing our FHLB borrowings, increasing our brokered deposits, or obtaining borrowing from the Federal Reserve's discount window. Additional liquidity could be obtained by liquidating loans and AFS investment securities. In the event that we liquidate AFS securities having an unrealized loss position, those losses would become realized. While the Company does not currently intend to sell HTM securities, if the Company were required to sell such securities to meet liquidity needs, it may would realize the unrecognized losses of on these securities.

The Company continues to focus on serving its customers and communities, maintaining the well-being of its employees, and executing its strategic initiatives. The Company continues to monitor the economic environment and industry conditions and will make changes as appropriate.

CRITICAL ACCOUNTING POLICIES

Management has established various accounting policies that govern the application of GAAP in the preparation of our financial statements. Certain accounting policies require management to make estimates and assumptions that involve a significant level of estimation uncertainty and are reasonably likely to have a material impact on the carrying value of certain assets and liabilities as well as the Company's results of operations, which management considers to be critical accounting policies. The estimates and assumptions management uses are based on historical experience and other factors, which management believes to be reasonable under the circumstances. Actual results could differ significantly from these estimates and assumptions, which could have a material impact on the carrying value of the Company's assets and liabilities as well as the Company's results of operations in future reporting periods. The Company's critical accounting policies consist of the allowance for credit losses on loans and off-balance sheet commitments, as well as goodwill. Please see *Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations* in the Company's 2023 Form 10-K for additional discussion concerning these critical accounting policies. Also, our significant accounting policies are described in *Note 1. Description of Business and Summary of Significant Accounting Policies* to the audited consolidated financial statements in our 2023 Form 10-K.

NON-GAAP MEASURES

The Company uses certain non-GAAP financial measures to provide meaningful supplemental information regarding the Company’s operational performance and to enhance investors’ overall understanding of such financial performance. Generally, a non-GAAP financial measure is a numerical measure of a company’s financial performance, financial position, or cash flows that exclude (or include) amounts that are included in (or excluded from) the most directly comparable measure calculated and presented in accordance with GAAP. However, these non-GAAP financial measures are supplemental and are not a substitute for an analysis based on GAAP measures and may not be comparable to non-GAAP financial measures that may be presented by other companies.

For periods presented below, return on average assets (“ROAA”) excluding the net loss from investment securities repositioning and the FDIC special assessment is a non-GAAP financial measure derived from GAAP based amounts. We calculate this figure by excluding the net loss from investment securities repositioning during the fourth quarter of 2023, the FDIC special assessment and the related tax impact from net income. Management believes that the exclusion of such nonrecurring items from this financial measure provides useful information to gain an understanding of the operating results of our core business and a better comparison of financial performance.

		Three Months Ended						Six Months Ended			
		June 30,		March 31,		June 30,		June 30,		June 30,	
(Dollars in thousands)	(Dollars in thousands)	2024		2023		2024		2023			
(Dollars in thousands)											
(Dollars in thousands)											
Net income (loss)											
Net income (loss)											
Net income (loss)											
Less: net loss from investment securities repositioning											
Less: net loss from investment securities repositioning											
Less: net loss from investment securities repositioning											
Net income											
Add: FDIC special assessment											
Add: FDIC special assessment											
Add: FDIC special assessment											
Less: tax adjustment (1)											
Less: tax adjustment (1)											
Less: tax adjustment (1)											
Adjusted net income for average assets											
Adjusted net income for average assets											
Adjusted net income for average assets											
Average assets											
Average assets											
Average assets											
ROAA (annualized)											
ROAA (annualized)											
ROAA (annualized)		0.90	%	0.99	%	1.09	%	0.95	%	1.12	%
Adjusted ROAA (annualized)	Adjusted ROAA (annualized)	0.90	%	1.00	%	1.09	%	0.95	%	1.12	%
Adjusted ROAA (annualized)											
Adjusted ROAA (annualized)											

(1) Adjusted by statutory tax rate.

For periods presented below, return on average tangible common equity (“ROATCE”) is a non-GAAP financial measure derived from GAAP-based amounts. We calculate this figure by excluding amortization of intangible assets expense from net income and excluding the average intangible assets and average goodwill from the average stockholders' equity during the periods indicated. Management believes that the exclusion of such items from this financial measure provides useful information to gain an understanding of the operating results of our core business. The adjusted net income, adjusted return on average equity (“ROAE”), and adjusted ROATCE further exclude the nonrecurring items to provide a better comparison to the financial results of prior periods.

	Three Months Ended	Three Months Ended	Six Months Ended
	Three Months Ended		

	Three Months Ended					
	March 31,					
	March 31,					
	March 31,					
(Dollars in thousands)						
(Dollars in thousands)						
	June 30,	March 31,	June 30,	June 30,	June 30,	
(Dollars in thousands)	(Dollars in thousands)	2024	2023	2024	2023	
Net income						
Net income						
Net income						
Plus: amortization of intangible assets expense						
Plus: amortization of intangible assets expense						
Plus: amortization of intangible assets expense						
Less: tax adjustment (1)						
Less: tax adjustment (1)						
Less: tax adjustment (1)						
Net income for average tangible common equity						
Net income for average tangible common equity						
Net income for average tangible common equity						
Less: net loss from investment securities repositioning						
Less: net loss from investment securities repositioning						
Less: net loss from investment securities repositioning						
Add: FDIC special assessment						
Add: FDIC special assessment						
Add: FDIC special assessment						
Less: tax adjustment (1)						
Less: tax adjustment (1)						
Less: tax adjustment (1)						
Adjusted net income for average tangible common equity						
Adjusted net income for average tangible common equity						
Adjusted net income for average tangible common equity						
Average stockholders' equity						
Average stockholders' equity						
Average stockholders' equity						
Less: average intangible assets						
Less: average intangible assets						
Less: average intangible assets						
Less: average goodwill						
Less: average goodwill						
Less: average goodwill						
Average tangible common equity						
Average tangible common equity						
Average tangible common equity						
Add: average after-tax realized loss from investment securities repositioning						
Add: average after-tax realized loss from investment securities repositioning						

Add: average after-tax realized loss from investment securities repositioning						
Adjusted average tangible common equity						
Adjusted average tangible common equity						
Adjusted average tangible common equity						
ROAE (annualized)						
ROAE (annualized)						
ROAE (annualized)		5.76 %	6.50 %	8.11 %	6.13 %	8.49 %
Adjusted ROAE (annualized)	Adjusted ROAE (annualized)	5.75 %	6.55 %	8.11 %	6.15 %	8.49 %
Adjusted ROAE (annualized)						
Adjusted ROAE (annualized)						
ROATCE (annualized)						
ROATCE (annualized)						
ROATCE (annualized)	ROATCE (annualized)	8.92 %	10.05 %	12.66 %	9.48 %	13.27 %
Adjusted ROATCE (annualized)	Adjusted ROATCE (annualized)	8.90 %	10.13 %	12.66 %	9.51 %	13.27 %
Adjusted ROATCE (annualized)						
Adjusted ROATCE (annualized)						

(1) Amortization of intangible assets expense adjusted by statutory tax rate.

The adjusted basic earnings per common share and adjusted diluted earnings per common share are non-GAAP financial measures derived from GAAP based amounts. We calculate the adjusted basic earnings per common share by dividing net income allocable to common shareholders, excluding the net loss from investment securities repositioning during the fourth quarter of 2023, the FDIC special assessment, and the related tax impact, by the weighted average number of common shares outstanding for the reporting period, excluding outstanding participating securities. The adjusted diluted earnings per common share is computed by dividing net income allocable to common shareholders, excluding the net loss from investment securities repositioning, FDIC special assessment, and the related tax impact, by the weighted average number of diluted common shares outstanding over the reporting period, adjusted to include the effect of potentially dilutive common shares based on adjusted net income, but excludes awards considered participating securities. The computation of diluted earnings per common share excludes the impact of the assumed exercise or issuance of securities that would have an anti-dilutive effect. Management believes that the exclusion of such items from this financial measure provides useful information to gain an understanding of the operating results of our core business and a better comparison of financial performance.

	Three Months Ended		
(Dollars in thousands, except per share data)	March 31, 2024	December 31, 2023	March 31, 2023
Basic			
Net income (loss)	$ 47,025	$ (135,376)	$ 62,562
Less: dividends and undistributed earnings allocated to participating securities	(779)	(560)	(823)
Net income (loss) allocated to common stockholders	46,246	(135,936)	61,739
Less: net loss from investment securities repositioning	—	(254,065)	—
Add: FDIC special assessment	523	2,080	—
Less: tax adjustment (1)	148	72,387	—
Adjusted net income allocated to common stockholders	$ 46,621	$ 47,822	$ 61,739
Weighted average common shares outstanding	94,350,259	94,233,813	93,857,812
Basic earnings (loss) per common share	$ 0.49	$ (1.44)	$ 0.66
Adjusted basic earnings per common share	$ 0.49	$ 0.51	$ 0.66
Diluted			
Net income (loss) allocated to common stockholders	$ 46,246	$ (135,936)	$ 61,739
Less: net loss from investment securities repositioning	—	(254,065)	—
Add: FDIC special assessment	523	2,080	—
Less: tax adjustment (1)	148	72,387	—

Adjusted net income allocated to common stockholders	$ 46,621	$ 47,822	$ 61,739
Weighted average common shares outstanding	94,350,259	94,233,813	93,857,812
Dilutive effect of share-based compensation	127,096	—	324,710
Weighted average diluted common shares	94,477,355	94,233,813	94,182,522
Dilutive effect of share-based compensation	—	101,065	—
Adjusted weighted average diluted common shares	94,477,355	94,334,878	94,182,522
Diluted earnings (loss) per common share	$ 0.49	$ (1.44)	$ 0.66
Adjusted diluted earnings per common share	$ 0.49	$ 0.51	$ 0.66

(1) Adjusted by statutory tax rate

Tangible book value per share and tangible common equity to tangible assets (the “tangible common equity ratio”) are non-GAAP financial measures derived from GAAP-based amounts. We calculate tangible book value per share by dividing tangible common stockholders’ equity by shares outstanding. We calculate the tangible common equity ratio by excluding the balance of intangible assets from common stockholders’ equity and dividing by period end tangible assets, which also excludes intangible assets. We believe that this information is important to shareholders as tangible equity is a measure that is consistent with the calculation of capital for bank regulatory purposes, which excludes intangible assets from the calculation of risk-based ratios.

(Dollars in thousands)	March 31, 2024	December 31, 2023
Total stockholders’ equity	$ 2,902,801	$ 2,882,581
Less: intangible assets	941,761	944,597
Tangible common equity	$ 1,961,040	$ 1,937,984
Total assets	$ 18,813,181	$ 19,026,645
Less: intangible assets	941,761	944,597
Tangible assets	$ 17,871,420	$ 18,082,048
Tangible common equity ratio	10.97 %	10.72 %
Common shares issued and outstanding	96,459,966	95,860,092
Book value per share	$ 30.09	$ 30.07
Less: intangible book value per share	9.76	9.85
Tangible book value per share	$ 20.33	$ 20.22

(Dollars in thousands)	June 30, 2024	December 31, 2023
Total stockholders’ equity	$ 2,923,764	$ 2,882,581
Less: intangible assets	938,998	944,597
Tangible common equity	$ 1,984,766	$ 1,937,984
Total assets	$ 18,332,325	$ 19,026,645
Less: intangible assets	938,998	944,597
Tangible assets	$ 17,393,327	$ 18,082,048
Tangible common equity ratio	11.41 %	10.72 %
Common shares issued and outstanding	96,434,047	95,860,092
Book value per share	$ 30.32	$ 30.07
Less: intangible book value per share	9.74	9.85
Tangible book value per share	$ 20.58	$ 20.22

Efficiency ratio is a non-GAAP financial measure derived from GAAP-based amounts. This figure represents the ratio of noninterest expense, less amortization of intangible assets and other real estate owned operations, where applicable, to the sum of net interest income before provision for credit losses and total noninterest income less (loss) gain from investment securities, (loss) gain from other real estate owned, and gain from debt extinguishment. The adjusted efficiency ratio further excludes the FDIC special assessment to provide a better comparison to the financial results of prior periods. Management believes that the exclusion of such items from this financial measure provides useful information to gain an understanding of the operating results of our core business.

	Three Months Ended		Three Months Ended		Six Months Ended
	Three Months Ended				
	Three Months Ended				
	March 31,				
	March 31,				
	March 31,				
(Dollars in thousands)					
(Dollars in thousands)					
	June 30,	March 31,	June 30,	June 30,	June 30,
(Dollars in thousands) (Dollars in thousands)	2024	2023	2024	2023	
Total noninterest expense					
Total noninterest expense					
Total noninterest expense					
Less: amortization of intangible assets					
Less: amortization of intangible assets					
Less: amortization of intangible assets					
Less: other real estate owned operations, net					
Less: other real estate owned operations, net					
Less: other real estate owned operations, net					
Adjusted noninterest expense					
Adjusted noninterest expense					
Adjusted noninterest expense					
Less: FDIC special assessment					
Less: FDIC special assessment					
Less: FDIC special assessment					
Adjusted noninterest expense excluding FDIC special assessment					
Adjusted noninterest expense excluding FDIC special assessment					
Adjusted noninterest expense excluding FDIC special assessment					
Net interest income before provision for credit losses					
Net interest income before provision for credit losses					
Net interest income before provision for credit losses					
Add: total noninterest income					
Less: net gain from sales of investment securities					
Net interest income before provision for credit losses					
Net interest income before provision for credit losses					
Add: total noninterest income (loss)					

Add: total noninterest income (loss)										
Add: total noninterest income (loss)										
Less: net (loss) gain from sales of investment securities										
Less: net (loss) gain from sales of investment securities										
Less: net (loss) gain from sales of investment securities										
Less: net loss from other real estate owned										
Less: net loss from other real estate owned										
Less: net loss from other real estate owned										
Less: net gain from debt extinguishment										
Less: net gain from debt extinguishment										
Less: net (loss) gain from other real estate owned										
Less: net (loss) gain from other real estate owned										
Less: net (loss) gain from other real estate owned										
Less: net gain from debt extinguishment										
Adjusted revenue										
Adjusted revenue										
Adjusted revenue										
Efficiency ratio										
Efficiency ratio										
Efficiency ratio	61.3	%	60.2	%	54.1	%	60.7	%	52.9	%
Adjusted efficiency ratio excluding FDIC special assessment	61.4	%	59.8	%	54.1	%	60.6	%	52.9	%
Adjusted efficiency ratio excluding FDIC special assessment										
Adjusted efficiency ratio excluding FDIC special assessment										

Pre-provision net revenue is a non-GAAP financial measure derived from GAAP-based amounts. We calculate the pre-provision net revenue by excluding income tax and provision for credit losses from net income. The adjusted pre-provision net income further excludes the net loss from investment securities repositioning during the fourth quarter of 2023 and the FDIC special assessment to provide a better comparison of financial performance. Management believes that the exclusion of such items from this financial measure provides useful information to gain an understanding of the operating results of our core business and a better comparison to the financial results of prior periods.

	Three Months Ended		Three Months Ended		Six Months Ended
	Three Months Ended				
	Three Months Ended				
	March 31,				
	March 31,				
	March 31,				
(Dollars in thousands)					
(Dollars in thousands)	June 30,	March 31,	June 30,	June 30,	June 30,
(Dollars in thousands)	2024	2024	2023	2024	2023
Interest income					
Interest income					
Interest income					
Interest expense					

Interest expense
Interest expense
Net interest income
Net interest income
Net interest income
Noninterest income (loss)
Noninterest income (loss)
Noninterest income (loss)
Revenue (loss)
Revenue (loss)
Revenue (loss)
Noninterest expense
Noninterest expense
Noninterest income
Revenue
Noninterest expense
Pre-provision net revenue (loss)
Pre-provision net revenue
Pre-provision net revenue
Pre-provision net revenue
Pre-provision net revenue (loss)
Pre-provision net revenue (loss)
Less: net loss from investment securities repositioning
Less: net loss from investment securities repositioning
Less: net loss from investment securities repositioning
Add: FDIC special assessment
Add: FDIC special assessment
Add: FDIC special assessment
Adjusted pre-provision net revenue
Adjusted pre-provision net revenue
Adjusted pre-provision net revenue
Pre-provision net revenue (loss) (annualized)
Pre-provision net revenue (loss) (annualized)
Pre-provision net revenue (loss) (annualized)
Adjusted pre-provision net revenue (annualized)
Adjusted pre-provision net revenue (annualized)
Pre-provision net revenue (annualized)
Pre-provision net revenue (annualized)
Pre-provision net revenue (annualized)
Adjusted pre-provision net revenue (annualized)
Average assets
Average assets
Average assets
Average assets
Pre-provision net revenue (loss) to average assets
Pre-provision net revenue (loss) to average assets

Pre-provision net revenue (loss) to average assets											
Pre-provision net revenue (loss) to average assets (annualized)											
Pre-provision net revenue (loss) to average assets (annualized)											
Pre-provision net revenue (loss) to average assets (annualized)											
Adjusted pre-provision net revenue on average assets											
Adjusted pre-provision net revenue on average assets											
Pre-provision net revenue to average assets											
Pre-provision net revenue to average assets											
Pre-provision net revenue to average assets		0.31	%	0.36	%	0.38	%	0.67	%	0.79	%
Pre-provision net revenue to average assets (annualized)		1.23	%	1.43	%	1.52	%	1.33	%	1.58	%
Adjusted pre-provision net revenue on average assets	Adjusted pre-provision net revenue on average assets	0.31	%	0.36	%	0.38	%	0.67	%	0.79	%
Adjusted pre-provision net revenue on average assets (annualized)	Adjusted pre-provision net revenue on average assets (annualized)	1.22	%	1.45	%	1.52	%	1.34	%	1.58	%
Adjusted pre-provision net revenue on average assets (annualized)											
Adjusted pre-provision net revenue on average assets (annualized)											

Cost of non-maturity deposits is a non-GAAP financial measure derived from GAAP-based amounts. Cost of non-maturity deposits is calculated as the ratio of non-maturity deposit interest expense to average non-maturity deposits. We calculate non-maturity deposit interest expense by excluding interest expense for all certificates of deposit from total deposit expense, and we calculate average non-maturity deposits by excluding all certificates of deposit from total deposits. Management believes the cost of non-maturity deposits is a useful measure to assess the Company's deposit base, including its potential volatility.

