

REFINITIV

DELTA REPORT

10-Q

BKU - BANKUNITED, INC.

10-Q - JUNE 30, 2023 COMPARED TO 10-Q - MARCH 31, 2023

The following comparison report has been automatically generated

TOTAL DELTAS 1304

■ CHANGES	349
■ DELETIONS	437
■ ADDITIONS	518

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

FORM 10-Q

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

OR

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

For the quarterly period ended **March 31, 2023** **June 30, 2023**

Commission File Number: **001-35039**

BankUnited, Inc.

(Exact name of registrant as specified in its charter)

Delaware

27-0162450

(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

14817 Oak Lane

Miami Lakes

FL

33016

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(305) 569-2000**

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. 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

Emerging growth company

Non-accelerated filer

Smaller reporting company

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

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Trading Symbol	Name of Exchange on Which Registered
Common Stock, \$0.01 Par Value	BKA	New York Stock Exchange

The number of outstanding shares of the registrant common stock, \$0.01 par value, as of **April 28, 2023** **July 31, 2023** was **74,406,617**. **74,414,998**.

BANKUNITED, INC.

Form 10-Q

For the Quarter Ended **March 31, 2023** **June 30, 2023**

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GLOSSARY OF DEFINED TERMS

The following acronyms and terms may be used throughout this Form 10-Q, including the consolidated financial statements and related notes.

ACL	Allowance for credit losses
AFS	Available for sale
ALCO	Asset/Liability Committee
ALM	Asset Liability Management
AOCI	Accumulated other comprehensive income
ASC	Accounting Standards Codification
ASU	Accounting Standards Update
BKU	BankUnited, Inc.
BOLI	Bank Owned Life Insurance
BankUnited	BankUnited, National Association
The Bank	BankUnited, National Association
Bridge	Bridge Funding Group, Inc.
BTFP	Bank Term Funding Program
Buyout loans	FHA and VA insured mortgages from third party servicers who have exercised their right to purchase these loans out of GNMA securitizations
CCAR	Comprehensive Capital Analysis and Review
CD	Certificate of Deposit
CECL	Current expected credit losses
CET1	Common Equity Tier 1 capital
C&I	Commercial and Industrial loans, including owner-occupied commercial real estate
CLO	Collateralized loan obligations
CMBS	Commercial mortgage-backed securities
CME	Chicago Mercantile Exchange
CMOs	Collateralized mortgage obligations
CRE	Commercial real estate loans, including non-owner occupied commercial real estate and construction and land
DSCR	Debt Service Coverage Ratio
EVE	Economic value of equity
FASB FCA	The Financial Accounting Standards Board Conduct Authority
FDIA	Federal Deposit Insurance Act
FDIC	Federal Deposit Insurance Corporation
FHA	Federal Housing Administration
FHLB	Federal Home Loan Bank
FICO	Fair Isaac Corporation (credit score)
FRB	Federal Reserve Bank
GAAP	U.S. generally accepted accounting principles
GDP	Gross Domestic Product
GNMA	Government National Mortgage Association
HTM	Held to maturity
ISDA	International Swaps and Derivatives Association
LGD	Loss Given Default
LIBOR	London InterBank Offered Rate
LIHTC	Low Income Housing Tax Credits
LTV	Loan-to-value

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MBS	Mortgage-backed securities
MSA	Metropolitan Statistical Area

NRSRO	Nationally recognized statistical rating organization
OREO	Other real estate owned
PCD	Purchased credit-deteriorated
PD	Probability of default
Pinnacle	Pinnacle Public Finance, Inc.
REIT	Real Estate Investment Trust
SBA	U.S. Small Business Administration
SEC	Securities and Exchange Commission
SOFR	Secured Overnight Financing Rate
TDR	Troubled-debt restructuring
Tri-State	New York, New Jersey and Connecticut
UPB	Unpaid principal balance
VA loan	Loan guaranteed by the U.S. Department of Veterans Affairs