		Three Months Ended		**Three Months Ended**		**Six Months Ended**
		Three Months Ended				
		Three Months Ended				
		March 31,				
		March 31,				
		March 31,				
(Dollars in thousands)						
(Dollars in thousands)						
		June 30,	**March 31,**	**June 30,**	**June 30,**	**June 30,**
(Dollars in thousands)	(Dollars in thousands)	**2024**	**2023**	**2024**	**2023**	
Total deposits interest expense						
Total deposits interest expense						
Total deposits interest expense						
Less: certificates of deposit interest expense						
Less: certificates of deposit interest expense						
Less: certificates of deposit interest expense						
Less: brokered certificates of deposit interest expense						
Less: brokered certificates of deposit interest expense						
Less: brokered certificates of deposit interest expense						
Non-maturity deposit expense						
Non-maturity deposit expense						
Non-maturity deposit expense						
Total average deposits						
Total average deposits						
Total average deposits						

Less: average certificates of deposit					
Less: average certificates of deposit					
Less: average certificates of deposit					
Less: average brokered certificates of deposit					
Less: average brokered certificates of deposit					
Less: average brokered certificates of deposit					
Average non-maturity deposits					
Average non-maturity deposits					
Average non-maturity deposits					
Cost of non-maturity deposits					
Cost of non-maturity deposits					
Cost of non-maturity deposits	1.17 %	1.06 %	0.71 %	1.12 %	0.62 %

RESULTS OF OPERATIONS

The following table presents the components of results of operations, share data, and performance ratios for the periods indicated:

	Three Months Ended			Six Months Ended	
	March 31,				
	March 31,				
	March 31,				
	June 30,	March 31,	June 30,	June 30,	June 30,
(Dollar in thousands, except per share data)	(Dollar in thousands, except per share data) 2024	2023	2024	2023	
(Dollar in thousands, except per share data)					
(Dollar in thousands, except per share data)					
Operating data					
Operating data					
Operating data					
Interest income					
Interest income					
Interest income					
Interest expense					
Interest expense					
Interest expense					
Net interest income					
Net interest income					
Net interest income					
Provision for credit losses					
Provision for credit losses					
Provision for credit losses					
Net interest income after provision for credit losses					
Net interest income after provision for credit losses					
Net interest income after provision for credit losses					
Net (loss) gain from sales of loans					
Net (loss) gain from sales of loans					
Net (loss) gain from sales of loans					
Other noninterest income (loss)					
Other noninterest income (loss)					

Other noninterest income (loss)											
Net gain from sales of loans											
Other noninterest income											
Noninterest expense											
Noninterest expense											
Noninterest expense											
Net income (loss) before income taxes											
Net income (loss) before income taxes											
Net income (loss) before income taxes											
Net income before income taxes											
Income tax expense											
Income tax expense											
Income tax expense											
Net income (loss)											
Net income (loss)											
Net income (loss)											
Pre-provision net revenue (loss) (1)											
Pre-provision net revenue (loss) (1)											
Pre-provision net revenue (loss) (1)											
Share data											
Share data											
Net income											
Pre-provision net revenue (1)											
Share data											
Earnings per share:											
Earnings per share:											
Earnings per share:											
Basic											
Basic											
Basic											
Diluted											
Diluted											
Diluted											
Diluted											
Adjusted diluted (1)											
Adjusted diluted (1)											
Adjusted diluted (1)											
Common equity dividends declared per share											
Common equity dividends declared per share											
Common equity dividends declared per share											
Dividend payout ratio (2)	Dividend payout ratio (2)	75.94	%	67.33	%	54.86	%	71.39	%	52.42	%
Dividend payout ratio (2)											
Dividend payout ratio (2)											
Book value per share											
Book value per share											
Book value per share											
Tangible book value per share (1)											
Tangible book value per share (1)											
Tangible book value per share (1)											
Performance ratios											
Performance ratios											
Performance ratios											
ROAA (3)											

ROAA (3)										
ROAA (3)	0.90	%	0.99	%	1.09	%	0.95	%	1.12	%
Adjusted ROAA (1)(3)										
Adjusted ROAA (1)(3)										
Adjusted ROAA (1)(3)										
ROAE (3)										
ROAE (3)										
ROAE (3)										
Adjusted ROAE (1)(3)										
Adjusted ROAE (1)(3)										
Adjusted ROAE (1)(3)										
ROATCE (1)(3)										
ROATCE (1)(3)										
ROATCE (1)(3)										
Adjusted ROATCE (1)(3)										
Adjusted ROATCE (1)(3)										
Adjusted ROATCE (1)(3)										
Pre-provision net revenue on average assets (1)(3)										
Pre-provision net revenue on average assets (1)(3)										
Pre-provision net revenue on average assets (1)(3)										
Adjusted pre-provision net revenue on average assets (1)(3)										
Adjusted pre-provision net revenue on average assets (1)(3)										
Adjusted pre-provision net revenue on average assets (1)(3)										
Net interest margin										
Net interest margin										
Net interest margin										
Cost of deposits										
Cost of deposits										
Cost of deposits										
Average equity to average assets										
Average equity to average assets										
Average equity to average assets										
Efficiency ratio (1)										
Efficiency ratio (1)										
Efficiency ratio (1)										
Adjusted efficiency ratio excluding FDIC special assessment (1)										
Adjusted efficiency ratio excluding FDIC special assessment (1)										
Adjusted efficiency ratio excluding FDIC special assessment (1)										

(1) Reconciliations of the non-GAAP measures are set forth in the *Non-GAAP measures* section of *Item 2 - Management's Discussion and Analysis* of *Financial Condition and Results of Operations* in this Quarterly Report on Form 10-Q.

(2) Dividend payout ratio is defined as common equity dividends declared per share divided by basic earnings per share.

(3) Ratio is annualized.

In the first second quarter of 2024, we reported net income of $47.0 million $41.9 million, or $0.49 per diluted share. This compares with a net loss of $135.4 million, or $(1.44) $0.43 per diluted share, for the fourth quarter of 2023. The increase in compared to net income was primarily due to a $260.0 million increase in noninterest income, driven primarily by the prior quarter's net loss from the sale of AFS investment securities to reposition our investment securities portfolio, and a

$137,000 decrease in noninterest expense, partially offset by a $73.9 million increase in income tax expense, a $2.2 million increase in provision for credit losses, and a $1.7 million decrease in net interest income.

Net income of $47.0 million, or $0.49 per diluted share, for the first quarter of 2024. The decrease in net income was primarily due to an $8.7 million decrease in net interest income and a $7.6 million decrease in noninterest income, partially offset by a $5.1 million decrease in noninterest expense, a $3.5 million decrease in income tax expense, and a $2.6 million decrease in the provision for credit losses.

Net income of $41.9 million, or $0.43 per diluted share, for the second quarter of 2024 compares compared to net income for the first second quarter of 2023 of $62.6 million $57.6 million, or $0.66 $0.60 per diluted share. The decrease in net income was primarily due to a $23.5 million $23.7 million decrease in net interest income and a $1.3 million increase $2.3 million decrease in noninterest income, partially offset by a $7.0 million decrease in income tax expense, a $3.1 million decrease in noninterest expense, and a $836,000 increase $234,000 decrease in the provision for credit losses, partially offset by a $5.5 million decrease in income tax expenses and a $4.6 million increase in noninterest income. losses.

For the first second quarter of 2024, the Company's ROAA was 0.99% 0.90%, ROAE was 6.50% 5.76%, and ROATCE(1) was 10.05% 8.92%, compared to (2.76)% 0.99%, (19.01)% 6.50%, and (28.01)%, respectively, for the fourth quarter of 2023, and 1.15%, 8.87%, and 13.89% 10.05%, respectively, for the first quarter of 2024, and 1.09%, 8.11%, and 12.66%, respectively, for the second quarter of 2023. For additional details, see *"Non-GAAP measures*" presented under *Item 2 - Management's Discussion and Analysis of Financial Condition and Results of Operations*.

For the six months ended June 30, 2024, we reported net income of $88.9 million, or $0.92 per diluted share, compared to net income of $120.2 million, or $1.26 per diluted share, for the six months ended June 30, 2023. The decrease in net income of $31.3 million was mostly due to the $47.2 million decrease in net interest income and a $602,000 increase in the provision for credit losses, partially offset by a $12.4 million decrease in income tax expense, a $2.3 million increase in noninterest income, and a $1.8 million decrease in noninterest expense.

For the six months ended June 30, 2024, the Company's ROAA was 0.95%, ROAE was 6.13%, and ROATCE was 9.48%, compared to 1.12%, 8.49%, and 13.27%, respectively for the six months ended June 30, 2023. For additional details, see *"Non-GAAP measures*" presented under *Item 2 - Management's Discussion and Analysis of Financial Condition and Results of Operations*.

Net Interest Income

Our primary source of revenue is net interest income, which is the difference between the interest earned on loans, investment securities, and interest-earning balances with financial institutions ("interest-earning assets") and the interest paid on deposits and borrowings ("interest-bearing liabilities"). Net interest margin is net interest income expressed as a percentage of average interest-earning assets. Net interest income is affected by changes in both interest rates and the volume of interest-earning assets and interest-bearing liabilities.

Net interest income totaled $145.1 million $136.4 million in the first second quarter of 2024, a decrease of $1.7 million $8.7 million, or 1.1% 6.0%, from the fourth first quarter of 2023. 2024. The decrease in net interest income was primarily attributable to lower average interest-earning asset loan balances and a higher cost of funds, lower interest income from fair value hedges on fixed-rate loans, and one less day of interest, partially offset by higher yields on interest-earning assets, as well as lower average wholesale/brokered CD balances and lower average borrowings, both a direct result of the Company's balance sheet repositioning in the fourth quarter of 2023. FHLB borrowings.

The net interest margin for the first second quarter of 2024 increased 11 decreased 13 basis points to 3.39% 3.26%, from 3.28% 3.39% in the prior quarter. The increase decrease was primarily due to higher yields on investment securities as a result of a full quarter's benefit from the prior quarter's securities repositioning to higher-yielding AFS Treasury securities, partially offset by a higher cost of funds. deposits, primarily money market accounts.

Net interest income for the first second quarter of 2024 decreased $23.5 million $23.7 million, or 13.9% 14.8%, compared to the first second quarter of 2023. The decrease was attributable to a higher cost of funds and lower average interest-earning asset balances, partially offset by lower average interest-bearing liabilities and higher yields on average interest-earning assets, all the result of the higher interest rate environment and the Company's Company's balance sheet management strategies to prioritize capital accumulation.

For the first six months ended 2024, net interest income decreased $47.2 million, or 14.4%, compared to the first six months ended 2023. The decrease was driven by a decrease in average interest-earning assets of $2.56 billion and a higher cost of funds, partially offset by higher average loan and investment yields and lower average interest-bearing liabilities of $1.40 billion.

The following table presents the net interest margin, average balances calculated based on daily average, interest income and yields earned on average interest-earning assets and interest expense and rates paid on average interest-bearing liabilities, and the average yield/rate by asset and liability component for the periods indicated:

	Average Balance Sheet		
	Three Months Ended		
	March 31, 2024	**December 31, 2023**	**March 31, 2023**

		June 30, 2024					March 31, 2024					June 30, 2023
(Dollars in thousands)	(Dollars in thousands)	Average Balance		Interest		Average Yield/Cost	Average Balance		Interest		Average Yield/Cost	Average Balance
Assets												
Interest-earning assets:												
Interest-earning assets:												
Interest-earning assets:												
Cash and cash equivalents	Cash and cash equivalents	$1,140,909	$	$ 13,638	4.81	4.81 %	$ 1,281,793	$	$15,744	4.87	4.87 %	$ 1,335,611
Investment securities	Investment securities	2,948,170	26,818	26,818	3.64	3.64 %	3,203,608	24,675	24,675	3.08	3.08 %	4,165,6
Loans receivable, net (1)(2)	Loans receivable, net (1)(2)	13,149,038	172,975	172,975	5.29	5.29 %	13,257,767	176,773	176,773	5.29	5.29 %	14,394,7
Total interest-earning assets	Total interest-earning assets	17,238,117	213,431	213,431	4.98	4.98 %	17,743,168	217,192	217,192	4.86	4.86 %	19,896,0
Noninterest-earning assets												
Total assets												
Total assets												
Total assets												
Liabilities and equity												
Liabilities and equity												
Liabilities and equity												
Interest-bearing deposits:												
Interest-bearing deposits:												
Interest-bearing deposits:												
Interest checking												
Interest checking												
Interest checking		$2,838,332	$	$ 9,903	1.40	1.40 %	$ 3,037,642	$	$11,170	1.46	1.46 %	$ 3,008,712
Money market	Money market	4,636,141	23,632	23,632	2.05	2.05 %	4,525,403	22,038	22,038	1.93	1.93 %	4,992,0
Savings	Savings	287,735	227	227	0.32	0.32 %	308,968	190	190	0.24	0.24 %	453,0
Retail certificates of deposit	Retail certificates of deposit	1,727,728	19,075	19,075	4.44	4.44 %	1,604,507	16,758	16,758	4.14	4.14 %	1,206,9
Wholesale/brokered certificates of deposit	Wholesale/brokered certificates of deposit	568,872	6,669	6,669	4.72	4.72 %	918,596	10,759	10,759	4.65	4.65 %	1,443,7
Total interest-bearing deposits	Total interest-bearing deposits	10,058,808	59,506	59,506	2.38	2.38 %	10,395,116	60,915	60,915	2.32	2.32 %	11,104,6
FHLB advances and other borrowings	FHLB advances and other borrowings	518,879	4,237	4,237	3.28	3.28 %	610,913	4,927	4,927	3.20	3.20 %	987,8
Subordinated debentures	Subordinated debentures	331,932	4,561	4,561	5.50	5.50 %	331,776	4,561	4,561	5.50	5.50 %	331,2
Total borrowings	Total borrowings	850,811	8,798	8,798	4.15	4.15 %	942,689	9,488	9,488	4.01	4.01 %	1,319,1
Total interest-bearing liabilities	Total interest-bearing liabilities	10,909,619	68,304	68,304	2.52	2.52 %	11,337,805	70,403	70,403	2.46	2.46 %	12,423,7
Noninterest-bearing deposits												
Other liabilities												
Other liabilities												
Other liabilities												
Total liabilities												
Total liabilities												

Total liabilities			
Stockholders' equity			
Stockholders' equity			
Stockholders' equity			
Total liabilities and equity			
Total liabilities and equity			
Total liabilities and equity			
Net interest income			
Net interest income			
Net interest income			
Net interest margin (3)			
Net interest margin (3)			
Net interest margin (3)		3.39 %	3.28
Cost of deposits (4)	Cost of deposits (4)	1.59 %	1.56
Cost of funds (5)	Cost of funds (5)	1.73 %	1.69
Cost of non-maturity deposits (6)	Cost of non-maturity deposits (6)	1.06 %	1.02 %
Ratio of interest-earning assets to interest-bearing liabilities	Ratio of interest-earning assets to interest-bearing liabilities	158.01 %	156.50 %

(1) Average balance includes loans held for sale and nonperforming loans and is net of deferred loan origination fees/costs and discounts/premiums, and the basis adjustment of certain loans included in fair value hedging relationships, where applicable.

(2) Interest income includes net discount accretion of $2.1 million $2.3 million, $2.6 million $2.1 million, and $2.5 million $2.9 million for the three months ended March 31, 2024 June 30, 2024, December 31, 2023 March 31, 2024, and March 31, 2023 June 30, 2023, respectively.

(3) Represents annualized net interest income divided by average interest-earning assets.

(4) Represents annualized interest expense on deposits divided by the sum of average interest-bearing deposits and noninterest-bearing deposits.

(5) Represents annualized total interest expense divided by the sum of average total interest-bearing liabilities and noninterest-bearing deposits.

(6) Reconciliation of the "*Non-GAAP measures*" presented under *Item 2 - Management's Discussion and Analysis of Financial Condition and Results of Operations*.

	Average Balance Sheet					
	Six Months Ended					
	June 30, 2024			June 30, 2023		
(Dollars in thousands)	Average Balance	Interest	Average Yield/Cost	Average Balance	Interest	Average Yield/Cost
Assets						
Interest-earning assets:						
Cash and cash equivalents	$ 1,137,822	$ 27,304	4.83 %	$ 1,384,643	$ 30,194	4.40 %
Investment securities	2,956,540	53,659	3.63 %	4,045,464	52,727	2.61 %
Loans receivable, net (1)(2)	12,936,791	340,522	5.29 %	14,159,668	363,810	5.18 %
Total interest-earning assets	17,031,153	421,485	4.98 %	19,589,775	446,731	4.60 %
Noninterest-earning assets	1,783,887			1,779,933		
Total assets	$ 18,815,040			$ 21,369,708		
Liabilities and equity						
Interest-bearing deposits:						
Interest checking	$ 2,793,152	$ 20,080	1.45 %	$ 2,876,921	$ 14,501	1.02 %
Money market	4,680,357	49,839	2.14 %	4,817,394	28,697	1.20 %
Savings	279,774	451	0.32 %	402,450	610	0.31 %
Retail certificates of deposit	1,779,122	40,190	4.54 %	1,246,782	18,081	2.92 %

Wholesale/brokered certificates of deposit	555,786	13,175	4.77 %	1,606,772	31,925	4.01 %
Total interest-bearing deposits	10,088,191	123,735	2.47 %	10,950,319	93,814	1.73 %
FHLB advances and other borrowings	359,516	6,567	3.67 %	893,398	15,093	3.41 %
Subordinated debentures	332,015	9,662	5.82 %	331,373	9,122	5.51 %
Total borrowings	691,531	16,229	4.70 %	1,224,771	24,215	3.97 %
Total interest-bearing liabilities	10,779,722	139,964	2.61 %	12,175,090	118,029	1.95 %
Noninterest-bearing deposits	4,910,470			6,148,790		
Other liabilities	222,866			212,893		
Total liabilities	15,913,058			18,536,773		
Stockholders' equity	2,901,982			2,832,935		
Total liabilities and equity	$ 18,815,040			$ 21,369,708		
Net interest income		$ 281,521			$ 328,702	
Net interest margin (3)			3.32 %			3.38 %
Cost of deposits (4)			1.66 %			1.11 %
Cost of funds (5)			1.79 %			1.30 %
Cost of non-maturity deposits (6)			1.12 %			0.62 %
Ratio of interest-earning assets to interest-bearing liabilities			157.99 %			160.90 %

(1) Average balance includes loans held for sale and nonperforming loans and is net of deferred loan origination fees/costs and discounts/premiums, and the basis adjustment of certain loans included in fair value hedging relationships, where applicable.

(2) Interest income includes net discount accretion of $4.4 million and $5.4 million for the six months ended June 30, 2024 and 2023, respectively.

(3) Represents net interest income divided by average interest-earning assets.

(4) Represents annualized interest expense on deposits divided by the sum of average interest-bearing deposits and noninterest-bearing deposits.

(5) Represents annualized total interest expense divided by the sum of average total interest-bearing liabilities and noninterest-bearing deposits.

(6) Reconciliation of the "*Non-GAAP measures*" presented under *Item 2 - Management's Discussion and Analysis of Financial Condition and Results of Operations*.

Changes in our net interest income are a function of changes in volume and rates of interest-earning assets and interest-bearing liabilities. Changes in net interest income that are not a function of changes in volume and rates of interest-earning assets and interest-bearing liabilities are allocated proportionately to the change due to volume and the change due to rate. The following tables present the impact that the volume and rate changes have had on our net interest income for the periods indicated. For each category of interest-earning assets and interest-bearing liabilities, we have provided information on changes to our net interest income with respect to:

- Changes in volume (changes in volume multiplied by prior rate);
- Changes in interest rates (changes in interest rates multiplied by prior volume and includes the recognition of discounts/premiums and deferred fees/costs); and
- The net change or the combined impact of volume and rate changes allocated proportionately to changes in volume and changes in interest rates.

Three Months Ended June 30, 2024

Three Months Ended June 30, 2024

Three Months Ended June 30, 2024

Compared to Three Months Ended March 31, 2024

Three Months Ended March 31, 2024

Three Months Ended March 31, 2024

					Three Months Ended December 31, 2023			**Increase (Decrease) Due to**
		Compared to						
(Dollars in thousands)	(Dollars in thousands)	**Volume**	**Rate**	**Net**	(Dollars in thousands)	**Volume**	**Rate**	**Net**
Interest-earning assets	**Interest-earning assets**				**Interest-earning assets**			
Cash and cash equivalents								
Investment securities								
Loans receivable, net								
Total interest-earning assets								
Interest-bearing liabilities	**Interest-bearing liabilities**				**Interest-bearing liabilities**			

Interest checking
Money market
Savings
Retail certificates of deposit
Wholesale/brokered certificates of deposit
FHLB advances and other borrowings
Subordinated debentures
Total interest-bearing liabilities
Decrease in net interest income

	Three Months Ended March 31, 2024
	Three Months Ended March 31, 2024
	Three Months Ended March 31, 2024
	Three Months Ended June 30, 2024
	Three Months Ended June 30, 2024
	Three Months Ended June 30, 2024

			Compared to			Three Months Ended March 31, 2023		Three Months Ended June 30, 2023	Increase (Decrease) Due to
(Dollars in thousands)	(Dollars in thousands)	Volume	Rate	Net	(Dollars in thousands)	Volume	Rate	Net	
Interest-earning assets	**Interest-earning assets**				**Interest-earning assets**				
Cash and cash equivalents									
Investment securities									
Loans receivable, net									
Total interest-earning assets									
Interest-bearing liabilities	**Interest-bearing liabilities**				**Interest-bearing liabilities**				
Interest checking									
Money market									
Savings									
Retail certificates of deposit									
Wholesale/brokered certificates of deposit									
FHLB advances and other borrowings									
Subordinated debentures									
Total interest-bearing liabilities									
(Decrease) Increase in net interest income									
Decrease in net interest income									

	Six Months Ended June 30, 2024 Compared to Six Months Ended June 30, 2023 Increase (Decrease) Due to		
(Dollars in thousands)	Volume	Rate	Net

Interest-earning assets			
Cash and cash equivalents	$ (6,369)	$ 3,479	$ (2,890)
Investment securities	(2,043)	2,975	932
Loans receivable, net	(31,065)	7,777	(23,288)
Total interest-earning assets	(39,477)	14,231	(25,246)
Interest-bearing liabilities			
Interest checking	(414)	5,993	5,579
Money market	(796)	21,938	21,142
Savings	(198)	39	(159)
Retail certificates of deposit	9,648	12,461	22,109
Wholesale/brokered certificates of deposit	(26,418)	7,668	(18,750)
FHLB advances and other borrowings	(9,810)	1,284	(8,526)
Subordinated debentures	19	521	540
Total interest-bearing liabilities	(27,969)	49,904	21,935
Decrease in net interest income	$ (11,508)	$ (35,673)	$ (47,181)

Provision for Credit Losses

For the first second quarter of 2024, the Company recorded a $3.9 million $1.3 million provision expense for credit losses, compared to a $1.7 million $3.9 million provision expense during the fourth first quarter of 2023, 2024, and a $3.0 million $1.5 million provision expense during the first second quarter of 2023. The provision expense for loans during the first second quarter of 2024 was largely attributed to increases associated with economic forecasts, specific reserves, which reflect changes in the CRE market overall, and other model updates, offset by a decrease in loans held for investment, changes in loan composition, and changes in the mix of loan composition. asset quality. The provision recapture for off-balance sheet commitments was attributable, in large part, to slightly lower loss rates for C&I loans, partially offset by a slight increase in unfunded commitments as well as qualitative adjustments during the quarter. commitments. The provision recapture expense for HTM investment securities was due to the changes in economic forecasts on HTM investment securities classified as municipal bonds during the quarter.