PART I
Item 1. Financial Statements and Supplementary Data
BANKUNITED, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS - UNAUDITED
(In thousands, except share and per share data)

ASSETS	ASSETS	March 31, 2023		December 31, 2022		ASSETS	June 30, 2023		December 31, 2022	
Cash and due from banks:	Cash and due from banks:					Cash and due from banks:				
Non-interest bearing	Non-interest bearing	\$ 15,740		\$ 16,068		Non-interest bearing	\$ 18,355		\$ 16,068	
Interest bearing	Interest bearing	888,258		556,579		Interest bearing	282,814		556,579	
Cash and cash equivalents	Cash and cash equivalents	903,998		572,647		Cash and cash equivalents	301,169		572,647	
Investment securities (including securities reported at fair value of \$9,523,599 and \$9,745,327)		9,533,599		9,755,327		Investment securities (including securities reported at fair value of \$9,133,937 and \$9,745,327)		9,143,937		9,755,327
Investment securities (including securities reported at fair value of \$9,133,937 and \$9,745,327)						Non-marketable equity securities		317,759		294,172
Non-marketable equity securities	Non-marketable equity securities	384,697		294,172		Loans		24,629,990		24,885,988
Loans	Loans	24,892,894		24,885,988		Allowance for credit losses		(166,833)		(147,946)
Allowance for credit losses	Allowance for credit losses	(158,792)		(147,946)						

Loans, net	Loans, net	24,734,102	24,738,042	Loans, net	24,463,157	24,738,042
Bank owned life insurance	Bank owned life insurance	318,305	308,212	Bank owned life insurance	318,935	308,212
Operating lease equipment, net	Operating lease equipment, net	526,311	539,799	Operating lease equipment, net	514,734	539,799
Goodwill	Goodwill	77,637	77,637	Goodwill	77,637	77,637
Other assets	Other assets	710,554	740,876	Other assets	734,151	740,876
Total assets	Total assets	\$ 37,189,203	\$ 37,026,712	Total assets	\$ 35,871,479	\$ 37,026,712
LIABILITIES AND STOCKHOLDERS' EQUITY	LIABILITIES AND STOCKHOLDERS' EQUITY			LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities:	Liabilities:			Liabilities:		
Demand deposits:	Demand deposits:			Demand deposits:		
Non-interest bearing	Non-interest bearing	\$ 7,366,642	\$ 8,037,848	Non-interest bearing	\$ 7,304,735	\$ 8,037,848
Interest bearing	Interest bearing	2,505,150	2,142,067	Interest bearing	2,929,870	2,142,067
Savings and money market	Savings and money market	10,601,129	13,061,341	Savings and money market	10,084,276	13,061,341
Time	Time	5,249,977	4,268,078	Time	5,519,771	4,268,078
Total deposits	Total deposits	25,722,898	27,509,334	Total deposits	25,838,652	27,509,334
Federal funds purchased	Federal funds purchased	—	190,000	Federal funds purchased	—	190,000
FHLB advances	FHLB advances	7,550,000	5,420,000	FHLB advances	5,975,000	5,420,000
Notes and other borrowings	Notes and other borrowings	720,787	720,923	Notes and other borrowings	715,302	720,923
Other liabilities	Other liabilities	714,124	750,474	Other liabilities	816,215	750,474
Total liabilities	Total liabilities	34,707,809	34,590,731	Total liabilities	33,345,169	34,590,731
Commitments and contingencies	Commitments and contingencies			Commitments and contingencies		
Stockholders' equity:	Stockholders' equity:			Stockholders' equity:		
Common stock, par value \$0.01 per share, 400,000,000 shares authorized; 74,423,365 and 75,674,587 shares issued and outstanding		744	757	Common stock, par value \$0.01 per share, 400,000,000 shares authorized; 74,429,948 and 75,674,587 shares issued and outstanding		744
Common stock, par value \$0.01 per share, 400,000,000 shares authorized; 74,429,948 and 75,674,587 shares issued and outstanding				Common stock, par value \$0.01 per share, 400,000,000 shares authorized; 74,429,948 and 75,674,587 shares issued and outstanding		757
Paid-in capital	Paid-in capital	269,353	321,729	Paid-in capital	274,202	321,729
Retained earnings	Retained earnings	2,585,981	2,551,400	Retained earnings	2,623,926	2,551,400
Accumulated other comprehensive loss	Accumulated other comprehensive loss	(374,684)	(437,905)	Accumulated other comprehensive loss	(372,562)	(437,905)
Total stockholders' equity	Total stockholders' equity	2,481,394	2,435,981	Total stockholders' equity	2,526,310	2,435,981
Total liabilities and stockholders' equity	Total liabilities and stockholders' equity	\$ 37,189,203	\$ 37,026,712	Total liabilities and stockholders' equity	\$ 35,871,479	\$ 37,026,712