For the fourth first quarter of 2023, 2024, the provision expense for loans was attributed to increases associated with economic forecasts, specific reserves, and other model updates, offset by a decrease in loans held for investment and changes in economic forecasts, which were partially offset by changes in composition of the loan portfolio. composition. The provision recapture for unfunded commitments for the fourth first quarter of 2023 2024 was largely attributed attributable, in large part, to lower levels of unfunded commitments. commitments as well as changes in qualitative adjustments.

For the first second quarter of 2023, the provision expense for loans was attributed to increases associated with economic forecasts, and other model updates, as well as changes in asset quality, including specific reserves, offset by lower loans held for investment. The provision recapture expense for off-balance sheet commitments was attributable to higher loss rates in certain loan segments, offset by lower unfunded commitments and changes in the mix of unfunded commitments between various loan segments, as well as qualitative adjustments during the quarter. The provision expense recapture for HTM investment securities was impacted by due to the changes in weighted macroeconomic forecasts on HTM investment securities classified as municipal bonds. bonds during the quarter.

	Three Months Ended
	Three Months Ended
	Three Months Ended
	March 31,
	March 31,
	March 31,
	June 30,
	June 30,
	June 30,
(Dollars in thousands)	
(Dollars in thousands)	
(Dollars in thousands)	
Provision for credit losses	
Provision for credit losses	
Provision for credit losses	
Provision for loan losses	

Provision for loan losses

Provision for loan losses

Provision for unfunded commitments

Provision for unfunded commitments

Provision for unfunded commitments

Provision for HTM securities

Provision for HTM securities

Provision for HTM securities

Total provision for credit losses

Total provision for credit losses

Total provision for credit losses

For the first six months of 2024, the Company recorded a $5.1 million provision expense for credit losses, compared to $4.5 million recorded for the first six months of 2023. The provision expense for the first six months of 2024 was largely attributed to increases associated with economic forecasts, reflecting changes in the CRE market overall, partially offset by a decrease in the balance of loans held of investment, changes in loan composition and asset quality, as well as a provision recapture for unfunded commitments due primarily to lower unfunded commitments.

The provision expense for the first six months of 2023 was driven principally by increases associated with changes in economic forecasts, changes in asset quality, and higher loss rates in certain loan segments for unfunded commitments, offset by lower loans held for investment and lower unfunded commitments.

	Six Months Ended		Variance From	
	June 30,	June 30,	June 30, 2023	
(Dollars in thousands)	2024	2023	$	%
Provision for credit losses				
Provision for loans losses	$ 8,044	$ 3,631	$ 4,413	121.5 %
Provision for unfunded commitments	(2,930)	814	(3,744)	(460.0)%
Provision for held-to-maturity securities	3	$ 70	$ (67)	(95.7)%
Total provision for credit losses	$ 5,117	$ 4,515	$ 602	13.3 %

Noninterest Income

The following table presents the components of noninterest income for the periods indicated:

		Three Months Ended					Variance From								Three Months Ended	
		March 31,	December 31,		March 31,		December 31, 2023				March 31, 2023				June 30,	Marc 31
(Dollars in thousands)	(Dollars in thousands)	2024			2023		$		%		$	%		(Dollars in thousands)		202
Noninterest income																
Loan servicing income																
Loan servicing income																
Loan servicing income		$ 529	$	$ 359	$	$ 573	$	$ 170	47.4	47.4 %	$ (44)	(7.7)	(7.7)%		$510	$
Service charges on deposit accounts	Service charges on deposit accounts	2,688	2,648	2,648	2,629	2,629	40	40	1.5	1.5 %	59	2.2	2.2 %	Service charges on deposit accounts		
Other service fee income	Other service fee income	336	322	322	296	296	14	14	4.3	4.3 %	40	13.5	13.5 %	Other service fee income		
Debit card interchange fee income	Debit card interchange fee income	765	844	844	803	803	(79)	(79)	(9.4)	(9.4)%	(38)	(4.7)	(4.7)%	Debit card interchange fee income		
Earnings on bank owned life insurance	Earnings on bank owned life insurance	4,159	3,678	3,678	3,374	3,374	481	481	13.1	13.1 %	785	23.3	23.3 %	Earnings on bank owned life insurance		

Net (loss) gain from sales of loans	—	(4)	29	4	100.0 %	(29)	(100.0) %
Net (loss) gain from sales of investment securities	—	(254,065)	138	254,065	100.0 %	(138)	(100.0) %
Net gain from sales of loans	65	—	345	65	100.0 %	(280)	(81.2) %
Trust custodial account fees							
Trust custodial account fees							

Trust custodial account fees	10,642	9,388	9,388	11,025	11,025	1,254	1,254	13.4	13.4 %	(383)	(3.5)	(3.5)%	8,950
Escrow and exchange fees	Escrow and exchange fees	696	1,074	1,074	1,058	1,058	(378)	(378)	(35.2)	(35.2)%	(362)	(34.2)	(34.2)% Escrow and exchange fees

Other income	5,959	1,562	1,261	4,397	281.5 %	4,698	372.6 %
Total noninterest income (loss)	$25,774	$(234,194)	$21,186	$259,968	111.0 %	$ 4,588	21.7 %
Other (loss) income	(167)	5,959	2,031	(6,126)	(102.8) %	(2,198)	(108.2) %
Total noninterest income	$18,222	$ 25,774	$20,539	$ (7,552)	(29.3) %	$(2,317)	(11.3) %

	Six Months Ended		Variance From	
	June 30,	June 30,	June 30, 2023	
(Dollars in thousands)	2024	2023	$	%
Noninterest income				
Loan servicing income	$ 1,039	$ 1,066	$ (27)	(2.5)%
Service charges on deposit accounts	5,398	5,299	99	1.9 %
Other service fee income	645	611	34	5.6 %
Debit card interchange fee income	1,690	1,717	(27)	(1.6)%
Earnings on bank owned life insurance	8,377	6,861	1,516	22.1 %
Net gain from sales of loans	65	374	(309)	(82.6)%
Net gain from sales of investment securities	—	138	(138)	(100.0)%
Trust custodial account fees	19,592	20,385	(793)	(3.9)%
Escrow and exchange fees	1,398	1,982	(584)	(29.5)%
Other income	5,792	3,292	2,500	75.9 %
Total noninterest income	$ 43,996	$ 41,725	$ 2,271	5.4 %

Noninterest income for the first second quarter of 2024 was $25.8 million $18.2 million, an increase a decrease of $260.0 million $7.6 million from the fourth first quarter of 2023. 2024. The increase decrease was related to the investment securities portfolio repositioning, which resulted in a loss of $254.1 million during the fourth quarter of 2023. Excluding the prior quarter's loss from sales of AFS securities, noninterest income increased $5.9 million, primarily due to a the prior quarter's $5.1 million gain on debt extinguishment resulting from an early redemption of a $200.0 million FHLB term advance, as well as a $1.3 million increase $1.7 million decrease in trust custodial account fees largely driven by annual tax fees earned during the current quarter. prior quarter, and a $1.3 million decrease in Community Reinvestment Act ("CRA") investment income.

Noninterest income for the first second quarter of 2024 increased $4.6 million decreased $2.3 million compared to the second quarter of 2023. The decrease was primarily due to a $2.2 million decrease in other income.

For the first quarter six months of 2024, noninterest income totaled $44.0 million, an increase from $41.7 million for the first six months of 2023. The increase was primarily due related to a the $5.1 million gain on debt extinguishment resulting from an early redemption of a $200.0 million FHLB term advance during the current quarter.

and $1.5 million higher earnings from BOLI, partially offset by $2.7 million decrease in other income, a $793,000 decrease in trust custodial account fees, and a $584,000 decrease in escrow and exchange fees.

Noninterest Expense

The following table presents the components of noninterest expense for the periods indicated:

	Three Months Ended			Variance From	
	March 31,	December 31,	March 31,	December 31, 2023	March 31, 2023

(Dollars in thousands)	2024	2023	2023	$	%	$	%
Noninterest expense							
Compensation and benefits	$ 54,130	$ 51,907	$ 54,293	$ 2,223	4.3 %	$ (163)	(0.3)%
Premises and occupancy	10,807	11,183	11,742	(376)	(3.4)%	(935)	(8.0)%
Data processing	7,511	7,409	7,265	102	1.4 %	246	3.4 %
Other real estate owned operations, net	46	103	108	(57)	(55.3)%	(62)	(57.4)%
FDIC insurance premiums	2,629	4,267	2,425	(1,638)	(38.4)%	204	8.4 %
Legal and professional services	4,143	4,663	5,501	(520)	(11.2)%	(1,358)	(24.7)%
Marketing expense	1,558	1,728	1,838	(170)	(9.8)%	(280)	(15.2)%
Office expense	1,093	1,367	1,232	(274)	(20.0)%	(139)	(11.3)%
Loan expense	770	437	646	333	76.2 %	124	19.2 %
Deposit expense	12,665	11,152	8,436	1,513	13.6 %	4,229	50.1 %
Amortization of intangible assets	2,836	3,022	3,171	(186)	(6.2)%	(335)	(10.6)%
Other expense	4,445	5,532	4,695	(1,087)	(19.6)%	(250)	(5.3)%
Total noninterest expense	$ 102,633	$ 102,770	$ 101,352	$ (137)	(0.1)%	$ 1,281	1.3 %

	Three Months Ended			Variance From			
	June 30,	March 31,	June 30,	March 31, 2024		June 30, 2023	
(Dollars in thousands)	2024	2024	2023	$	%	$	%
Noninterest expense							
Compensation and benefits	$ 53,140	$ 54,130	$ 53,424	$ (990)	(1.8)%	$ (284)	(0.5)%
Premises and occupancy	10,480	10,807	11,615	(327)	(3.0)%	(1,135)	(9.8)%
Data processing	7,754	7,511	7,488	243	3.2 %	266	3.6 %
Other real estate owned operations, net	—	46	8	(46)	(100.0)%	(8)	(100.0)%
FDIC insurance premiums	1,873	2,629	2,357	(756)	(28.8)%	(484)	(20.5)%
Legal and professional services	1,078	4,143	4,716	(3,065)	(74.0)%	(3,638)	(77.1)%
Marketing expense	1,724	1,558	1,879	166	10.7 %	(155)	(8.2)%
Office expense	1,077	1,093	1,280	(16)	(1.5)%	(203)	(15.9)%
Loan expense	840	770	567	70	9.1 %	273	48.1 %
Deposit expense	12,289	12,665	9,194	(376)	(3.0)%	3,095	33.7 %
Amortization of intangible assets	2,763	2,836	3,055	(73)	(2.6)%	(292)	(9.6)%
Other expense	4,549	4,445	5,061	104	2.3 %	(512)	(10.1)%
Total noninterest expense	$ 97,567	$ 102,633	$ 100,644	$ (5,066)	(4.9)%	$ (3,077)	(3.1)%

	Six Months Ended		Variance From	
	June 30,	June 30,	June 30, 2023	
(Dollars in thousands)	2024	2023	$	%
Noninterest expense				
Compensation and benefits	$ 107,270	$ 107,717	$ (447)	(0.4)%
Premises and occupancy	21,287	23,357	(2,070)	(8.9)%
Data processing	15,265	14,753	512	3.5 %
Other real estate owned operations, net	46	116	(70)	(60.3)%
FDIC insurance premiums	4,502	4,782	(280)	(5.9)%
Legal and professional services	5,221	10,217	(4,996)	(48.9)%
Marketing expense	3,282	3,717	(435)	(11.7)%
Office expense	2,170	2,512	(342)	(13.6)%
Loan expense	1,610	1,213	397	32.7 %
Deposit expense	24,954	17,630	7,324	41.5 %
Amortization of intangible assets	5,599	6,226	(627)	(10.1)%
Other expense	8,994	9,756	(762)	(7.8)%
Total noninterest expense	$ 200,200	$ 201,996	$ (1,796)	(0.9)%

Noninterest expense totaled $102.6 million $97.6 million for the first second quarter of 2024, a decrease of $137,000 $5.1 million compared to the fourth quarter of 2023. The results were impacted by a $523,000 FDIC special assessment in the first quarter of 2024 and a $2.1 million FDIC special assessment during the fourth quarter of 2023. Excluding the special assessments, noninterest expense increased $1.4 million, 2024. The decrease was primarily due to a $2.2 million increase $3.1 million decrease in legal and professional services expense, driven by a $4.0 million insurance claim receivable, and a $1.0 million decrease in compensation and benefits related to lower payroll taxes.

Noninterest expense for the second quarter of 2024 decreased by $3.1 million compared to the second quarter of 2023. The decrease was primarily due to a $3.6 million decrease in legal and professional services expense, driven by a $4.0 million insurance claim receivable, and a $1.1 million decrease in premises and occupancy expense, partially offset by a $3.1 million increase in deposit expense due to higher payroll taxes deposit earnings credit rates.

Noninterest expense totaled $200.2 million for the first six months of 2024, a decrease of $1.8 million, or 1%, compared to the first six months of 2023. The decrease was driven primarily by a $5.0 million decrease in legal and the annual equity-based compensation awards, as well as professional services expense, driven by a $1.5 million $4.0 million insurance claim receivable, a $2.1 million decrease in premises and occupancy expense, a $762,000 decrease in other expense, and a $627,000 decrease in amortization of intangible assets, partially offset by a $7.3 million increase in deposit expense driven by HOA deposits growth and higher deposit earnings credit rates, partially offset by a $1.1 million increase in other expense.

Noninterest expense for the first quarter of 2024 increased by $1.3 million compared to the first quarter of 2023. The increase was primarily due to a $4.2 million increase in deposit expense driven by HOA deposits growth and higher deposit earnings credit rates, partially offset by a $1.4 million decrease in legal and professional services and a $935,000 decrease in premises and occupancy. rates.

The Company's efficiency ratio was 61.3% for the second quarter of 2024, compared to 60.2% for the first quarter of 2024, compared to 60.1% and 54.1% for the fourth second quarter of 2023, and 51.7% 2023. The Company's efficiency ratio was 60.7% for the first quarter six months of 2024, compared to 52.9% for the first six months of 2023. For additional details, see *"Non-GAAP measures"* presented under *Item 2 - Management's Discussion and Analysis of Financial Condition and Results of Operations*.

Income Taxes

For the three months ended March 31, 2024 June 30, 2024, December 31, 2023 March 31, 2024, and March 31, 2023 June 30, 2023, income tax expense (benefit) was $13.9 million, $17.4 million, $(56.5) million, and $22.9 million $20.9 million, respectively, and the effective income tax rate was 27.0% 24.9%, 29.4% 27.0%, and 26.8% 26.6%, respectively. The For the six months ended June 30, 2024 and 2023, income tax benefit in expense was $31.3 million and $43.7 million, respectively, and the prior quarter effective income tax rate was primarily attributable to the pretax loss recorded for the fourth quarter of 2023, driven by the balance sheet repositioning related to the Bank's investment securities portfolio. 26.0% and 26.7%, respectively. Our effective tax rate for the three and six months ended March 31, 2024 June 30, 2024 differs from the 21% federal statutory rate due to the impact of state taxes as well as various permanent tax differences, including tax-exempt income from municipal securities and loans, Bank Owned Life Insurance BOLI income, tax benefits associated with low-income housing tax credit investments, Section 162(m) limitation on the deduction of executive compensation, and the exercise of stock options and vesting of other stock-based compensation.

The total amount of unrecognized tax benefits was $1.4 million at March 31, 2024 June 30, 2024 and December 31, 2023, and was comprised of unrecognized tax benefits related to the Opus acquisition in 2020. The total amount of tax benefits that, if recognized, would favorably impact the effective tax rate was $563,000 at March 31, 2024 June 30, 2024 and December 31, 2023. It is reasonably possible that $1.1 million of the Company's unrecognized tax benefits may be recognized within the next 12 months due to a lapse of the statute of limitations.

The Company recognizes interest and penalties related to unrecognized tax benefits in income tax expense. The Company has accrued $231,000 $263,000 and $200,000 for such interest at March 31, 2024 June 30, 2024 and December 31, 2023, respectively. No amounts for penalties were accrued.

The Company and its subsidiaries are subject to U.S. Federal income tax, as well as income and franchise tax in multiple state jurisdictions. The statute of limitations related to the consolidated Federal income tax returns is closed for all tax years up to and including 2019. The expirations of the statutes of limitations related to the various state income and franchise tax returns vary by state.

The Company accounts for income taxes by recognizing deferred tax assets and liabilities based upon temporary differences between the amounts for financial reporting purposes and the tax basis of its assets and liabilities. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion, or all, of the deferred tax assets will not be realized. In assessing the realization of deferred tax assets, management evaluates both positive and negative evidence, including the existence of any cumulative losses in the current year and the prior two years, the forecasts of future income, applicable tax planning strategies, and assessments of current and future economic and business conditions. This analysis is updated quarterly and adjusted as necessary. Based on the analysis, the Company has determined that a valuation allowance for deferred tax assets was not required as of March 31, 2024 June 30, 2024 and December 31, 2023.

FINANCIAL CONDITION

At March 31, 2024 June 30, 2024, assets totaled $18.81 billion $18.33 billion, a decrease of $213.5 million $694.3 million, or 1.1% 3.6%, from $19.03 billion at December 31, 2023. The decrease was primarily due to a $276.9 million $798.9 million decrease in total loans partially offset by and a $92.3 million increase $36.7

million decrease in cash and cash equivalents, and partially offset by a $4.9 million $160.6 million increase in investment securities.

Total liabilities were $15.91 billion $15.41 billion at March 31, 2024 June 30, 2024, compared to $16.14 billion at December 31, 2023. The decrease of $233.7 million $735.5 million, or 1.4% 4.6%, from December 31, 2023 was primarily due to decreases of $400.0 million in FHLB term advances and $192.2 million $368.0 million in deposits, partially offset by an increase of $26.0 million $32.2 million in other liabilities.

Total stockholders' equity was $2.90 billion $2.92 billion as of March 31, 2024 June 30, 2024, an increase of $20.2 million $41.2 million from $2.88 billion at December 31, 2023. The increase was primarily due to $47.0 million $88.9 million of net income and $3.9 million $9.5 million of other comprehensive income, partially offset by $31.6 million $63.5 million in cash dividends.

Throughout the first quarter half of 2024, we continued to prioritize capital accumulation over balance sheet growth in light of the uncertain economic outlook. As a result of our prudent and proactive capital, liquidity, and credit risk management, coupled with our ability to opportunistically deploy liquidity generated from the securities portfolio repositioning during the fourth quarter of 2023, we were able to reduce FHLB term borrowings while also maintaining liquidity levels. During the first quarter half of 2024, we did not utilize the Federal Reserve's discount window or the Bank Term Funding Program, which expired on March 11, 2024. The strength of our capital position provides us with greater optionality and flexibility in terms of balance sheet management.