BANKUNITED, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME - UNAUDITED
(In thousands, except per share data)

		Three Months Ended March		Three Months Ended June		Six Months Ended June 30,	
		31,		30,		2023	
		2023	2022	2023	2022	2023	2022
Interest income:	Interest income:			Interest income:			
Loans	Loans	\$ 308,795	\$ 191,562	Loans	\$ 326,153	\$ 209,223	\$ 634,948
Investment securities	Investment securities	118,758	43,048	Investment securities	120,604	54,771	239,362
Other	Other	12,863	1,354	Other	16,664	2,979	29,527
Total interest income	Total interest income	440,416	235,964	Total interest income	463,421	266,973	903,837
Interest expense:	Interest expense:			Interest expense:			
Deposits	Deposits	133,630	11,857	Deposits	156,868	20,501	290,498
Borrowings	Borrowings	78,912	15,465	Borrowings	92,675	21,056	171,587
Total interest expense	Total interest expense	212,542	27,322	Total interest expense	249,543	41,557	462,085
Net interest income before provision for credit losses	Net interest income before provision for credit losses	227,874	208,642	Net interest income before provision for credit losses	213,878	225,416	441,752
Provision for credit losses	Provision for credit losses	19,788	7,830	Provision for credit losses	15,517	23,996	35,305
Net interest income after provision for credit losses	Net interest income after provision for credit losses	208,086	200,812	Net interest income after provision for credit losses	198,361	201,420	406,447
Non-interest income:	Non-interest income:			Non-interest income:			
Deposit service charges and fees	Deposit service charges and fees	5,545	5,960	Deposit service charges and fees	5,349	5,896	10,894
Loss on investment securities, net	(12,549)	(7,868)					
Gain (loss) on investment securities, net							
Lease financing	Lease financing	13,109	13,415	Lease financing	12,519	13,363	25,628
Other non-interest income	Other non-interest income	10,430	2,794	Other non-interest income	6,626	2,583	17,056
Total non-interest income	Total non-interest income	16,535	14,301	Total non-interest income	25,487	13,450	42,022
Non-interest expense:	Non-interest expense:			Non-interest expense:			

Employee compensation and benefits	Employee compensation and benefits	71,051	67,088	Employee compensation and benefits	67,414	62,461	138,465	129,549
Occupancy and equipment	Occupancy and equipment	10,802	11,512	Occupancy and equipment	11,043	11,399	21,845	22,911
Deposit insurance expense	Deposit insurance expense	7,907	3,403	Deposit insurance expense	7,597	3,993	15,504	7,396
Professional fees	Professional fees	2,918	2,262	Professional fees	3,518	3,256	6,436	5,518
Technology	Technology	21,726	17,004	Technology	20,437	17,898	42,163	34,902
Depreciation and impairment of operating lease equipment		11,521	12,610					
Depreciation of operating lease equipment				Depreciation of operating lease equipment				Depreciation of operating lease equipment
Other non-interest expense	Other non-interest expense	26,855	12,445	Other non-interest expense	23,977	15,810	50,832	28,255
Total non-interest expense	Total non-interest expense	152,780	126,324	Total non-interest expense	145,218	127,402	297,998	253,726
Income before income taxes	Income before income taxes	71,841	88,789	Income before income taxes	78,630	87,468	150,471	176,257
Provision for income taxes	Provision for income taxes	18,959	21,639	Provision for income taxes	20,634	21,704	39,593	43,343
Net income	Net income	\$ 52,882	\$ 67,150	Net income	\$ 57,996	\$ 65,764	\$ 110,878	\$ 132,914
Earnings per common share, basic	Earnings per common share, basic	\$ 0.71	\$ 0.79	Earnings per common share, basic	\$ 0.78	\$ 0.82	\$ 1.49	\$ 1.61
Earnings per common share, diluted	Earnings per common share, diluted	\$ 0.70	\$ 0.79	Earnings per common share, diluted	\$ 0.78	\$ 0.82	\$ 1.48	\$ 1.60
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The accompanying notes are an integral part of these consolidated financial statements

BANKUNITED, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME - UNAUDITED
(In thousands)

		Three Months Ended				Six Months Ended	
		March 31,		June 30,			
Net income	Net income	\$ 52,882	\$ 67,150	2023	2022	2023	2022
Other comprehensive income (loss), net of tax:	Other comprehensive income (loss), net of tax:			Net income	\$ 57,996	\$ 65,764	\$ 110,878
				Other comprehensive income (loss), net of tax:			\$ 132,914

Unrealized gains (losses) on investment securities available for sale:	Unrealized gains (losses) on investment securities available for sale:	Unrealized gains (losses) on investment securities available for sale:			
Net unrealized holding gain (loss) arising during the period	Net unrealized holding gain (loss) arising during the period	Net unrealized holding gain (loss) arising during the period	74,936	(174,980)	(18,365) (177,969) 56,571 (352,949)
Reclassification adjustment for net securities gains realized in income	Reclassification adjustment for net securities gains realized in income	Reclassification adjustment for net securities gains realized in income	(556)	(1,978)	(627) (670) (1,183) (2,648)
Net change in unrealized gains (losses) on securities available for sale	Net change in unrealized gains (losses) on securities available for sale	Net change in unrealized gains (losses) on securities available for sale	74,380	(176,958)	(18,992) (178,639) 55,388 (355,597)
Unrealized gains (losses) on derivative instruments:	Unrealized gains (losses) on derivative instruments:	Unrealized gains (losses) on derivative instruments:			
Net unrealized holding gains (losses) arising during the period			(2,165)	31,179	
Net unrealized holding gains arising during the period					Net unrealized holding gains arising during the period 32,353 12,866 30,188 44,045
Reclassification adjustment for net (gains) losses realized in income	Reclassification adjustment for net (gains) losses realized in income	Reclassification adjustment for net (gains) losses realized in income	(8,994)	4,020	(11,239) 3,077 (20,233) 7,097
Net change in unrealized gains (losses) on derivative instruments	Net change in unrealized gains (losses) on derivative instruments	Net change in unrealized gains (losses) on derivative instruments	(11,159)	35,199	21,114 15,943 9,955 51,142
Other comprehensive income (loss)	Other comprehensive income (loss)	Other comprehensive income (loss)	63,221	(141,759)	2,122 (162,696) 65,343 (304,455)
Comprehensive income (loss)	Comprehensive income (loss)	Comprehensive income (loss)	\$ 116,103	\$ (74,609)	\$ 60,118 \$ (96,932) \$ 176,221 \$ (171,541)

BANKUNITED, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS - UNAUDITED

(In thousands)