Our book value per share increased to $30.09 $30.32 at March 31, 2024 June 30, 2024 from $30.07 at December 31, 2023. At March 31, 2024 June 30, 2024, the Company's tangible common equity to tangible assets ratio was 10.97% 11.41%, an increase from 10.72% at December 31, 2023. Our tangible book value per share was $20.33, $20.58, compared to $20.22 at December 31, 2023. The increases in tangible common equity ratio and tangible book value per share at March 31, 2024 June 30, 2024 from the prior year-end were primarily driven by net income, partially offset by dividends paid. The decrease in tangible assets also contributed to the increase in tangible common equity ratio. For additional details, see *"Non-GAAP measures"* presented under *Item 2 - Management's Discussion and Analysis of Financial Condition and Results of Operations*.

Loans

Loans held for investment totaled $13.01 billion $12.49 billion at March 31, 2024 June 30, 2024, a decrease of $276.9 million $799.1 million, or 2.1% 6.0%, from $13.29 billion at December 31, 2023. The decrease was a result of lower loan originations due to our continued disciplined approach around credit risk management and loan pricing along with softer loan demand, particularly in our CRE and multifamily business, businesses, a decrease in credit line draws, as well as loan maturities and prepayments, and loan sales during the first quarter half of 2024. Since December 31, 2023, investor loans secured by real estate decreased $185.9 million $369.9 million, commercial loans decreased $298.7 million, business loans secured by real estate decreased $53.9 million, commercial loans decreased $33.9 million $128.9 million, and retail loans decreased $518,000. $2.9 million. While total commercial loans decreased during the first second quarter of 2024, the commercial line average utilization rate increased from an average rate of 37.5% for the fourth quarter of 2023 to 45.0% 43.9% for the first second quarter of 2024. The decline in loans from prior year-end reflects the strategic actions we have taken to maintain a disciplined approach to our loan production and pricing, as well as prudent credit underwriting standards, in order to manage our balance sheet and capital position, as well as prudent credit underwriting standards to manage the a lower level of new loan demand.

The total end-of-period weighted average interest rate on loans, excluding fees and discounts, at March 31, 2024 June 30, 2024 was 4.91% 4.88%, compared to 4.87% at December 31, 2023. The increase reflects the impact of higher rates on new originations and the repricing of floating rate loans as a result of the increases in benchmark interest rates.

The Company had no loans Loans held for sale primarily represent the guaranteed portion of SBA loans, which the Bank originates for sale, and totaled $140,000 at March 31, 2024 June 30, 2024 and zero at December 31, 2023.

The following table sets forth the composition of our loan portfolio in dollar amounts and as a percentage of the portfolio, and gives the weighted average interest rate by loan category at the dates indicated:

		March 31, 2024				December 31, 2023		June 30, 2024					Decembe
(Dollars in thousands)	(Dollars in thousands)	Amount		Percent of Total	Weighted Average Interest Rate	Amount		Percent of Total	Weighted Average Interest Rate	(Dollars in thousands)	Amount		Percent of Total
Investor loans secured by real estate	**Investor loans secured by real estate**							**Investor loans secured by real estate**					
CRE non-owner-occupied	CRE non-owner-occupied	$2,309,252	17.7	17.7 %	4.79 %	$2,421,772	18.2	18.2 %	4.72 %	CRE non-owner-occupied	$2,245,474	18.0	18.0 %
Multifamily	Multifamily	5,558,966	42.7	42.7 %	3.99 %	5,645,310	42.5	42.5 %	3.97 %	Multifamily	5,473,606	43.8	43.8 %

Construction and land	Construction and land	486,734	3.7	3.7 %	9.01 %	472,544	3.5	3.5 %	9.08 %	Construction and land	453,799	3.6	3.6 %
SBA secured by real estate	SBA secured by real estate	35,206	0.3	0.3 %	9.34 %	36,400	0.3	0.3 %	9.37 %	SBA secured by real estate	33,245	0.3	0.3 %
Total investor loans secured by real estate	Total investor loans secured by real estate	8,390,158	64.4	64.4 %	4.52 %	8,576,026	64.5	64.5 %	4.49 %	Total investor loans secured by real estate	8,206,124	65.7	65.7 %
Business loans secured by real estate													
CRE owner-occupied													
CRE owner-occupied													
CRE owner-occupied		2,149,362	16.5	16.5 %	4.39 %	2,191,334	16.5	16.5 %	4.36 %		2,096,485	16.8	16.8 %
Franchise real estate secured	Franchise real estate secured	294,938	2.3	2.3 %	4.76 %	304,514	2.3	2.3 %	4.77 %	Franchise real estate secured	274,645	2.2	2.2 %
SBA secured by real estate	SBA secured by real estate	48,426	0.4	0.4 %	8.96 %	50,741	0.4	0.4 %	9.02 %	SBA secured by real estate	46,543	0.4	0.4 %
Total business loans secured by real estate	Total business loans secured by real estate	2,492,726	19.2	19.2 %	4.52 %	2,546,589	19.2	19.2 %	4.50 %	Total business loans secured by real estate	2,417,673	19.4	19.4 %
Commercial loans													
Commercial and industrial													
Commercial and industrial													
Commercial and industrial		1,774,487	13.6	13.6 %	7.11 %	1,790,608	13.5	13.5 %	7.07 %		1,554,735	12.3	12.3 %
Franchise non-real estate secured	Franchise non-real estate secured	301,895	2.3	2.3 %	5.00 %	319,721	2.4	2.4 %	5.01 %	Franchise non-real estate secured	257,516	2.1	2.1 %
SBA non-real estate secured	SBA non-real estate secured	10,946	0.1	0.1 %	9.89 %	10,926	0.1	0.1 %	9.90 %	SBA non-real estate secured	10,346	0.1	0.1 %
Total commercial loans	Total commercial loans	2,087,328	16.0	16.0 %	6.83 %	2,121,255	16.0	16.0 %	6.78 %	Total commercial loans	1,822,597	14.5	14.5 %
Retail loans													
Single family residential													
Single family residential													
Single family residential		72,353	0.6	0.6 %	7.45 %	72,752	0.5	0.5 %	7.01 %		70,380	0.6	0.6 %
Consumer	Consumer	1,830	—	— %	7.49 %	1,949	—	— %	6.66 %	Consumer	1,378	—	— %
Total retail loans	Total retail loans	74,183	0.6	0.6 %	7.45 %	74,701	0.5	0.5 %	7.00 %	Total retail loans	71,758	0.6	0.6 %
Loans held for investment before basis adjustment (1)	Loans held for investment before basis adjustment (1)	13,044,395	100.2	100.2 %	4.91 %	13,318,571	100.2	100.2 %	4.87 %	Loans held for investment before basis adjustment (1)	12,518,152	100.2	100.2 %

Basis adjustment associated with fair value hedge (2)

Loans held for investment

Loans held for investment

Loans held for investment

Allowance for credit losses for loans held for investment

Allowance for credit losses for loans held for investment

Allowance for credit losses for loans held for investment

Loans held for investment, net

Loans held for investment, net

Loans held for investment, net

Total unfunded loan commitments

Total unfunded loan commitments

Total unfunded loan commitments

Loans held for sale, at lower of cost or fair value

Loans held for sale, at lower of cost or fair value

Loans held for sale, at lower of cost or fair value

(1) Includes net deferred origination costs (fees) of $797,000 $1.4 million and $(74,000), and unaccreted fair value net purchase discounts of $41.2 million $38.6 million and $43.3 million as of March 31, 2024 June 30, 2024 and December 31, 2023, respectively.

(2) Represents the basis adjustment associated with the application of hedge accounting on certain loans. Refer to *Note 11 – Derivative Instruments* to the Notes to the consolidated financial statements in this Quarterly Report on Form 10-Q for additional information.

We also have a granular and geographically diverse set of lending relationships. In the tables below, we show the segmentation and geographic dispersion of certain loan portfolios as of March 31, 2024 June 30, 2024 and December 31, 2023.

CRE Non-Owner-Occupied. CRE non-owner-occupied loans totaled $2.31 billion $2.25 billion at March 31, 2024 June 30, 2024 and $2.42 billion at December 31, 2023. We originate loans that are secured by investor owned CRE, such as retail centers, small office locations, light industrial buildings, and mixed-use commercial properties located in our primary market areas. We believe this loan portfolio is a well-balanced portfolio by geography and by property type as presented below:

		March 31, 2024			**December 31, 2023**									
		June 30, 2024			**December 31, 2023**									
(Dollars in thousands)	(Dollars in thousands)	**Amount**	**%**		**Amount**		**%**	(Dollars in thousands)	**Amount**	**%**		**Amount**		**%**
By Property Type														
Hotel and Motel														
Hotel and Motel														
Hotel and Motel		$ 283,712	12	12 %	$ 285,906	12	12 %		$ 278,762	13	13 %	$285,906	12	12 %
Industrial	Industrial	293,524	13	13 %	306,811	13	13 %	Industrial	294,170	13	13 %	306,811	13	13 %

Office	Office	602,964	26	26 %	621,857	26	26 %	Office	587,803	26	26 %	621,857	26	26 %
Retail	Retail	729,892	32	32 %	809,716	33	33 %	Retail	681,691	30	30 %	809,716	33	33 %
Other	Other	399,160	17	17 %	397,482	16	16 %	Other	403,048	18	18 %	397,482	16	16 %
Total CRE non-owner-occupied	Total CRE non-owner-occupied	$2,309,252	100	100 %	$2,421,772	100	100 %	Total CRE non-owner-occupied	$2,245,474	100	100 %	$2,421,772	100	100 %

By Geography(1)														
By Geography(1)														
By Geography(1)														
California:														
California:														
California:														
Los Angeles														
Los Angeles														
Los Angeles		$ 590,510	26	26 %	$ 632,267	26	26 %		$ 568,351	25	25 %	$632,267	26	26 %
Orange	Orange	324,195	14	14 %	344,667	14	14 %	Orange	326,585	15	15 %	344,667	14	14 %
Riverside	Riverside	122,574	5	5 %	133,520	5	5 %	Riverside	120,158	5	5 %	133,520	5	5 %
San Bernardino	San Bernardino	60,000	2	2 %	67,483	3	3 %	San Bernardino	56,649	3	3 %	67,483	3	3 %
San Diego	San Diego	158,414	7	7 %	170,847	7	7 %	San Diego	156,381	7	7 %	170,847	7	7 %
San Luis Obispo	San Luis Obispo	177,239	8	8 %	179,740	7	7 %	San Luis Obispo	177,137	8	8 %	179,740	7	7 %
Santa Barbara	Santa Barbara	71,446	3	3 %	71,779	3	3 %	Santa Barbara	68,065	3	3 %	71,779	3	3 %
Ventura	Ventura	21,033	1	1 %	21,201	1	1 %	Ventura	20,868	1	1 %	21,201	1	1 %
Other CA	Other CA	197,638	9	9 %	209,259	9	9 %	Other CA	196,230	9	9 %	209,259	9	9 %
Arizona	Arizona	167,730	7	7 %	168,312	7	7 %	Arizona	164,973	7	7 %	168,312	7	7 %
Nevada	Nevada	144,952	6	6 %	140,103	6	6 %	Nevada	121,880	5	5 %	140,103	6	6 %
Washington	Washington	87,443	4	4 %	89,101	4	4 %	Washington	87,144	4	4 %	89,101	4	4 %
Other States	Other States	186,078	8	8 %	193,493	8	8 %	Other States	181,053	8	8 %	193,493	8	8 %
Total CRE non-owner-occupied	Total CRE non-owner-occupied	$2,309,252	100	100 %	$2,421,772	100	100 %	Total CRE non-owner-occupied	$2,245,474	100	100 %	$2,421,772	100	100 %

(1) Based on location of primary real property collateral. All California information is by respective county.

Multifamily. Multifamily loans totaled $5.56 billion $5.47 billion at March 31, 2024 June 30, 2024 and $5.65 billion at December 31, 2023. We originate loans secured by multifamily residential properties (five units and greater) located in our primary market areas. These lending relationships consist of seasoned owners of multifamily properties with extensive operating experience. The loans are stratified by number of units and physical location below:

		March 31, 2024			December 31, 2023									
		June 30, 2024			December 31, 2023									
(Dollars in thousands)	(Dollars in thousands)	**Amount**	**%**		**Amount**		%	(Dollars in thousands)	**Amount**	**%**		**Amount**		**%**
By Number of Units														
10 or fewer units														
10 or fewer units														
10 or fewer units		$1,058,892	19	19 %	$1,079,854	19	19 %		$ 1,037,190	19	19 %	$1,079,854	19	19 %
11-25 units	11-25 units	1,599,086	29	29 %	1,606,326	29	29 %	11-25 units	1,585,818	29	29 %	1,606,326	29	29 %
26-50 units	26-50 units	1,076,277	19	19 %	1,097,250	19	19 %	26-50 units	1,053,727	19	19 %	1,097,250	19	19 %
51-100 units	51-100 units	1,073,075	19	19 %	1,090,924	19	19 %	51-100 units	1,057,194	19	19 %	1,090,924	19	19 %

101+ units	101+ units	751,636	14	14 %	770,956	14	14 %	101+ units	739,677	14	14 %	770,956	14	14 %
Total Multifamily	Total Multifamily	$5,558,966	100	100 %	$5,645,310	100	100 %	Total Multifamily	$5,473,606	100	100 %	$5,645,310	100	100 %

By Geography(1)														
By Geography(1)														
By Geography(1)														
California:														
California:														
California:														
Los Angeles														
Los Angeles														
Los Angeles		$2,125,759	38	38 %	$2,154,693	38	38 %		$ 2,105,828	38	38 %	$2,154,693	38	38 %
Orange	Orange	195,968	4	4 %	196,622	4	4 %	Orange	193,007	4	4 %	196,622	4	4 %
Riverside	Riverside	111,352	2	2 %	111,809	2	2 %	Riverside	110,898	2	2 %	111,809	2	2 %
San Bernardino	San Bernardino	137,844	2	2 %	138,455	2	2 %	San Bernardino	137,118	2	2 %	138,455	2	2 %
San Diego	San Diego	356,377	6	6 %	359,556	6	6 %	San Diego	350,636	6	6 %	359,556	6	6 %
San Luis Obispo	San Luis Obispo	25,086	1	1 %	25,225	1	1 %	San Luis Obispo	22,861	1	1 %	25,225	1	1 %
Santa Barbara	Santa Barbara	43,280	1	1 %	43,499	1	1 %	Santa Barbara	42,935	1	1 %	43,499	1	1 %
Ventura	Ventura	40,271	1	1 %	40,361	1	1 %	Ventura	40,181	1	1 %	40,361	1	1 %
Other CA	Other CA	692,437	12	12 %	715,844	13	13 %	Other CA	676,523	12	12 %	715,844	13	13 %
Arizona	Arizona	434,856	8	8 %	437,613	8	8 %	Arizona	433,304	8	8 %	437,613	8	8 %
Nevada	Nevada	150,760	3	3 %	158,237	3	3 %	Nevada	150,495	3	3 %	158,237	3	3 %
Washington	Washington	685,590	12	12 %	689,144	12	12 %	Washington	670,284	12	12 %	689,144	12	12 %
Other States	Other States	559,386	10	10 %	574,252	9	9 %	Other States	539,536	10	10 %	574,252	9	9 %
Total Multifamily	Total Multifamily	$5,558,966	100	100 %	$5,645,310	100	100 %	Total Multifamily	$5,473,606	100	100 %	$5,645,310	100	100 %

(1) Based on location of primary real property collateral. All California information is by respective county.

CRE Owner-Occupied. CRE owner-occupied loans totaled $2.15 billion $2.10 billion at March 31, 2024 June 30, 2024 and $2.19 billion at December 31, 2023. We originate business loans secured by owner-occupied CRE, such as light industrial buildings, mixed-use commercial properties, and small office locations for professional services located in our primary market areas. These loans are underwritten and analyzed based on each business's cash flows. This portfolio is well-diversified by industry, with a geography covering California and the Western U.S.:

		March 31, 2024		December 31, 2023						
		June 30, 2024		December 31, 2023						
(Dollars in thousands)	(Dollars in thousands)	Amount	%	Amount	%	(Dollars in thousands)	Amount	%	Amount	%
By Industry(1)										
Accommodation and Food Services										
Accommodation and Food Services										
Accommodation and Food Services		$ 134,808	6	6 % $	143,398	6	6 % $	130,328	6	6 % $143,398	6	6 %
Administrative and Support	Administrative and Support	61,666	3	3 %	62,286	3	3 %	Administrative and Support	61,852	3	3 %	62,286	3	3 %
Agriculture	Agriculture	99,150	5	5 %	101,344	5	5 %	Agriculture	100,576	5	5 %	101,344	5	5 %
Construction	Construction	154,061	7	7 %	149,821	7	7 %	Construction	146,846	7	7 %	149,821	7	7 %

Educational Services	Educational Services	156,552	7	7 %	171,858	8	8 %	Educational Services	159,634	8	8 %	171,858	8	8 %
Entertainment	Entertainment	71,921	3	3 %	72,801	3	3 %	Entertainment	70,713	3	3 %	72,801	3	3 %
Financial Services	Financial Services	38,922	2	2 %	37,938	2	2 %	Financial Services	38,552	2	2 %	37,938	2	2 %
Health Care	Health Care	296,623	14	14 %	292,813	13	13 %	Health Care	292,793	14	14 %	292,813	13	13 %
Manufacturing	Manufacturing	232,560	11	11 %	237,147	11	11 %	Manufacturing	225,662	11	11 %	237,147	11	11 %
Other Services	Other Services	231,386	11	11 %	233,625	11	11 %	Other Services	212,495	10	10 %	233,625	11	11 %
Professional Services	Professional Services	98,272	5	5 %	101,027	5	5 %	Professional Services	98,745	5	5 %	101,027	5	5 %
Real Estate	Real Estate	127,851	6	6 %	132,824	6	6 %	Real Estate	110,304	5	5 %	132,824	6	6 %
Retail Trade	Retail Trade	205,468	9	9 %	209,609	9	9 %	Retail Trade	210,211	10	10 %	209,609	9	9 %
Transport and Warehouse	Transport and Warehouse	40,381	2	2 %	41,445	2	2 %	Transport and Warehouse	39,950	2	2 %	41,445	2	2 %
Wholesale Trade	Wholesale Trade	169,002	8	8 %	173,371	8	8 %	Wholesale Trade	167,399	8	8 %	173,371	8	8 %
Other	Other	30,739	1	1 %	30,027	1	1 %	Other	30,425	1	1 %	30,027	1	1 %
Total CRE owner-occupied	Total CRE owner-occupied	$2,149,362	100	100 %	$2,191,334	100	100 %	Total CRE owner-occupied	$2,096,485	100	100 %	$2,191,334	100	100 %

By Geography[2]														
By Geography[2]														
By Geography[2]														
California:														
California:														
California:														
Los Angeles														
Los Angeles														
Los Angeles		$ 657,688	31	31 %	$ 684,079	31	31 %		$ 643,018	31	31 %	$684,079	31	31 %
Orange	Orange	217,391	10	10 %	222,742	10	10 %	Orange	203,620	10	10 %	222,742	10	10 %
Riverside	Riverside	351,608	16	16 %	350,277	16	16 %	Riverside	348,187	17	17 %	350,277	16	16 %
San Bernardino	San Bernardino	189,720	9	9 %	192,695	9	9 %	San Bernardino	187,062	9	9 %	192,695	9	9 %
San Diego	San Diego	135,196	6	6 %	134,120	6	6 %	San Diego	130,612	6	6 %	134,120	6	6 %
San Luis Obispo	San Luis Obispo	98,882	5	5 %	99,441	5	5 %	San Luis Obispo	96,130	5	5 %	99,441	5	5 %
Santa Barbara	Santa Barbara	113,384	5	5 %	114,758	5	5 %	Santa Barbara	112,435	5	5 %	114,758	5	5 %
Ventura	Ventura	54,530	3	3 %	55,101	3	3 %	Ventura	53,826	2	2 %	55,101	3	3 %
Other CA	Other CA	134,577	6	6 %	137,428	6	6 %	Other CA	133,463	6	6 %	137,428	6	6 %
Arizona	Arizona	56,347	3	3 %	58,872	3	3 %	Arizona	54,638	3	3 %	58,872	3	3 %
Nevada	Nevada	48,297	2	2 %	48,713	2	2 %	Nevada	47,894	2	2 %	48,713	2	2 %
Washington	Washington	19,673	1	1 %	19,950	1	1 %	Washington	18,567	1	1 %	19,950	1	1 %
Other States	Other States	72,069	3	3 %	73,158	3	3 %	Other States	67,033	3	3 %	73,158	3	3 %
Total CRE owner-occupied	Total CRE owner-occupied	$2,149,362	100	100 %	$2,191,334	100	100 %	Total CRE owner-occupied	$2,096,485	100	100 %	$2,191,334	100	100 %

(1) Distribution by North American Industry Classification System (NAICS)

(2) Based on location of primary real property collateral. All California information is by respective county.