Cash flows from operating activities:	Cash flows from operating activities:	Three Months Ended March 31,		Six Months Ended June 30,	
		2023		2023	
		Net income	\$ 52,882	Net income	\$ 110,878
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:	
Amortization and accretion, net	Amortization and accretion, net	(2,078)	(3,382)	Amortization and accretion, net	(5,114)
Provision for credit losses	Provision for credit losses	19,788	7,830	Provision for credit losses	35,305
Loss on investment securities, net	Loss on investment securities, net	12,549	7,868	Loss on investment securities, net	11,556
Equity based compensation	Equity based compensation	5,280	4,112	Equity based compensation	10,150
Depreciation and amortization	Depreciation and amortization	19,430	18,947	Depreciation and amortization	38,240
Deferred income taxes	Deferred income taxes	9,391	12,924	Deferred income taxes	2,143
Proceeds from sale of loans held for sale, net	Proceeds from sale of loans held for sale, net	103,679	248,843	Proceeds from sale of loans held for sale, net	196,256
Other:	Other:			Other:	
(Increase) decrease in other assets	(Increase) decrease in other assets	(53,771)	57,729	(Increase) decrease in other assets	(23,130)
(Decrease) increase in other liabilities	(Decrease) increase in other liabilities	(25,782)	35,269		203,717
Increase in other liabilities				Increase in other liabilities	47,290
Net cash provided by operating activities	Net cash provided by operating activities	141,368	457,290	Net cash provided by operating activities	423,574
Cash flows from investing activities:	Cash flows from investing activities:			Cash flows from investing activities:	
Purchases of investment securities	Purchases of investment securities	(74,185)	(1,698,615)	Purchases of investment securities	(113,800)
Proceeds from repayments and calls of investment securities	Proceeds from repayments and calls of investment securities	251,512	559,785	Proceeds from repayments and calls of investment securities	551,928
Proceeds from sale of investment securities	Proceeds from sale of investment securities	131,879	482,307	Proceeds from sale of investment securities	233,143
					710,769

Purchases of non-marketable equity securities	Purchases of non-marketable equity securities	(263,500)	(106,875)	Purchases of non-marketable equity securities	(284,750)	(222,563)
Proceeds from redemption of non-marketable equity securities	Proceeds from redemption of non-marketable equity securities	172,975	52,200	Proceeds from redemption of non-marketable equity securities	261,163	145,013
Purchases of loans	Purchases of loans	(186,792)	(862,163)	Purchases of loans	(340,694)	(1,575,715)
Loan originations and repayments, net	Loan originations and repayments, net	73,367	1,000,544	Loan originations and repayments, net	363,132	786,260
Proceeds from sale of loans, net				Proceeds from sale of loans, net		
Other investing activities	Other investing activities	(9,032)	(6,805)	Other investing activities	(12,073)	(16,414)
Net cash provided by (used in) investing activities	Net cash provided by (used in) investing activities	96,224	(579,622)	Net cash provided by (used in) investing activities	690,549	(1,427,654)

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The accompanying notes are an integral part of these consolidated financial statements

BANKUNITED, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)
(In thousands)

				Six Months Ended June 30,	
		Three Months Ended March 31,		Six Months Ended June 30,	
		2023	2022	2023	2022
Cash flows from financing activities:	Cash flows from financing activities:			Cash flows from financing activities:	
Net decrease in deposits	Net decrease in deposits	(1,786,436)	(896,827)	Net decrease in deposits	(1,670,682)
Net decrease in federal funds purchased	Net decrease in federal funds purchased	(190,000)	—	Net decrease in federal funds purchased	(190,000)
Additions to FHLB borrowings	Additions to FHLB borrowings	2,455,000	1,810,000	Additions to FHLB borrowings	2,015,000
Repayments of FHLB borrowings	Repayments of FHLB borrowings	(325,000)	(320,000)	Repayments of FHLB borrowings	(1,460,000)
Dividends paid	Dividends paid	(19,346)	(19,876)	Dividends paid	(38,983)
Repurchase of common stock	Repurchase of common stock	(55,022)	(82,103)	Repurchase of common stock	(55,154)
Other financing activities	Other financing activities	14,563	13,773	Other financing activities	14,218
Net cash provided by financing activities		93,759	504,967		13,926