Commercial & Industrial. C&I loans totaled $1.77 billion $1.55 billion at March 31, June 30, 2024 and $1.79 billion at December 31, 2023. We originate C&I loans secured by various business assets, including inventory, receivables, machinery, and equipment. Loan types include revolving lines of credit, term loans, seasonal loans, and loans secured by liquid collateral such as cash deposits or marketable securities. These loans are underwritten and analyzed based on each business's cash flows. This portfolio includes loans to small and middle market businesses by industry and by geography as shown below:

		March 31, 2024			December 31, 2023				June 30, 2024			December 31, 2023		
(Dollars in thousands)	(Dollars in thousands)	Amount		%	Amount		%	(Dollars in thousands)	Amount		%	Amount		%
By Industry[1]														
Administrative Administrative Administrative		$ 56,172	3	3 %	$ 55,663	3	3 %		$ 12,264	1	1 %	$55,663	3	3 %
Agriculture	Agriculture	47,111	3	3 %	48,766	3	3 %	Agriculture	40,236	2	2 %	48,766	3	3 %
Construction	Construction	375,163	21	21 %	372,965	21	21 %	Construction	320,249	20	20 %	372,965	21	21 %
Educational Services	Educational Services	32,599	2	2 %	32,909	2	2 %	Educational Services	32,396	2	2 %	32,909	2	2 %
Entertainment	Entertainment	30,570	2	2 %	31,486	2	2 %	Entertainment	30,707	2	2 %	31,486	2	2 %
Financial Services	Financial Services	371,009	21	21 %	328,856	18	18 %	Financial Services	277,099	18	18 %	328,856	18	18 %
Health Care	Health Care	51,172	3	3 %	57,428	3	3 %	Health Care	57,252	4	4 %	57,428	3	3 %
Information	Information	38,875	2	2 %	39,008	2	2 %	Information	27,432	2	2 %	39,008	2	2 %
Manufacturing	Manufacturing	171,731	10	10 %	176,248	10	10 %	Manufacturing	180,451	12	12 %	176,248	10	10 %
Other Services	Other Services	115,444	6	6 %	126,731	7	7 %	Other Services	112,627	7	7 %	126,731	7	7 %
Professional Services	Professional Services	76,870	4	4 %	85,928	5	5 %	Professional Services	79,139	5	5 %	85,928	5	5 %
Public Administration	Public Administration	171,009	10	10 %	174,378	10	10 %	Public Administration	167,331	11	11 %	174,378	10	10 %
Real Estate	Real Estate	141,648	8	8 %	149,835	8	8 %	Real Estate	125,452	8	8 %	149,835	8	8 %
Transport and Warehouse	Transport and Warehouse	27,076	1	1 %	28,651	2	2 %	Transport and Warehouse	25,242	2	2 %	28,651	2	2 %
Wholesale Trade	Wholesale Trade	28,311	2	2 %	37,547	2	2 %	Wholesale Trade	26,343	2	2 %	37,547	2	2 %
Other	Other	39,727	2	2 %	44,209	2	2 %	Other	40,515	2	2 %	44,209	2	2 %
Total Commercial and industrial	Total Commercial and industrial	$1,774,487	100	100 %	$1,790,608	100	100 %	Total Commercial and industrial	$1,554,735	100	100 %	$1,790,608	100	100 %
By Geography[2] **By Geography**[2] **By Geography**[2]														
California: California: California:														
Los Angeles Los Angeles Los Angeles		$ 667,414	37	37 %	$ 624,418	35	35 %		$ 552,432	36	36 %	$624,418	35	35 %
Orange	Orange	269,807	15	15 %	263,012	15	15 %	Orange	248,376	16	16 %	263,012	15	15 %
Riverside	Riverside	117,189	7	7 %	123,920	7	7 %	Riverside	93,157	6	6 %	123,920	7	7 %
San Bernardino	San Bernardino	55,868	3	3 %	65,121	4	4 %	San Bernardino	55,065	4	4 %	65,121	4	4 %
San Diego	San Diego	120,970	7	7 %	126,541	7	7 %	San Diego	99,821	6	6 %	126,541	7	7 %
San Luis Obispo	San Luis Obispo	47,387	3	3 %	59,314	3	3 %	San Luis Obispo	44,618	3	3 %	59,314	3	3 %

Santa Barbara	Santa Barbara	24,469	1	1 %	35,556	2	2 %	Santa Barbara	20,967	1	1 %	35,556	2	2 %
Ventura	Ventura	39,462	2	2 %	38,463	2	2 %	Ventura	34,887	2	2 %	38,463	2	2 %
Other CA	Other CA	155,680	9	9 %	164,069	9	9 %	Other CA	150,882	10	10 %	164,069	9	9 %
Arizona	Arizona	44,702	3	3 %	47,610	3	3 %	Arizona	32,883	2	2 %	47,610	3	3 %
Nevada	Nevada	18,450	1	1 %	22,530	1	1 %	Nevada	18,540	1	1 %	22,530	1	1 %
Washington	Washington	56,281	3	3 %	59,187	3	3 %	Washington	55,411	4	4 %	59,187	3	3 %
Other States	Other States	156,808	9	9 %	160,867	9	9 %	Other States	147,696	9	9 %	160,867	9	9 %
Total Commercial and industrial	Total Commercial and industrial	$1,774,487	100	100 %	$1,790,608	100	100 %	Total Commercial and industrial	$1,554,735	100	100 %	$1,790,608	100	100 %

(1) Distribution by North American Industry Classification System (NAICS)

(2) Based on location of primary real property collateral if available, otherwise borrower address is used. All California information is by respective county.

Delinquent Loans

When a borrower fails to make required payments on a loan and does not cure the delinquency within 30 days, we normally initiate proceedings to pursue our remedies under the loan documents. For loans secured by real estate, we provide the required notices to the borrower and make any required filings, and commence foreclosure proceedings if necessary. If the loan is not reinstated within the time permitted by law, we may sell the property at a foreclosure sale. At these foreclosure sales, we generally acquire title to the property. At March 31, 2024 June 30, 2024, loans delinquent 30 or more days as a percentage of total loans held for investment was 0.09% 0.14%, compared to 0.08% at December 31, 2023. The increase in delinquent loans during the three six months ended March 31, 2024 June 30, 2024 was primarily due to increases in C&I loans that are 30-89 days past due. CRE owner-occupied and franchise non-real estate secured loans.

The following table sets forth delinquencies in the Company's loan portfolio as of the dates indicated:

		30 - 59 Days		60 - 89 Days		90 Days or More		Total			30 - 59 Days			60 - 89 Days		90 Days or More		Total	
(Dollars in thousands)	(Dollars in thousands)	# of Loans	Loan Balance	# of Loans	Loan Balance	# of Loans	Loan Balance	Loan Balance			# of Loans	Loan Balance	(Dollars in thousands)	# of Loans	Loan Balance	# of Loans	Loan Balance	# of Loans	Loan Balance
At March 31, 2024																			
At June 30, 2024																			
Investor loans secured by real estate	**Investor loans secured by real estate**									**Investor loans secured by real estate**									
CRE non-owner-occupied																			
SBA secured by real estate																			
SBA secured by real estate																			
SBA secured by real estate																			
Total investor loans secured by real estate																			
Business loans secured by real estate																			
CRE owner-occupied																			
CRE owner-occupied																			

CRE owner-occupied	
Franchise real estate secured	
Total business loans secured by real estate	
Total business loans secured by real estate	
Total business loans secured by real estate	
Commercial loans	
Commercial and industrial	
Commercial and industrial	
Commercial and industrial	
Franchise non-real estate secured	
SBA non-real estate secured	
Total commercial loans	
Retail loans	
Single family residential	
Single family residential	
Single family residential	
Total retail loans	
Total retail loans	
Total retail loans	
Total	

Delinquent loans to loans held for investment	Delinquent loans to loans held for investment	0.01 %	0.01 %	0.07 %	0.09 %	Delinquent loans to loans held for investment	0.04 %	0.02 %	0.08 %

	30 - 59 Days		60 - 89 Days		90 Days or More		Total	
(Dollars in thousands)	# of Loans	Loan Balance	# of Loans	Loan Balance	# of Loans	Loan Balance	# of Loans	Loan Balance
At December 31, 2023								
Investor loans secured by real estate								
CRE non-owner-occupied	—	$ —	—	$ —	1	$ 412	1	$ 412
SBA secured by real estate	—	—	—	—	1	420	1	420
Total investor loans secured by real estate	—	—	—	—	2	832	2	832
Business loans secured by real estate								
CRE owner-occupied	—	—	—	—	3	4,655	3	4,655
Franchise real estate secured	1	292	—	—	—	—	1	292
SBA secured by real estate	1	137	—	—	—	—	1	137

Total business loans secured by real estate	2	429	—	—	3	4,655	5	5,084
Commercial loans								
Commercial and industrial	7	228	9	1,294	1	231	17	1,753
Franchise non-real estate secured	7	1,559	—	—	—	—	7	1,559
SBA non-real estate secured	1	249	—	—	2	558	3	807
Total commercial loans	15	2,036	9	1,294	3	789	27	4,119
Retail loans								
Single family residential	1	19	—	—	—	—	1	19
Total retail loans	1	19	—	—	—	—	1	19
Total	18	$ 2,484	9	$ 1,294	8	$ 6,276	35	$ 10,054
Delinquent loans to loans held for investment		0.02 %		0.01 %		0.05 %		0.08 %

Modified Loans to Troubled Borrowers

On January 1, 2023, the Company adopted ASU 2022-02, which introduces new reporting requirements for modifications of loans to borrowers experiencing financial difficulty, which the Company also refers to as modified loans to troubled borrowers ("MLTB"). An MLTB arises from a modification made to a loan in response to a borrower's financial difficulty in order to alleviate temporary impairments in the borrower's financial condition and/or constraints on the borrower's ability to repay the loan, and to minimize potential losses to the Company. GAAP requires that certain types of modifications be reported, which consist of the following:

- Principal forgiveness
- Interest rate reduction
- Other-than-insignificant payment delay
- Term extension
- Any combination of the above

See *Note 1 - Description of Business and Summary of Significant Accounting Policies* of our audited consolidated financial statements included in our 2023 Form 10-K for additional discussion on MLTBs.

As of March 31, 2024 June 30, 2024, the Company had three MLTBs totaling $28.0 million. This consisted of two syndicated C&I participation loan modifications to one borrower experiencing financial difficulty totaling $12.2 million $11.7 million, the modification of which involved other-than-insignificant payment delays. delays, and a loan to another borrower for $16.3 million, the modification of which involved a combination of other-than-insignificant payment delays and a term extension. During the three and six months ended March 31, 2024 June 30, 2024, there were no MLTBs that had a payment default and had been modified within the 12 months preceding the payment default.

As of March 31, 2023 June 30, 2023, the Company had one CRE owner-occupied MLTB with an amortized cost of $851,000 to a borrower experiencing financial difficulty, no loan modifications classified as MLTB. During the modification of which involved the extension of the term by four months. Since modification, this MLTB did not have three and six months ended June 30, 2023, there were no MLTBs that had a payment default during and had been modified within the three 12 months ended March 31, 2023. This loan was subsequently paid off at maturity. preceding the payment default.

Credit Quality

We separate our loans by type, and we segregate the loans into various risk grade categories of "Pass," "Special Mention," "Substandard," "Doubtful," or "Loss." Classified loans consists of those with a credit risk rating of substandard, doubtful, or loss. For additional information on the Company's credit quality and credit risk grades, see *Note 5 – Loans Held for Investment* to the Notes to the consolidated financial statements in this Quarterly Report on Form 10-Q.

Classified loans totaled $204.7 $183.8 million, or 1.57% 1.47% of loans held for investment, at March 31, 2024 June 30, 2024, compared with $142.0 million, or 1.07% of loans held for investment, at December 31, 2023. The increase was primarily the result of a single, diversified commercial banking relationship with loans in CRE non-owner occupied, CRE owner-occupied, non-owner-occupied and C&I categories, totaling $37.6 million $26.8 million, that were downgraded and placed on nonaccrual during the first quarter half of 2024.

The following tables stratify the loan portfolio by the Company's internal risk grading as of the dates indicated:

		Credit Risk Grades										
(Dollars in thousands)	(Dollars in thousands)	Pass	Special Mention	Substandard	Doubtful	Total Gross Loans	(Dollars in thousands)	Pass	Special Mention	Substandard	Doubtful	Total Gross Loans

March 31, 2024					
June 30, 2024					
Investor loans secured by real estate					
Investor loans secured by real estate					
Investor loans secured by real estate					
CRE non-owner-occupied					
Multifamily					
Construction and land					
SBA secured by real estate					
Total investor loans secured by real estate					
Business loans secured by real estate					
CRE owner-occupied					
CRE owner-occupied					
CRE owner-occupied					
Franchise real estate secured					
SBA secured by real estate					
Total business loans secured by real estate					
Commercial loans					
Commercial and industrial					
Commercial and industrial					
Commercial and industrial					
Franchise non-real estate secured					
SBA non-real estate secured					
Total commercial loans					
Retail loans					
Single family residential					
Single family residential					
Single family residential					
Consumer loans					
Total retail loans					
Loans held for investment before basis adjustment (1)					
December 31, 2023					
Investor loans secured by real estate					
CRE non-owner-occupied	$ 2,406,719	$ 6,966	$ 8,087	$ —	$ 2,421,772
Multifamily	5,633,682	11,628	—	—	5,645,310
Construction and land	472,544	—	—	—	472,544
SBA secured by real estate	28,271	—	8,129	—	36,400
Total investor loans secured by real estate	8,541,216	18,594	16,216	—	8,576,026
Business loans secured by real estate					
CRE owner-occupied	2,117,985	34,480	38,869	—	2,191,334
Franchise real estate secured	288,013	9,674	6,827	—	304,514
SBA secured by real estate	45,586	619	4,536	—	50,741
Total business loans secured by real estate	2,451,584	44,773	50,232	—	2,546,589
Commercial loans					
Commercial and industrial	1,651,102	81,250	53,714	4,542	1,790,608
Franchise non-real estate secured	299,189	4,230	16,302	—	319,721
SBA non-real estate secured	9,970	—	956	—	10,926
Total commercial loans	1,960,261	85,480	70,972	4,542	2,121,255
Retail loans					
Single family residential	72,752	—	—	—	72,752
Consumer loans	1,949	—	—	—	1,949

Total retail loans	74,701	—	—	—	74,701
Loans held for investment before basis adjustment (1)	$ 13,027,762	$ 148,847	$ 137,420	$ 4,542	$ 13,318,571

(1) Excludes the basis adjustment of $32.3 million $28.2 million and $29.6 million to the carrying amount of certain loans included in fair value hedging relationships at March 31, 2024 June 30, 2024 and December 31, 2023. Refer to *Note 11 – Derivative Instruments* to the Notes to the consolidated financial statements in this Quarterly Report on Form 10-Q for additional information.

Nonperforming Assets

Nonperforming assets consist of loans whereby we have ceased accruing interest (i.e., nonaccrual loans), other real estate owned ("OREO"), and other repossessed assets owned. Nonaccrual loans generally consist of loans that are 90 days or more past due and loans where, in the opinion of management, there is reasonable doubt as to the full collection of principal and interest regardless of the length of past due status.

Nonperforming assets increased by $39.0 $27.1 million to $64.1 million $52.1 million, or 0.34% 0.28% of total assets, at March 31, 2024 June 30, 2024, compared to $25.1 million, or 0.13% of total assets, at December 31, 2023. The increase in nonperforming assets at March 31, 2024 June 30, 2024, was primarily the result of a single, diversified commercial banking relationship with loans in CRE non-owner occupied, CRE owner-occupied, non-owner-occupied and C&I categories, totaling $37.6 million, $26.1 million, all of which were current as well as a single lending relationship with loans in franchise non-real estate secured and franchise real estate categories, totaling $1.9 million, as of March 31, 2024 June 30, 2024.

At March 31, 2024 June 30, 2024, nonperforming loans totaled $63.8 million $52.1 million, or 0.49% 0.42% of loans held for investment, an increase from $24.8 million, or 0.19% of loans held for investment, at December 31, 2023.

At June 30, 2024, the Company had no OREO, totaled $248,000 at March 31, 2024, unchanged from compared to $248,000 at December 31, 2023.

The Company had no loans 90 days or more past due and still accruing at March 31, 2024 June 30, 2024 and December 31, 2023.

The following table sets forth the composition of nonperforming assets at the dates indicated:

(Dollars in thousands)
(Dollars in thousands)
(Dollars in thousands)
Nonperforming assets
Nonperforming assets
Nonperforming assets
Investor loans secured by real estate
Investor loans secured by real estate
Investor loans secured by real estate
CRE non-owner-occupied
CRE non-owner-occupied
CRE non-owner-occupied
SBA secured by real estate
SBA secured by real estate
SBA secured by real estate
Total investor loans secured by real estate
Total investor loans secured by real estate
Total investor loans secured by real estate
Business loans secured by real estate
Business loans secured by real estate
Business loans secured by real estate
CRE owner-occupied
CRE owner-occupied
CRE owner-occupied
Franchise real estate secured
Franchise real estate secured
Franchise real estate secured
Total business loans secured by real estate
Total business loans secured by real estate

Total business loans secured by real estate
Commercial loans
Commercial loans
Commercial loans
Commercial and industrial
Commercial and industrial
Commercial and industrial
Franchise non-real estate secured
Franchise non-real estate secured
Franchise non-real estate secured
SBA non-real estate secured
SBA non-real estate secured
SBA non-real estate secured
Total commercial loans
Total commercial loans
Total commercial loans
Total nonperforming loans
Total nonperforming loans
Total nonperforming loans
Other real estate owned
Other real estate owned
Other real estate owned
Total
Total
Total
Allowance for credit losses
Allowance for credit losses
Allowance for credit losses
Allowance for credit losses as a percent of total nonperforming loans
Allowance for credit losses as a percent of total nonperforming loans
Allowance for credit losses as a percent of total nonperforming loans
Nonperforming loans as a percent of loans held for investment
Nonperforming loans as a percent of loans held for investment
Nonperforming loans as a percent of loans held for investment
Nonperforming assets as a percent of total assets
Nonperforming assets as a percent of total assets
Nonperforming assets as a percent of total assets
MLTBs included in nonperforming loans
MLTBs included in nonperforming loans
MLTBs included in nonperforming loans

Allowance for Credit Losses

The Company maintains an ACL for loans and unfunded loan commitments in accordance with ASC 326, which requires the Company to record an initial estimate of expected lifetime credit losses for loans and unfunded loan commitments at the time of origination or acquisition. The ACL is maintained at a level deemed appropriate by management to provide for expected credit losses in the portfolio as of the date of the consolidated statements of financial condition. Estimating expected credit losses requires management to use relevant forward-looking information, including the use of reasonable and supportable forecasts. The measurement of the ACL is performed by collectively evaluating loans with similar risk characteristics. Loans that have been deemed by management to no longer possess similar risk characteristics are evaluated individually under a discounted cash flow approach, except those that have been deemed collateral dependent are evaluated individually based on the expected estimated fair value of the underlying collateral.

The Company measures the ACL on commercial real estate and commercial loans using a discounted cash flow approach, using the loan's effective interest rate, while the ACL for retail loans is based on a historical loss rate model. The discounted cash flow methodology relies on several significant components essential to the development of estimates for future cash flows on loans and unfunded commitments. These components consist of: (i) the estimated probability of default

(“PD”), (ii) the estimated loss given default (“LGD”), which represents the estimated severity of the loss when a loan is in default, (iii) estimates for prepayment activity on loans, and (iv) the estimated exposure to the Company at default (“EAD”). In the case of unfunded loan commitments, the Company incorporates estimates for utilization, based on historical loan data. PD and LGD for investor loans secured by real estate loans are derived from a third party, using proxy loan information, and loan and property level attributes. PD for both investor and business real estate loans, as well as commercial loans, is heavily impacted by current and expected economic conditions. Forecasts for PDs and LGDs are made over a two-year period, which we believe is reasonable and supportable, and are based on economic scenarios. Beyond this point, PDs and LGDs revert to their historical long-term averages. The Company has reflected this reversion over a period of three years in the ACL model.