Net increase in cash and cash equivalents	331,351	382,635	Net cash provided by (used in) financing activities	(1,385,601)	571,140
Net increase (decrease) in cash and cash equivalents			Net increase (decrease) in cash and cash equivalents	(271,478)	198,916
Cash and cash equivalents, beginning of period	Cash and cash equivalents, beginning of period	572,647	Cash and cash equivalents, beginning of period	572,647	314,857
Cash and cash equivalents, end of period	Cash and cash equivalents, end of period	\$ 903,998	Cash and cash equivalents, end of period	\$ 301,169	\$ 513,773
<u>Supplemental disclosure of cash flow information:</u>			<u>Supplemental disclosure of cash flow information:</u>		
Interest paid	Interest paid	\$ 184,657	Interest paid	\$ 418,168	\$ 65,545
Income taxes paid (refunded), net	Income taxes paid (refunded), net	\$ 8,947	Income taxes paid (refunded), net	\$ 8,827	\$ (122,242)
<u>Supplemental schedule of non-cash investing and financing activities:</u>			<u>Supplemental schedule of non-cash investing and financing activities:</u>		
Transfers from loans to loans held for sale	Transfers from loans to loans held for sale	\$ 103,398	Transfers from loans to loans held for sale	\$ 228,695	\$ 439,222
Dividends declared, not paid	Dividends declared, not paid	\$ 19,637	Dividends declared, not paid	\$ 20,051	\$ 19,240
Obligations incurred in acquisition of affordable housing limited partnerships			Obligations incurred in acquisition of affordable housing limited partnerships	\$ —	\$ 55,000

BANKUNITED, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY - UNAUDITED
(In thousands, except share data)

	Accumulated						Accumulated											
	Common			Other			Total			Common			Other			Total		
	Shares	Common Stock	Paid-in Capital	Retained Earnings	Comprehensive Loss	Stockholders' Equity	Shares	Common Stock	Paid-in Capital	Retained Earnings	Comprehensive Loss	Stockholders' Equity						
Balance at March 31, 2023							Balance at March 31, 2023											
Balance at December 31, 2022	75,674,587	\$ 757	\$ 321,729	\$ 2,551,400	\$ (437,905)	\$ 2,435,981	74,423,365	\$ 744	\$ 269,353	\$ 2,585,981	\$ (374,684)	\$ 2,481,394						
Impact of adoption of ASU 2022-02	—	—	—	1,336	—	1,336												
Balance at January 1, 2023	75,674,587	757	321,729	2,552,736	(437,905)	2,437,317												
Comprehensive income	Comprehensive income	—	—	—	52,882	63,221	116,103	Comprehensive income	—	—	—	57,996	2,122					
Dividends (\$0.27 per common share)	Dividends (\$0.27 per common share)	—	—	—	(19,637)	—	(19,637)	Dividends (\$0.27 per common share)	—	—	—	(20,051)	—					
Equity based compensation	Equity based compensation	596,979	5	9,584	—	—	9,589	Equity based compensation	49,264	1	4,869	—	—					
Forfeiture of unvested shares and shares surrendered for tax withholding obligations	Forfeiture of unvested shares and shares surrendered for tax withholding obligations	(213,956)	(2)	(6,954)	—	—	(6,956)	Forfeiture of unvested shares and shares surrendered for tax withholding obligations	(42,681)	(1)	(20)	—	—					
Repurchase of common stock	Repurchase of common stock	(1,634,245)	(16)	(55,006)	—	—	(55,022)											
Balance at March 31, 2023	74,423,365	\$ 744	\$ 269,353	\$ 2,585,981	\$ (374,684)	\$ 2,481,394												
Balance at June 30, 2023							Balance at June 30, 2023											
Balance at December 31, 2021	85,647,986	\$ 856	\$ 707,503	\$ 2,345,342	\$ (15,940)	\$ 3,037,761												
Balance at March 31, 2022							Balance at March 31, 2022											
Comprehensive loss	Comprehensive loss	—	—	—	67,150	(141,759)	(74,609)	Comprehensive loss	—	—	—	65,764	(162,696)					
Dividends (\$0.25 per common share)	Dividends (\$0.25 per common share)	—	—	—	(20,966)	—	(20,966)	Dividends (\$0.25 per common share)	—	—	—	(19,240)	—					
Equity based compensation	Equity based compensation	468,050	5	6,326	—	—	6,331	Equity based compensation	24,011	—	4,619	—	—					
Forfeiture of unvested shares and shares surrendered for tax withholding obligations	Forfeiture of unvested shares and shares surrendered for tax withholding obligations	(132,112)	(1)	(5,181)	—	—	(5,182)	Forfeiture of unvested shares and shares surrendered for tax withholding obligations	(32,228)	(1)	(23)	—	—					
Repurchase of common stock	Repurchase of common stock	(1,931,903)	(19)	(82,084)	—	—	(82,103)	Repurchase of common stock	(6,099,588)	(61)	(243,577)	—	—					
Balance at March 31, 2022	84,052,021	\$ 841	\$ 626,564	\$ 2,391,526	\$ (157,699)	\$ 2,861,232												
Balance at June 30, 2022							Balance at June 30, 2022											
	Common						Accumulated											
	Shares			Common			Other			Total								
	Outstanding		Stock		Paid-in Capital		Retained Earnings		Comprehensive Loss		Stockholders' Equity							
Balance at December 31, 2022	75,674,587		\$ 757		\$ 321,729		\$ 2,551,400		\$ (437,905)		\$ 2,435,981							
Impact of adoption of ASU 2022-02	—		—		—		1,336		—		1,336							
Balance at January 1, 2023	75,674,587		757		321,729		2,552,736		(437,905)		2,437,317							
Comprehensive income	—		—		—		110,878		65,343		176,221							
Dividends (\$0.27 per common share)	—		—		—		(39,688)		—		(39,688)							
Equity based compensation	646,243		6		14,453		—		—		14,459							