The Company’s ACL includes assumptions concerning current and future economic conditions using reasonable and supportable forecasts from an independent third party. These economic forecast scenarios are based on past events, current conditions, and the likelihood of future events occurring. Management periodically evaluates economic scenarios used in the Company’s ACL model, and thus the scenarios as well as the assumptions within those scenarios, and whether to use a weighted multiple scenario approach, can vary from one period to the next based on changes in current and expected economic conditions, and due to the occurrence of specific events. As of March 31, 2024 June 30, 2024, the Company’s ACL model used three weighted scenarios representing a base-case scenario, an upside scenario, and a downside scenario. The use of three weighted scenarios at March 31, 2024 June 30, 2024 is consistent with the approach used in the Company’s ACL model at December 31, 2023 March 31, 2024. The Company’s ACL model at March 31, 2024 June 30, 2024 includes assumptions concerning the interest rate environment, general uncertainty concerning future economic conditions, and the potential for future recessionary conditions. The Company has identified certain economic variables that have significant influence in the Company’s model for determining the ACL. These key economic variables include changes in the U.S. unemployment rate, U.S. real GDP growth, CRE prices, and interest rates.

The Company considers the need for qualitative adjustments to the ACL on a quarterly basis. Qualitative adjustments may be related to and include, but not be limited to, factors such as (i) management’s assessment of economic forecasts used in the model and how those forecasts align with management’s overall evaluation of current and expected economic conditions, (ii) organization-specific risks such as credit concentrations, collateral specific risks, regulatory risks, and external factors that may ultimately impact credit quality, (iii) potential model limitations such as limitations identified through back-testing, and other limitations associated with factors such as underwriting changes, acquisition of new portfolios and changes in portfolio segmentation, and (iv) management’s overall assessment of the adequacy of the ACL, including an assessment of model data inputs used to determine the ACL. Qualitative adjustments served to increase or decrease the level of allocated ACL to these segments of the loan portfolio: investor loans secured by real estate, business loans secured by real estate, and commercial loans.

The following charts quantify the factors attributing to the changes in the ACL on loans held for investment for the three and six months ended March 31, 2024 June 30, 2024 and March 31, 2023 June 30, 2023:

Attribution_QTD Q2 2024v2.jpg Attribution_QTD Q2 2023v3.jpg

Attribution_YTD Q2 2024v3.jpg Attribution_YTD Q2 2023v3.jpg

(1) Certain factors attributing to the changes in the ACL for 2023 have been reclassified to conform to the 2024 presentation presentation.

For additional information on the provision for credit losses and ACL on loans and ACL for off-balance sheet commitments related to unfunded loans and lines of credit, refer to “*Provision for Credit Losses*” presented under *Item 2 - Management’s Discussion and Analysis of Financial Condition and Results of Operations* and *Note 6 – Allowance for Credit Losses* to the Notes to the consolidated financial statements in this Quarterly Report on Form 10-Q.

At March 31, 2024 June 30, 2024, the Company believes the ACL was adequate to cover current expected credit losses in the loan portfolio. However, no assurance can be given that we will not, in any particular period, sustain credit losses that exceed the amount reserved, or that subsequent evaluation of our loan portfolio, in light of prevailing factors, including economic conditions that may adversely affect our market area or other circumstances, will not require significant increases in the ACL. In addition, regulatory agencies, as an integral part of their examination process, periodically review our ACL and may require us to recognize changes to the ACL based on judgments different from those of management. Should any of the factors considered by management in evaluating the appropriate level of the ACL change, including the size and composition of the loan portfolio, the credit quality of the loan portfolio, as well as forecasts of future economic conditions, the Company’s estimate of current expected credit losses could also significantly change and affect the level of future provisions for credit losses.

The following table sets forth the Company’s ACL, its corresponding percentage of the loan category balance, and the percent of loan balance to total loans held for investment in each of the loan categories listed as of the dates indicated:

		March 31, 2024			December 31, 2023				June 30, 2024		Dec
(Dollars in thousands)	(Dollars in thousands)	Amount	Allowance as a % of Segment	% of Total Loans	Amount		Allowance as a % of Segment	% of Total Loans	(Dollars in thousands)	Amount	Allowance as a % of Segment
Investor loans secured by real estate	Investor loans secured by real estate					Investor loans secured by real estate					

CRE non-owner-occupied	$ 30,781	1.33	1.33 %	17.7 %	$ 31,030	1.28	1.28 %	18.2 %	$ 29,738	1.32	
Multifamily	58,411	1.05	1.05 %	42.7 %	56,312	1.00	1.00 %	42.5 %	57,298	1.05	
Construction and land	8,171	1.68	1.68 %	3.7 %	9,314	1.97	1.97 %	3.5 %	10,804	2.38	
SBA secured by real estate	2,184	6.20	6.20 %	0.3 %	2,182	5.99	5.99 %	0.3 %	2,142	6.44	
Total investor loans secured by real estate	99,547	1.19	1.19 %	64.4 %	98,838	1.15	1.15 %	64.5 %	99,982	1.22	
Business loans secured by real estate											
CRE owner-occupied	28,760	1.34	1.34 %	16.5 %	28,787	1.31	1.31 %	16.5 %	28,531	1.36	1.36
Franchise real estate secured	7,258	2.46	2.46 %	2.3 %	7,499	2.46	2.46 %	2.3 %	6,794	2.47	
SBA secured by real estate	4,288	8.85	8.85 %	0.4 %	4,427	8.72	8.72 %	0.4 %	4,134	8.88	
Total business loans secured by real estate	40,306	1.62	1.62 %	19.2 %	40,713	1.60	1.60 %	19.2 %	39,459	1.63	
Commercial loans											
Commercial and industrial	37,107	2.09	2.09 %	13.6 %	36,692	2.05	2.05 %	13.5 %	32,257	2.07	2.07
Franchise non-real estate secured	14,320	4.74	4.74 %	2.3 %	15,131	4.73	4.73 %	2.4 %	11,130	4.32	
SBA non-real estate secured	495	4.52	4.52 %	0.1 %	458	4.19	4.19 %	0.1 %	482	4.66	
Total commercial loans	51,922	2.49	2.49 %	16.0 %	52,281	2.46	2.46 %	16.0 %	43,869	2.41	
Retail loans											
Single family residential	442	0.61	0.61 %	0.6 %	505	0.69	0.69 %	0.5 %	399	0.57	0.57
Consumer loans	123	6.72	6.72 %	— %	134	6.88	6.88 %	— %	94	6.82	
Total retail loans	565	0.76	0.76 %	0.6 %	639	0.86	0.86 %	0.5 %	493	0.69	
Total (1)	$192,340	1.48	1.48 %	100.0 %	$192,471	1.45	1.45 %	100.0 %	$183,803	1.47	

(1) Total loans utilized in the calculation of the ratio of ACL to total loans held for investment includes $32.3 million $28.2 million and $29.6 million as of March 31, 2024 June 30, 2024 and December 31, 2023, respectively, of the basis adjustment of certain loans included in fair value hedging relationships. Refer to *Note 11 – Derivative Instruments* to the Notes to the consolidated financial statements in this Quarterly Report on Form 10-Q for additional information.

At March 31, 2024 June 30, 2024, the ratio of ACL to loans held for investment was 1.48% 1.47%, an increase from 1.45% at December 31, 2023. Our unamortized fair value discount on the loans acquired totaled $41.2 million $38.6 million, or 0.32% 0.31% of total loans held for investment, at March 31, 2024 June 30, 2024, compared to $43.3 million, or 0.33% of total loans held for investment, at December 31, 2023.

The following table sets forth the Company's net charge-offs as a percentage to the average loans held for investment balances in each of the loan categories, as well as other credit related percentages at and for the periods indicated:

		Three Months Ended										
		March 31, 2024					December 31, 2023					March 31, 2023
		June 30, 2024					March 31, 2024					June 30, 2023
(Dollars in thousands)	(Dollars in thousands)	Net Charge-offs (Recoveries)	Average Loan Balance		Percentage		Net Charge-offs (Recoveries)	Average Loan Balance		Percentage		Net Charge-offs (Recov
Investor loans secured by real estate												
CRE non-owner-occupied												
CRE non-owner-occupied												
CRE non-owner-occupied		$ 927	$	$ 2,357,553	0.04%	0.04%	$ 722	$	$ 2,467,905	0.03%	0.03%	
Multifamily	Multifamily	(5)	5,609,799	5,609,799	—%	—%	1,582	5,675,772	5,675,772	0.03%	0.03%	
Construction and land	Construction and land	—	479,812	479,812	—%	—%	—	466,686	466,686	—%	—%	
SBA secured by real estate	SBA secured by real estate	253	35,911	35,911	0.70%	0.70%	—	37,576	37,576	—%	—%	
Total investor loans secured by real estate	Total investor loans secured by real estate	1,175	8,483,075	8,483,075	0.01%	0.01%	2,304	8,647,939	8,647,939	0.03%	0.03%	
Business loans secured by real estate												
CRE owner-occupied												
CRE owner-occupied												
CRE owner-occupied		4,389	2,182,460	2,182,460	0.20%	0.20%	(4)	2,208,734	2,208,734	—%	—%	
Franchise real estate secured	Franchise real estate secured	212	300,828	300,828	0.07%	0.07%	—	307,988	307,988	—%	—%	
SBA secured by real estate	SBA secured by real estate	(1)	49,807	49,807	—%	—%	(40)	51,535	51,535	(0.08)%	(0.08)%	
Total business loans secured by real estate	Total business loans secured by real estate	4,600	2,533,095	2,533,095	0.18%	0.18%	(44)	2,568,257	2,568,257	—%	—%	
Commercial loans												
Commercial and industrial												
Commercial and industrial												

Commercial and industrial		546	1,769,879	1,769,879	0.03%	0.03%	1,644	1,674,655	1,674,655	0.10%	0.10%
Franchise non-real estate secured	Franchise non-real estate secured	100	308,832	308,832	0.03%	0.03%	—	325,751	325,751	—%	—%
SBA non-real estate secured	SBA non-real estate secured	(2)	10,865	10,865	(0.02)%	(0.02)%	(3)	10,989	10,989	(0.03)%	(0.03)%
Total commercial loans	Total commercial loans	644	2,089,576	2,089,576	0.03%	0.03%	1,641	2,011,395	2,011,395	0.08%	0.08%
Retail loans											
Single family residential											
Single family residential											
Single family residential		—	72,084	72,084	—%	—%	—	72,395	72,395	—%	—%
Consumer	Consumer	—	2,107	2,107	—%	—%	1	1,999	1,999	0.05%	0.05%
Total retail loans	Total retail loans	—	74,191	74,191	—%	—%	1	74,394	74,394	—%	—%
Total (1)	Total (1)	$ 6,419	$	$ 13,149,038	0.05%	0.05%	$ 3,902	$	$ 13,257,725	0.03%	0.03%
Allowance for credit losses to loans held for investment											
Allowance for credit losses to loans held for investment											
Allowance for credit losses to loans held for investment						1.48%					
Nonperforming loans to loans held for investment	Nonperforming loans to loans held for investment					0.49%					
Allowance for credit losses to nonperforming loans	Allowance for credit losses to nonperforming loans					301%					

(1) Average loan balance includes $30.9 million $32.9 million, $44.3 million $30.9 million, and $60.6 million $49.3 million of average basis adjustment of certain loans included in fair value hedging relationships for the three months ended March 31, 2024 June 30, 2024, December 31, 2023 March 31, 2024, and March 31, 2023 June 30, 2023, respectively. Refer to *Note 11 – Derivative Instruments* to the Notes to the consolidated financial statements in this Quarterly Report on Form 10-Q for additional information.

	For the Six Months Ended					
	June 30, 2024			June 30, 2023		
(Dollars in thousands)	Net Charge-offs (Recoveries)	Average Loan Balance	Percentage	Net Charge-offs (Recoveries)	Average Loan Balance	Percentage
Investor loans secured by real estate						
CRE non-owner-occupied	$ 3,623	$ 2,319,085	0.16%	$ 2,642	$ 2,616,776	0.10%
Multifamily	7,367	5,562,856	0.13%	289	5,941,895	—%
Construction and land	—	470,436	—%	—	425,263	—%
SBA secured by real estate	320	35,011	0.91%	—	40,112	—%
Total investor loans secured by real estate	11,310	8,387,388	0.13%	2,931	9,024,046	0.03%
Business loans secured by real estate						
CRE owner-occupied	4,268	2,149,899	0.20%	2,346	2,342,525	0.10%
Franchise real estate secured	212	291,756	0.07%	—	359,978	—%
SBA secured by real estate	(2)	48,586	—%	(80)	60,229	(0.13)%
Total business loans secured by real estate	4,478	2,490,241	0.18%	2,266	2,762,732	0.08%

Commercial loans						
Commercial and industrial	1,366	1,712,921	0.08%	968	1,955,406	0.05%
Franchise non-real estate secured	(1,275)	293,488	(0.43)%	(100)	385,778	(0.03)%
SBA non-real estate secured	1	11,042	0.01%	(65)	11,448	(0.57)%
Total commercial loans	92	2,017,451	—%	803	2,352,632	0.03%
Retail loans						
Single family residential	(3)	71,359	—%	89	71,439	0.12%
Consumer	835	2,189	38.15%	860	3,188	26.98%
Total retail loans	832	73,548	1.13%	949	74,627	1.27%
Total (1)	$ 16,712	$ 12,936,723	0.13%	$ 6,949	$ 14,159,155	0.05%

(1) Average loan balance includes $31.9 million and $54.9 million of average basis adjustment of certain loans included in fair value hedging relationships for the six months ended June 30, 2024 and June 30, 2023, respectively. Refer to *Note 11 – Derivative Instruments* to the Notes to the consolidated financial statements in this Quarterly Report on Form 10-Q for additional information.

Investment Securities

Our investment policy, as established by our Asset Liability Committee, is established to provide and maintain liquidity, capital preservation, complement our lending activities, support our interest rate risk management strategies and tax planning, and generate a favorable return on investments without incurring undue interest rate and credit risks. Specifically, our investment policy generally limits our investments to U.S. government securities, federal agency-backed securities, U.S. government-sponsored enterprise ("GSE") guaranteed mortgage-backed securities ("MBS"), which are guaranteed by Fannie Mae ("FNMA"), Freddie Mac ("FHLMC"), Federal Farm Credit Banks ("FFCB"), or Ginnie Mae ("GNMA"), U.S. Treasury securities, municipal bonds, and corporate bonds, specifically bank debt notes. The Bank has designated all investment securities as AFS or HTM. AFS securities are carried at fair value, with unrealized gains or losses, net of tax, on these securities recognized in stockholders' equity as accumulated other comprehensive income or loss. HTM securities are carried at amortized cost, net of ACL.

We primarily use our investment portfolio for liquidity purposes, capital preservation, and to support our interest rate risk management strategies. Our investment securities portfolio amounted to $2.87 billion $3.03 billion at March 31, 2024 June 30, 2024, an increase of $4.9 million $160.6 million, or 0.2% 5.6%, from $2.87 billion at December 31, 2023. The increase was primarily the result of $170.2 million $613.3 million in purchases of AFS U.S. Treasury securities and a decrease of $1.9 million $6.1 million in mark-to-market unrealized loss on AFS securities, partially offset by $167.3 million $458.8 million in principal payments, fair value discounts from the AFS securities transferred to HTM, amortizations, accretion, and redemptions. The Company did not sell any investment securities during the first quarter half of 2024. In general, the purchase of investment securities is primarily related to investing excess liquidity from our banking operations. During the first quarter half of 2024, we have maintained a meaningful portion of the AFS securities portfolio in highly-liquid, short-term shorter term securities. This strategy enhances our interest rate sensitivity profile to the current rate environment and provides us with the flexibility to quickly redeploy these funds into higher-yielding assets or slightly longer duration securities as opportunities arise. The effective duration of AFS securities portfolio was 0.9 years at March 31, 2024 and 0.7 years at June 30, 2024 and December 31, 2023. , respectively. The effective duration of total AFS and HTM securities portfolio was 5.3 years and 5.5 years at June 30, 2024 and December 31, 2023, respectively.

At March 31, 2024 June 30, 2024, AFS and HTM investment securities were $1.15 billion $1.32 billion and $1.72 billion $1.71 billion, respectively, compared to $1.14 billion and $1.73 billion, respectively, at December 31, 2023.

The ACL on investment securities is determined for both the AFS and HTM classifications of the investment portfolio in accordance with ASC 326 and evaluated on a quarterly basis. As of March 31, 2024 June 30, 2024 and December 31, 2023, the Company had an ACL of $115,000 $129,000 and $126,000, respectively, for HTM investment securities classified as municipal bonds. The Company had no ACL for AFS investment securities at March 31, 2024 June 30, 2024 and December 31, 2023. For additional information, refer to *Note 4 – Investment Securities* to the Notes to the consolidated financial statements in this Quarterly Report on Form 10-Q.

The following table sets forth the fair value of AFS and the amortized cost of HTM investment securities as well as the weighted average yields on our investment security securities portfolio by contractual maturity as of the date indicated. Weighted average yields are an arithmetic computation of income within each maturity range based on the amortized costs of securities, not on a tax-equivalent basis.

		March 31, 2024												
		One Year or Less		One Year or Less		More than One to Five Years		More than Five Years to Ten Years		More than Ten Years		Total		
(Dollars in thousands)	(Dollars in thousands)	Amount	Weighted Average Yield	Amount	Weighted Average Yield	Amount	Weighted Average Yield	Amount	Weighted Average Yield	Amount	Weighted Average Yield	Amount	Weighted Average Yield	(Dollars in thousands)

AFS investment securities: **AFS investment securities:**														
U.S. Treasury U.S. Treasury	$564,939	5.22	5.22 %	$ —	—	— %	$ —	—	— %	$ —	—	— %	$ 564,939	5.22
Agency Agency	—	—	— %	250	5.56	5.56 %	758	5.64	5.64 %	662	7.89	7.89 %	1,670	6.53
Corporate Corporate	32,995	5.78	5.78 %	231,709	5.82	5.82 %	174,178	3.55	3.55 %	—	—	— %	438,882	4.83
Collateralized mortgage obligations Collateralized mortgage obligations Collateralized mortgage obligations	49	5.73	5.73 %	40,660	5.79	5.79 %	60,378	5.83	5.83 %	47,443	7.00	7.00 %	148,530	6.19
Total AFS investment securities Total AFS investment securities Total AFS investment securities	597,983	5.25	5.25 %	272,619	5.81	5.81 %	235,314	4.14	4.14 %	48,105	7.01	7.01 %	1,154,021	5.19
HTM investment securities: **HTM investment securities:**														
Municipal bonds Municipal bonds Municipal bonds	$ —	—	— %	$ 26,337	1.44	1.44 %	$ 38,068	1.61	1.61 %	$1,081,497	2.06	2.06 %	$1,145,902	2.03
Collateralized mortgage obligations Collateralized mortgage obligations	—	—	— %	86	5.68	5.68 %	—	—	— %	329,751	4.16	4.16 %	329,837	4.16
Mortgage-backed securities Mortgage-backed securities	—	—	— %	1,918	5.78	5.78 %	3,476	4.92	4.92 %	223,217	1.96	1.96 %	228,611	2.03
Other Other	—	—	— %	—	—	— %	—	—	— %	16,246	2.84	2.84 %	16,246	2.84
Total HTM investment securities Total HTM investment securities	$ —	—	— %	$ 28,341	1.75	1.75 %	$ 41,544	1.89	1.89 %	$1,650,711	2.47	2.47 %	$1,720,596	2.45
Total securities Total securities	$597,983	5.25	5.25 %	$300,960	5.43	5.43 %	$ 276,858	3.80	3.80 %	$1,698,816	2.60	2.60 %	$2,874,617	3.55

The following table presents the fair value of AFS and the amortized cost of HTM investment securities portfolios by Moody's credit ratings at March 31, June 30, 2024.

(Dollars in thousands) (Dollars in thousands)	U.S. Treasury	Agency	Corporate Debt	Municipal Bonds	Collateralized Mortgage Obligations	Mortgage-backed Securities	Other	Total	%	(Dollars in thousands)
Aaa - Aa3 Aaa - Aa3	$564,939	$ $1,670 $	$ 19,992 $	$1,145,902 $	$ 478,367 $	$ 228,611 $	$ $ — $	$2,439,481 84.9	84.9 %	Aaa - A
A1 - A3 A1 - A3	— —	—	236,748 236,748	—	— —	— —	— —	236,748 236,748	8.2	
Baa1 - Baa3 Baa1 - Baa3	— —	—	182,142 182,142	—	— —	— —	— 16,246 16,246	198,388 198,388	6.9	
Total Total	$564,939	$ $1,670 $	$438,882 $	$1,145,902 $	$ 478,367 $	$ 228,611 $	$16,246 $	$2,874,617 100.0	100.0 %	Total

All of the municipal bond securities in our portfolio have an underlying rating of investment grade, with the majority insured by the largest bond insurance companies to bring each of these securities to a Moody's A rating or better. The Company has predominantly purchased general obligation bonds that are risk-weighted at 20% for regulatory capital purposes. The Company reduces its exposure to any single adverse event by holding securities from geographically diversified municipalities. We continue to monitor the quality of our investment securities portfolio in accordance with current financial conditions and economic environment.

Deposits

At March 31, 2024 June 30, 2024, deposits totaled $15.19 billion $14.63 billion, an increase a decrease of $192.2 million $368.0 million, or 1.3% 2.5%, from $15.00 billion at December 31, 2023. The increase decrease was largely driven by increases decreases of $169.2 million $316.7 million in noninterest-bearing checking, $126.0 million in brokered certificates of deposit, $123.4 million in interest-bearing checking, and $23.9 million in money market and savings, $110.3 million in retail certificates of deposit, and $64.8 million in noninterest-bearing checking, partially offset by reductions an increase of $114.0 million $222.0 million in interest-bearing checking and $38.1 million in brokered retail certificates of deposit.

At March 31, 2024 June 30, 2024, non-maturity deposits totaled $12.82 billion $12.24 billion, or 84.4% 83.7% of total deposits, an increase a decrease of $120.0 million $464.0 million, or 0.9% 3.7%, from December 31, 2023. The increase decrease was largely driven impacted by clients redeploying funds into higher yielding alternatives, prepaying or paying down loans, reduced funding needs, and seasonal deposit growth within our HOA business and municipal deposits. changes. Our non-maturity deposits reflect our well-diversified and relationship-focused business model that has resulted in 32.9% of noninterest-bearing checking deposits as a percent representing 31.6% of total deposits as of March 31, 2024 June 30, 2024.

At March 31, 2024 June 30, 2024, maturity deposits totaled $2.37 billion $2.39 billion, an increase of $72.2 million $96.0 million, or 3.1% 4.2%, from December 31, 2023. The increase was primarily driven by an increase of $110.3 million $222.0 million in retail certificates of deposit, partially offset by the reduction of $38.1 million $126.0 million in brokered certificates of deposit.

The total end-of-period weighted average rate of deposits at March 31, 2024 June 30, 2024 was 1.66% 1.81%, an increase from 1.55% at December 31, 2023, principally driven by higher pricing across all deposit categories and a greater mix of maturity deposits. At March 31, 2024 June 30, 2024, the end-of-period weighted average rate of non-maturity deposits was 1.12% 1.25%, compared to 1.04% at December 31, 2023.

As of March 31, 2024 June 30, 2024, the Bank counted one client, a property management holding company, with deposits of $811.2 million $758.0 million, or 5.3% 5.2% of total deposits, and 11,263 11,028 total deposit accounts. No other individual depositor represented more than 2.1% 1.3% of our total deposits, and our top 50 depositors represented 15.0% 11.4% of our total deposits.

Our ratio of loans held for investment to deposits was 85.7% 85.4% and 88.6% at March 31, 2024 June 30, 2024 and December 31, 2023, respectively.

The following table sets forth the distribution of the Company's deposit accounts at the dates indicated and the weighted average interest rates as of the last day of each period for each category of deposits presented:

(Dollars in thousands)	(Dollars in thousands)	March 31, 2024 Balance		March 31, 2024 % of Total Deposits	March 31, 2024 Weighted Average Rate	December 31, 2023 Balance		December 31, 2023 % of Total Deposits	December 31, 2023 Weighted Average Rate	(Dollars in thousands)	June 30, 2024 Balance		June 30, 2024 % of Total Deposits	June 30, 2024 Weighted Average Rate	December 31, 2023 Bala
Noninterest-bearing checking	Noninterest-bearing checking	$ 4,997,636	32.9	32.9 %	— %	$ 4,932,817	32.9	32.9 %	— %	Noninterest-bearing checking	$4,616,124	31.6	31.6 %	— %	
Interest-bearing deposits:															
Interest-bearing checking															
Interest-bearing checking															
Interest-bearing checking		2,785,626	18.3	18.3 %	1.55 %	2,899,621	19.3	19.3 %	1.38 %		2,776,212	19.0	19.0 %	1.53 %	2,89
Money market	Money market	4,756,596	31.3	31.3 %	2.09 %	4,572,693	30.5	30.5 %	2.00 %	Money market	4,576,147	31.3	31.3 %	2.39 %	
Savings	Savings	281,040	1.9	1.9 %	0.33 %	295,749	2.0	2.0 %	0.29 %	Savings	268,438	1.8	1.8 %	0.35 %	
Total non-maturity deposits	Total non-maturity deposits	12,820,898	84.4	84.4 %	1.12 %	12,700,880	84.7	84.7 %	1.04 %	Total non-maturity deposits	12,236,921	83.7	83.7 %	1.25 %	
Time deposit accounts:															
Less than 1.00%															
Less than 1.00%															

Less than 1.00%		65,724	0.4	0.4 %	0.19 %	90,480	0.6	0.6 %	0.14	%		38,563	0.2	0.2 %	0.20 %	9
1.00 - 1.99	1.00 - 1.99	19,855	0.1	0.1 %	1.76 %	20,505	0.1	0.1 %	1.76	%	1.00 - 1.99	18,726	0.1	0.1 %	1.83 %	
2.00 - 2.99	2.00 - 2.99	17,150	0.1	0.1 %	2.63 %	20,191	0.1	0.1 %	2.63	%	2.00 - 2.99	18,095	0.1	0.1 %	2.61 %	
3.00 - 3.99	3.00 - 3.99	212,289	1.4	1.4 %	3.58 %	361,060	2.4	2.4 %	3.52	%	3.00 - 3.99	203,549	1.4	1.4 %	3.56 %	
4.00 - 4.99	4.00 - 4.99	1,288,341	8.6	8.6 %	4.67 %	1,084,443	7.3	7.3 %	4.49	%	4.00 - 4.99	1,341,156	9.2	9.2 %	4.80 %	
5.00 and greater	5.00 and greater	763,571	5.0	5.0 %	5.15 %	718,067	4.8	4.8 %	5.26	%	5.00 and greater	770,644	5.3	5.3 %	5.13 %	
Total time deposit accounts	Total time deposit accounts	2,366,930	15.6	15.6 %	4.56 %	2,294,746	15.3	15.3 %	4.37	%	Total time deposit accounts	2,390,733	16.3	16.3 %	4.68 %	
Total deposits																
Total deposits																
Total deposits		$ 15,187,828	100.0	100.0 %	1.66 %	$ 14,995,626	100.0	100.0 %	1.55	%		$ 14,627,654	100.0	100.0 %	1.81 %	$ 14,99

The following table sets forth the estimated deposits exceeding the FDIC insurance limit:

(Dollars in thousands)	
(Dollars in thousands)	
(Dollars in thousands)	
Uninsured deposits	
Uninsured deposits	
Uninsured deposits	

The Bank is a member of the IntraFi Network ("IntraFi"), which allows banking customers to access FDIC insurance protection on deposits that exceed the FDIC insurance limit while receiving reciprocal deposits from other FDIC-insured banks. These reciprocal deposits acquired by the Bank through IntraFi, including both the Certificate of Deposit Account Registry Service ("CDARS") and Insured Cash Service ("ICS") programs, offer protection to depositors by fully insuring deposits with other network banks.

At March 31, 2024 June 30, 2024, the Company's FDIC-insured deposits as a percentage of total deposits was 60% 61%. Insured and collateralized deposits comprised 66% 67% of total deposits at March 31, 2024 June 30, 2024, which includes federally-insured deposits, $883.6 million $818.7 million of collateralized municipal and tribal deposits, and $70.0 million $45.0 million of privately insured deposits. At December 31, 2023, the Company's FDIC-insured deposits as a percentage of total deposits was 60%. Insured and collateralized deposits comprised 66% of total deposits at December 31, 2023, which includes federally-insured deposits, $732.6 million of collateralized municipal and tribal deposits, and $70.0 million $70.0 million of privately insured deposits.

The estimated aggregate amount of time deposits in excess of the FDIC insurance limit is $572.9 million $634.4 million at March 31, 2024 June 30, 2024 and $534.8 million at December 31, 2023. The following table sets forth the maturity distribution of the estimated uninsured time deposits:

(Dollars in thousands)	(Dollars in thousands)	March 31, 2024	December 31, 2023	(Dollars in thousands)	June 30, 2024	December 31, 2023
3 months or less						
Over 3 months through 6 months						
Over 6 months through 12 months						
Over 12 months						
Total						

Borrowings

At March 31, 2024 June 30, 2024, total borrowings amounted to $532.0 million $532.2 million, a decrease of $399.8 million $399.7 million, or 42.9%, from $931.8 million at December 31, 2023. Total borrowings at March 31, 2024 June 30, 2024 were comprised of $200.0 million of FHLB term advances and $332.0 million $332.2 million of subordinated debentures. The decrease in borrowings at March 31, 2024 June 30, 2024 as compared to December 31, 2023 was primarily due to the decreases of $400.0 million in FHLB term advances, resulting from one $200.0 million advance redemption and one $200.0 million advance maturity during the first quarter half of 2024, partially offset by the amortization of the subordinated debt issuance cost. At March 31, 2024 June 30, 2024, total borrowings represented 2.8% 2.9% of total assets and had an end-of-period weighted average rate of 5.07% 5.82%, compared with 4.9% of total assets and an end-of-period weighted average rate of 3.93% at December 31, 2023.

At March 31, 2024 June 30, 2024, total subordinated debentures were comprised of the following:

- Subordinated notes of $60.0 million at a fixed rate of 5.75% due September 3, 2024 (the "Notes I") and a carrying value of $59.9 million $60.0 million, net of unamortized debt issuance cost of $60,000. $30,000. Interest is payable semiannually at 5.75% per annum;
- Subordinated notes of $125.0 million at 4.875% 8.084% fixed-to-floating rate due May 15, 2029 (the "Notes II") and a carrying value of $123.7 million $123.8 million, net of unamortized debt issuance cost of $1.3 million $1.2 million. Interest is payable semiannually at an initial fixed rate of 4.875% per annum. From and including May 15, 2024, but excluding the maturity date or the date of earlier redemption, the Notes II will bear interest at a floating rate equal to three-month term SOFR, plus a spread of 2.762% per annum, payable quarterly in arrears; and
- Subordinated notes of $150.0 million at 5.375% fixed-to-floating rate due June 15, 2030 (the "Notes III") and a carrying value of $148.4 million, net of unamortized debt issuance cost of $1.6 million. Interest on the Notes III accrue at a rate equal to 5.375% per annum from and including June 15, 2020 to, but excluding, June 15, 2025, payable semiannually in arrears. From and including June 15, 2025 to, but excluding, June 15, 2030 or the earlier redemption date, interest will accrue at a floating rate per annum equal to a benchmark rate, which is expected to be three-month term SOFR, plus a spread of 517 basis points, payable quarterly in arrears.

For additional information about the subordinated debentures, see *Note 8 – Subordinated Debentures* to the Notes to the consolidated financial statements in this Quarterly Report on Form 10-Q.

The following table sets forth certain information regarding the Company's borrowed funds as of and during the periods indicated:

		March 31, 2024			December 31, 2023				June 30, 2024			December 31, 2023
(Dollars in thousands)	(Dollars in thousands)	Balance		Weighted Average Rate	Balance		Weighted Average Rate	(Dollars in thousands)	Balance		Weighted Average Rate	Balance
FHLB advances	FHLB advances	$200,000	4.68	4.68 %	$ 600,000	3.17	3.17 %	FHLB advances	$ 200,000	4.68	4.68 %	$600
Subordinated debentures												
Subordinated debentures												
Subordinated debentures		332,001	5.30	5.30 %	331,842	5.31	5.31 %		332,160	6.51	6.51 %	331,842
Total borrowings	Total borrowings	$532,001	5.07	5.07 %	$ 931,842	3.93	3.93 %	Total borrowings	$ 532,160	5.82	5.82 %	$93
Weighted average cost of borrowings during the quarter												
Weighted average cost of borrowings during the quarter												
Weighted average cost of borrowings during the quarter		4.15 %			4.01 %				5.59 %			4.01 %
Borrowings as a percent of total assets	Borrowings as a percent of total assets	2.8 %			4.9 %			Borrowings as a percent of total assets	2.9 %			4.9 %

As of March 31, 2024 June 30, 2024, our unused borrowing capacity was $8.53 billion $8.65 billion, which consisted of available lines of credit with FHLB and other correspondent banks as well as access through the Federal Reserve Bank's discount window. As a result of our proactive liquidity management, we were able to reduce FHLB borrowings by $400.0 million during the first quarter half of 2024, and we did not utilize the Federal Reserve Bank's discount window or the Bank Term Funding Program, which expired on March 11, 2024.

The Company maintains additional sources of liquidity at the Corporation level. Our Corporation maintains a $25.0 million line of credit with U.S. Bank and had no outstanding balance against it at March 31, 2024 June 30, 2024 and December 31, 2023.

CAPITAL RESOURCES AND LIQUIDITY

Liquidity Management

Our primary sources of funds are deposits, advances from the FHLB and other borrowings, principal and interest payments on loans, and income from investments, to meet our financial obligations, which arise primarily from the withdrawal of deposits, extension of credit, and payment of operating expenses. While maturities and scheduled amortization of loans are a predictable source of funds, deposit inflows and outflows as well as loan prepayments are greatly influenced by market interest rates, economic conditions, and competition.

In addition to the interest payments on loans and investments as well as fees collected on the services we provide, our primary sources of funds generated during the first three six months of 2024 were from:

- Principal payments on loans held for investment of $229.1 million $557.6 million;
- Increased deposits of $192.2 million; and
- Proceeds of $174.4 $447.3 million from the sale, payment, or maturity of securities; and
- Proceeds of $55.6 million from the sales of loans classified as loans held for investment.

We used these funds to:

- Purchase investment securities of $564.1 million;
- Decrease FHLB borrowings of $394.9 million $400.0 million;
- Purchase investment securities Decrease deposits of $170.2 million $368.0 million;
- Return capital to shareholders through $31.6 million in dividends; and
- Originate loans held for investment of $14.0 million. $71.4 million; and
- Return capital to shareholders through $63.5 million in dividends.

Our most liquid assets are comprised of unrestricted cash, short-term investments, and unpledged AFS investment securities. The levels of these assets are dependent on our operating, lending, and investing activities during any given period. We endeavor to take a prudent, proactive approach to liquidity management, as evidenced by our balance-sheet-oriented initiatives throughout 2023 and into 2024. At March 31, 2024 June 30, 2024, cash and cash equivalents totaled $1.03 billion $899.8 million. If additional liquidity is needed or otherwise desired as part of our liquidity management strategy, we have additional sources of liquidity that can be accessed, including FHLB advances, federal fund lines, the Federal Reserve Board's lending programs, brokered deposits, as well as loan and investment securities sales. As of March 31, 2024 June 30, 2024, the Bank had secured borrowing capacity with the FHLB allowing us to borrow up to 30% 35% of the Bank's total assets equating to a credit line of $5.71 billion $6.58 billion, of which $4.69 billion $4.89 billion remained available for borrowing, based on collateral pledged of $7.35 billion $7.36 billion at carrying market value in qualifying loans, and we had $200.0 million in FHLB term borrowings. We also had a $3.45 $3.37 billion line with the FRB discount window secured by investment securities and unsecured lines of credit aggregating to $390.0 million with other correspondent banks from which to purchase federal funds. Our unused borrowing capacity was $8.53 billion $8.65 billion, and the combined readily available liquidity with cash and cash equivalents of $1.03 billion $899.8 million, interest-bearing time deposits with financial institutions of $1.0 million, as well as short-term, unpledged, AFS U.S. Treasury securities of $343.7 million $245.4 million, totaled approximately $9.90 billion $9.79 billion, with a coverage ratio of 190.9% 199.0% to uninsured and uncollateralized deposits.

We believe our level of liquid assets is sufficient to meet current anticipated funding needs. As part of our daily monitoring, we calculate a liquidity ratio by dividing the sum of cash balances plus unpledged AFS securities by total deposits, excluding time deposits maturing one year or more, plus FHLB advances maturing within one year. As of March 31, 2024 June 30, 2024, our liquidity ratio was 14.4% 15.2%, which is above the Company's minimum policy requirement of 10.0%. The Company regularly monitors liquidity, models liquidity stress scenarios to ensure that adequate liquidity is available, and has contingency funding plans in place, which are reviewed and tested on a regular, recurring basis.

A substantial portion of our loans were funded by our deposits. The Bank's participation in IntraFi's CDARS and ICS programs provides our depositors with full deposit insurance coverage of excess balances, while the Bank receives reciprocal deposits from other FDIC-insured banks, and helps the Bank to retain the full amount of the deposits on its balance sheet, enhancing the Company's funding stability. To the extent that 2024 deposit growth is not sufficient to satisfy our ongoing commitments to fund maturing and withdrawable deposits, repay maturing borrowings, fund existing and future loans, or make investments, we may access funds through our FHLB borrowing arrangement, FRB discount window, unsecured lines of credit, or other sources.

The Bank maintains liquidity guidelines in the Company's Liquidity Policy that permits the purchase of brokered deposit funds, in an amount not to exceed 15% of total deposits or 12% of total assets, as a secondary source for funding. At March 31, 2024 June 30, 2024, we had $572.1 million $484.2 million in brokered deposits, which constituted 3.77% 3.31% of total deposits and 3.04% 2.64% of total assets at that date.

The Corporation is a corporate entity separate and apart from the Bank that must provide for its own liquidity. The Corporation's primary sources of liquidity are dividends from the Bank. There are statutory and regulatory provisions that limit the ability of the Bank to pay dividends to the Corporation. Management believes that such restrictions will not have a material impact on the ability of the Corporation to meet its ongoing cash obligations. During the three six months ended March 31, 2024 June 30, 2024, the Bank paid $31.6 million $63.5 million in dividends to the Corporation.

The Corporation maintains a line of credit of $25.0 million with U.S. Bank that will expire on September 26, 2024 September 25, 2024. The Corporation anticipates renewing the line of credit upon expiration. This line of credit provides an additional source of liquidity at the Corporation level. At March 31, 2024 June 30, 2024, the Corporation had no outstanding balances against this line.

During each of the first quarter two quarters of 2024, the Corporation declared a quarterly dividend payment of $0.33 per share. On April 22, 2024 July 22, 2024, the Company's Board of Directors declared a $0.33 per share dividend, payable on May 13, 2024 August 12, 2024 to stockholders of record as of May 6, 2024 August 5, 2024. The Corporation’s Board of Directors periodically reviews whether to declare or pay cash dividends, taking into account, among other things, general business conditions, the Company’s financial results, future prospects, capital requirements, legal and regulatory restrictions, and such other factors as the Corporation’s Board of Directors may deem relevant.

On January 11, 2021, the Company’s Board of Directors approved a stock repurchase program, which authorized the repurchase of up to 4,725,000 shares of its common stock, representing approximately 5% of the Company’s issued and outstanding shares of common stock and approximately $150 million of common stock as of December 31, 2020 based on the closing price of the Company’s common stock on December 31, 2020. During the three six months ended March 31, 2024 June 30, 2024, the Company did not repurchase any shares of common stock. See *Part II, Item 2 - Unregistered Sales of Equity Securities and Use of Proceeds* for additional information.

Material Cash Requirement

Our material cash requirements may include funding existing loan commitments, funding equity investments and affordable housing partnerships for low-income housing tax credit, withdrawal/maturity of existing deposits, repayment of borrowings, operating lease payments, and expenditures necessary to maintain current operations.

The Company enters into contractual obligations in the normal course of business as a source of funds for its asset growth and to meet required capital needs. The following schedule summarizes maturities and principal payments due on our contractual obligations, excluding accrued interest:

	March 31, 2024				June 30, 2024			
(Dollars in thousands)	(Dollars in thousands)	Less than 1 year	More than 1 year	Total	(Dollars in thousands)	Less than 1 year	More than 1 year	Total
FHLB advances and other borrowings								
FHLB advances and other borrowings								
FHLB advances and other borrowings								
Subordinated debentures								
Certificates of deposit								
Operating leases								
Affordable housing partnerships commitment								
Total contractual cash obligations								

We believe that the Company’s liquidity sources will be sufficient to meet the contractual obligations as they become due through the maintenance of adequate liquidity levels.

In the ordinary course of business, we enter into various transactions to meet the financing needs of our customers which, in accordance with GAAP, are not included in our consolidated balance sheets. These transactions include off-balance sheet commitments, including commitments to extend credit and standby letters of credit, and commitments to fund investments that qualify for CRA credit. The following table presents a summary of the Company’s commitments to extend credit by expiration period:

	March 31, 2024				June 30, 2024			
(Dollars in thousands)	(Dollars in thousands)	Less than 1 year	More than 1 year	Total	(Dollars in thousands)	Less than 1 year	More than 1 year	Total
Loan commitments to extend credit								
Standby letters of credit								
Total								

Since many commitments to extend credit are expected to expire, the total commitment amounts do not necessarily represent future cash requirements. For further information, see *Note 15 - Off-Balance Sheet Arrangements, Commitments, and Contingencies* to the Notes to the audited consolidated financial statements in the Company’s 2023 Form 10-K.

Regulatory Capital Compliance

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

Quantitative measures established by regulation to ensure capital adequacy require the Bank to maintain capital in order to meet certain capital ratios to be considered adequately capitalized or well capitalized under the regulatory framework for prompt corrective action. As of the most recent formal notification from the Federal Reserve, the Bank was categorized as “well capitalized.” There are no conditions or events since that notification that management believes have changed the Bank’s categorization.

Final comprehensive regulatory capital rules for U.S. banking organizations pursuant to the capital framework of the Basel Committee on Banking Supervision, generally referred to as “Basel III,” implemented a requirement for all banking organizations to maintain a capital conservation buffer of 2.5% above the minimum risk-based capital requirements, which fully phased in by January 1, 2019. The capital conservation buffer is exclusively comprised of common equity Tier 1 capital, and it applies to each of the three risk-based capital ratios but not to the leverage ratio. At March 31, 2024 June 30, 2024, the Company and Bank are in compliance with the capital conservation buffer requirement and exceeded the minimum common equity Tier 1, Tier 1, and total capital ratio, inclusive of the fully phased-in capital conservation buffer, of 7.00%, 8.50%, and 10.50%, respectively, and the Bank qualified as “well capitalized” for purposes of the federal bank regulatory prompt corrective action regulations. The regulatory capital ratios of the Company and Bank further strengthened at March 31, 2024 June 30, 2024 compared to the capital ratios at December 31, 2023.

In February 2019, the U.S. federal bank regulatory agencies approved a final rule modifying their regulatory capital rules and providing an option to phase-in over a three-year period the Day 1 adverse regulatory capital effects of the CECL accounting standard. Additionally, in March 2020, the U.S. Federal bank regulatory agencies issued an interim final rule that provides banking organizations an option to delay the estimated CECL impact on regulatory capital for an additional two years for a total transition period of up to five years. The cumulative difference at the end of the second year of the transition period is then phased into regulatory capital at 25% per year over a three-year transition period. The final rule was adopted and became effective in September 2020. The Company implemented the CECL model commencing January 1, 2020 and elected to phase in the full effect of CECL on regulatory capital over the five-year transition period. This cumulative difference at the end of 2021 will be phased in regulatory capital over the three-year period from January 1, 2022 through December 31, 2024.

For regulatory capital purposes, the Corporation’s subordinated debt is included in Tier 2 capital, the eligible amount of which is phased out by 20% of the original amount at the beginning of each of the last five years before maturity. See *Note 8 – Subordinated Debentures* to the Notes to the consolidated financial statements in this Quarterly Report on Form 10-Q for additional information.

As defined in applicable regulations and set forth in the table below, the Corporation and the Bank continue to exceed the regulatory capital minimum requirements, and the Bank continues to exceed the “well capitalized” standards and the required conservation buffer at the dates indicated:

		Actual **Actual** **Actual**	**Minimum Required for Capital Adequacy Purposes Inclusive of Capital Conservation Buffer**	**Minimum Required For Well Capitalized Requirement**			**Minimum Required for Capital Adequacy Purposes Inclusive of Capital Conservation Buffer**	**Minimum Required For Well Capitalized Requirement**
March 31, 2024 **June 30, 2024**								
Pacific Premier Bancorp, Inc. Consolidated **Pacific Premier Bancorp, Inc. Consolidated** **Pacific Premier Bancorp, Inc. Consolidated**								
Tier 1 leverage ratio Tier 1 leverage ratio Tier 1 leverage ratio		11.48%	4.00%	N/A		11.87%	4.00%	N/A
Common equity tier 1 capital ratio	Common equity tier 1 capital ratio	15.02%	7.00%	N/A	Common equity tier 1 capital ratio	15.89%	7.00%	N/A
Tier 1 capital ratio	Tier 1 capital ratio	15.02%	8.50%	N/A	Tier 1 capital ratio	15.89%	8.50%	N/A
Total capital ratio	Total capital ratio	18.23%	10.50%	N/A	Total capital ratio	19.01%	10.50%	N/A
Pacific Premier Bank **Pacific Premier Bank** **Pacific Premier Bank**								

Tier 1 leverage ratio								
Tier 1 leverage ratio								
Tier 1 leverage ratio		12.97%	4.00%	5.00%		13.42%	4.00%	5.00%
Common equity tier 1 capital ratio	Common equity tier 1 capital ratio	16.96%	7.00%	6.50%	Common equity tier 1 capital ratio	17.97%	7.00%	6.50%
Tier 1 capital ratio	Tier 1 capital ratio	16.96%	8.50%	8.00%	Tier 1 capital ratio	17.97%	8.50%	8.00%
Total capital ratio	Total capital ratio	18.21%	10.50%	10.00%	Total capital ratio	19.22%	10.50%	10.00%
December 31, 2023								
December 31, 2023								
December 31, 2023								
Pacific Premier Bancorp, Inc. Consolidated								
Pacific Premier Bancorp, Inc. Consolidated								
Pacific Premier Bancorp, Inc. Consolidated								
Tier 1 leverage ratio								
Tier 1 leverage ratio								
Tier 1 leverage ratio		11.03%	4.00%	N/A		11.03%	4.00%	N/A
Common equity tier 1 capital ratio	Common equity tier 1 capital ratio	14.32%	7.00%	N/A	Common equity tier 1 capital ratio	14.32%	7.00%	N/A
Tier 1 capital ratio	Tier 1 capital ratio	14.32%	8.50%	N/A	Tier 1 capital ratio	14.32%	8.50%	N/A
Total capital ratio	Total capital ratio	17.29%	10.50%	N/A	Total capital ratio	17.29%	10.50%	N/A
Pacific Premier Bank								
Pacific Premier Bank								
Pacific Premier Bank								
Tier 1 leverage ratio								
Tier 1 leverage ratio								
Tier 1 leverage ratio		12.43%	4.00%	5.00%		12.43%	4.00%	5.00%
Common equity tier 1 capital ratio	Common equity tier 1 capital ratio	16.13%	7.00%	6.50%	Common equity tier 1 capital ratio	16.13%	7.00%	6.50%
Tier 1 capital ratio	Tier 1 capital ratio	16.13%	8.50%	8.00%	Tier 1 capital ratio	16.13%	8.50%	8.00%
Total capital ratio	Total capital ratio	17.23%	10.50%	10.00%	Total capital ratio	17.23%	10.50%	10.00%

Item 3. Quantitative and Qualitative Disclosure about Market Risk

Asset/Liability Management and Market Risk

Market risk is the risk of loss in value or reduced earnings from adverse changes in market prices and interest rates. The Bank’s market risk arises primarily from interest rate risk in our lending, investments, and deposit taking activities. Interest rate risk primarily occurs to the degree that the Bank’s interest-bearing liabilities reprice or mature on a different basis and frequency than its interest-earning assets. The Bank actively monitors and manages its portfolios to limit the adverse effects on net interest income and economic value due to changes in interest rates. The Asset Liability Committee is responsible for implementing the Bank’s interest rate risk management policy established by the Board of Directors that sets forth limits of acceptable changes in net interest income (“NII”) and economic value of equity (“EVE”) due to specified changes in interest rates. Management monitors asset and liability maturities and repricing characteristics on a regular basis and evaluates its interest rate risk as it relates to operational strategies.

Interest Rate Risk Management

The principal objective of the Company’s interest rate risk management function is to maintain an interest rate risk profile close to the desired risk profile in light of the interest rate outlook. The Bank measures the interest rate risk included in the major balance sheet portfolios and compares the current risk profile to the desired risk profile and to policy limits set by the Board of Directors. Management then implements strategies consistent with the desired risk profile. Asset duration is compared to liability, with the desired mix of fixed and floating rate determined based upon the Company’s risk profile and outlook. Likewise, the Bank seeks to raise non-maturity deposits. Management often implements these strategies through pricing actions. Finally, management structures its security portfolio and borrowings to offset some of the interest rate sensitivity created by the repricing characteristics of customer loans and deposits.

Management monitors asset and liability maturities and repricing characteristics on a regular basis and evaluates its interest rate risk as it relates to operational strategies. Management analyzes potential strategies for their impact on the interest rate risk profile. Each quarter the Board of Directors reviews the Bank’s asset/liability position, including simulations showing the impact on the Bank’s EVE in various interest rate scenarios. Interest rate moves, up or down, may subject the Bank to interest rate spread compression, which adversely impacts its net interest income. This is primarily due to the lag in repricing of the indices, to which adjustable rate loans and mortgage-backed securities are tied, as well as their repricing frequencies. Furthermore, large rate moves show the impact of interest rate caps and floors on adjustable rate transactions. This is partly offset by lags in repricing for deposit products. The extent of the interest rate spread compression depends on the direction and severity of interest rate moves and features in the Bank’s product portfolios.

The Company’s interest rate sensitivity is monitored by management through the use of both a simulation model that quantifies the estimated impact to earnings (“Earnings at Risk”) for a twelve- and twenty-four-month period, and a model that estimates the change in the Company’s EVE under alternative interest rate scenarios, primarily instantaneous parallel interest rate shifts in 100 basis point increments. The simulation model estimates the impact on NII from changing interest rates on interest-earning assets and interest expense paid on interest- bearing liabilities. The EVE model computes the net present value of equity by discounting all expected cash flows on assets and liabilities under each rate scenario. For each scenario, the EVE is the present value of all assets less the present value of all liabilities. The EVE ratio is defined as the EVE divided by the market value of assets within the same scenario.

The following table shows the projected NII and net interest margin of the Company at March 31, 2024 June 30, 2024 and December 31, 2023, assuming instantaneous parallel interest rate shifts in the first month of the following quarter:

March 31, 2024	
March 31, 2024	
March 31, 2024	
June 30, 2024	
June 30, 2024	
June 30, 2024	
(Dollars in thousands)	
(Dollars in thousands)	
(Dollars in thousands)	
	Earnings at Risk
	Earnings at Risk
	Earnings at Risk
Change in Rates (Basis Points)	
Change in Rates (Basis Points)	
Change in Rates (Basis Points)	
300	
300	
300	
200	
200	
200	
100	
100	
100	
Static	
Static	
Static	
-100	
-100	
-100	

-200
-200
-200
-300
-300
-300

December 31, 2023				
(Dollars in thousands)				
	Earnings at Risk			Projected Net Interest Margin
Change in Rates (Basis Points)	$ Amount	$ Change	% Change	Rate %
300	667,387	40,063	6.4	3.69
200	656,958	29,634	4.7	3.63
100	643,837	16,513	2.6	3.56
Static	627,324	—	—	3.47
-100	601,798	(25,526)	(4.1)	3.33
-200	569,355	(57,969)	(9.2)	3.15
-300	534,151	(93,173)	(14.9)	2.95

The following table shows the EVE and projected change in the EVE of the Company at March 31, 2024 June 30, 2024 and December 31, 2023, assuming instantaneous parallel interest rate shifts in the first month of the following quarter:

March 31, 2024	
March 31, 2024	
March 31, 2024	
June 30, 2024	
June 30, 2024	
June 30, 2024	
(Dollars in thousands)	
(Dollars in thousands)	
(Dollars in thousands)	
	Economic Value of Equity
	Economic Value of Equity
	Economic Value of Equity
Change in Rates (Basis Points)	
Change in Rates (Basis Points)	
Change in Rates (Basis Points)	
300	
300	
300	
200	
200	
200	
100	
100	
100	
Static	
Static	
Static	
-100	
-100	
-100	

-200
-200
-200
-300
-300
-300

December 31, 2023

(Dollars in thousands)

Change in Rates (Basis Points)	Economic Value of Equity $ Amount	$ Change	% Change	EVE as % of market value of portfolio assets EVE Ratio
300	2,918,718	(236,315)	(7.5)	17.70
200	3,073,927	(81,106)	(2.6)	18.11
100	3,155,901	868	—	18.05
Static	3,155,033	—	—	17.51
-100	3,022,479	(132,554)	(4.2)	16.28
-200	2,785,592	(369,441)	(11.7)	14.57
-300	2,445,055	(709,978)	(22.5)	12.42

Based on the modeling of the impact on earnings and EVE from changes in interest rates, the Company's sensitivity to changes in interest rates is low for rising rates, aided by the addition of interest rate swaps for hedging purposes. With a slightly asset sensitive profile, the Earnings at Risk is expected to increase as rates rise. It is important to note the above tables are forecasts based on several assumptions and that actual results may vary. The forecasts are based on estimates of historical behavior and assumptions by management that may change over time and may turn out to be different. Factors affecting these estimates and assumptions include, but are not limited to (1) competitor behavior, (2) economic conditions both locally and nationally, (3) actions taken by the Federal Reserve Board, (4) customer behavior, and (5) management's responses to the foregoing. Changes that vary significantly from the assumptions and estimates may have significant effects on the Company's earnings and EVE.

The Company has minimal direct market risk from foreign exchange and no exposure from commodities.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this Quarterly Report on Form 10-Q, an evaluation was carried out by our management, with the participation of our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended). Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the disclosure controls and procedures were effective as of the end of the period covered by this report.

Changes in Internal Controls over Financial Reporting

There have been no changes in the Company's internal control over financial reporting (as defined in Rules 13a-15(f) under the Exchange Act) during the quarter ended March 31, 2024 June 30, 2024 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

The Company is involved in legal proceedings occurring in the ordinary course of business. Management believes that none of the legal proceedings occurring in the ordinary course of business, individually or in the aggregate, will have a material adverse impact on the results of operations or financial condition of the Company.

Item 1A. Risk Factors

The section titled Risk Factors in Part I, Item 1A of our 2023 Form 10-K included a discussion of the many risks and uncertainties we face, any one or more of which could have a material adverse effect on our business, results of operations, financial condition (including capital and liquidity), or prospects, or the value of or return on an investment in the Company. There are no material changes to our risk factors as previously described under Item 1A of our 2023 Form 10-K.

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

On January 11, 2021, the Company's Board of Directors approved a stock repurchase program, which authorized the repurchase of up to 4,725,000 shares of its common stock. The stock repurchase program may be limited or terminated at any time without notice. During the first second quarter of 2024, the Company did not repurchase any shares of common stock.

The following table provides information with respect to purchases made by or on behalf of us or any "affiliated purchaser" (as defined in Rule 10b-18(a)(3) under the Exchange Act) of our common stock during the first second quarter of 2024.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
January April 1, 2024 to January 31, 2024 April 30, 2024	—	$ —	—	4,245,056
February May 1, 2024 to February 29, 2024 May 31, 2024	—	—	—	4,245,056
March June 1, 2024 to March 31, 2024 June 30, 2024	—	—	—	4,245,056
Total	—		—	

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

Rule 10b5-1 Trading Plans

During the quarter ended March 31, June 30, 2024, no officer or director of the Company adopted or terminated any contract, instruction, or written plan for the purchase or sale of securities of the Company's common stock that is intended to satisfy the affirmative defense conditions of Securities Exchange Act Rule 10b5-1(c) or any non-Rule 10b5-1 trading arrangement as defined in 17 CFR § 229.408(c).

Item 6. Exhibits

Exhibit 3.1	Second Amended and Restated Certificate of Incorporation of Pacific Premier Bancorp, Inc. (1)
Exhibit 3.2	Amended and Restated Bylaws of Pacific Premier Bancorp, Inc. (1)
Exhibit 4.1	Specimen Stock Certificate of Pacific Premier Bancorp, Inc. (2)
Exhibit 4.2	Long-term borrowing instruments are omitted pursuant to Item 601(b)(4)(iii) of Regulation S-K. The Company undertakes to furnish copies of such instruments to the SEC upon request.
Exhibit 31.1	Certification of Chief Executive Officer Pursuant to Rule 13a-14(a)/15d-14(a) under the Securities Exchange Act of 1934, as amended
Exhibit 31.2	Certification of Chief Financial Officer Pursuant to Rule 13a-14(a)/15d-14(a) under the Securities Exchange Act of 1934, as amended
Exhibit 32	Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350 as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002
Exhibit 101.INS	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document
Exhibit 101.SCH	Inline XBRL Taxonomy Extension Schema Document
Exhibit 101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
Exhibit 101.DEF	Inline XBRL Taxonomy Extension Definitions Linkbase Document
Exhibit 101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
Exhibit 101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
Exhibit 104	The cover page of Pacific Premier Bancorp, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2024 June 30, 2024, formatted in Inline XBRL (contained in Exhibit 101)

(1) Incorporated by reference from the Registrant's Form 8-K filed with the SEC on May 15, 2018.

(2) Incorporated by reference from the Registrant's Registration Statement on Form S-1 (Registration No. 333-20497) filed with the SEC on January 27, 1997.

SIGNATURES

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

PACIFIC PREMIER BANCORP, INC.,

Date:	April July 26, 2024	By:	/s/ Steven R. Gardner Steven R. Gardner Chairman, Chief Executive Officer, and President (Principal Executive Officer)
Date:	April July 26, 2024	By:	/s/ Ronald J. Nicolas, Jr. Ronald J. Nicolas, Jr. Senior Executive Vice President and Chief Financial Officer (Principal Financial Officer)

Exhibit 31.1

Pacific Premier Bancorp, Inc.,
Quarterly Report on Form 10-Q
for the Quarter ended March 31, 2024 June 30, 2024

CHIEF EXECUTIVE OFFICER CERTIFICATION

Pursuant to Rule 13a-14(a)/15d-14(a) under the Securities Exchange Act of 1934, as Amended

I, Steven R. Gardner, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Pacific Premier Bancorp, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
    a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
    a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
    b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date:	April July 26, 2024	/s/ Steven R. Gardner
		Steve R. Gardner
		Chairman, Chief Executive Officer, and President

Exhibit 31.2

Pacific Premier Bancorp, Inc.,
Quarterly Report on Form 10-Q
for the Quarter ended March 31, 2024 June 30, 2024

CHIEF FINANCIAL OFFICER CERTIFICATION

Pursuant to Rule 13a-14(a)/15d-14(a) under the Securities Exchange Act of 1934, as Amended

I, Ronald J. Nicolas, Jr., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Pacific Premier Bancorp, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
    a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April July 26, 2024

/s/ Ronald J. Nicolas, Jr.
Ronald J. Nicolas, Jr.
Sr. Executive Vice President and Chief Financial Officer

Exhibit 32

Pacific Premier Bancorp, Inc.,
Quarterly Report on Form 10-Q
for the Quarter ended March 31, 2024 June 30, 2024

CERTIFICATION
PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906 OF THE
SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Pacific Premier Bancorp, Inc. (the "Company") on Form 10-Q for the period ended March 31, 2024 June 30, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned hereby certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that to the undersigned's best knowledge and belief:

a) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

b) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April July 26, 2024

Pacific Premier Bancorp, Inc.

/s/ Steven R. Gardner
Steven R. Gardner
Chairman, Chief Executive Officer, and President

/s/ Ronald J. Nicolas, Jr.
Ronald J. Nicolas, Jr.
Sr. Executive Vice President and Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

DISCLAIMER