Forfeiture of unvested shares and shares surrendered for tax withholding obligations	(256,637)	(3)	(6,842)	—	—	(6,845)
Repurchase of common stock	(1,634,245)	(16)	(55,138)	—	—	(55,154)
Balance at June 30, 2023	<u>74,429,948</u>	<u>\$ 744</u>	<u>\$ 274,202</u>	<u>\$ 2,623,926</u>	<u>\$ (372,562)</u>	<u>\$ 2,526,310</u>
Balance at December 31, 2021	85,647,986	\$ 856	\$ 707,503	\$ 2,345,342	\$ (15,940)	\$ 3,037,761
Comprehensive loss	—	—	—	132,914	(304,455)	(171,541)
Dividends (\$0.50 per common share)	—	—	—	(40,206)	—	(40,206)
Equity based compensation	492,061	5	10,945	—	—	10,950
Forfeiture of unvested shares and shares surrendered for tax withholding obligations	(164,340)	(2)	(5,204)	—	—	(5,206)
Repurchase of common stock	(8,031,491)	(80)	(325,661)	—	—	(325,741)
Balance at June 30, 2022	<u>77,944,216</u>	<u>\$ 779</u>	<u>\$ 387,583</u>	<u>\$ 2,438,050</u>	<u>\$ (320,395)</u>	<u>\$ 2,506,017</u>

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The accompanying notes are an integral part of these consolidated financial statements

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BANKUNITED, INC. AND SUBSIDIARIES
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Note 1 Basis of Presentation and Summary of Significant Accounting Policies

BankUnited, Inc. is a national bank holding company with one wholly-owned subsidiary, BankUnited, collectively, the Company. BankUnited, a national banking association headquartered in Miami Lakes, Florida, provides a full range of banking and related services to individual and corporate customers through banking centers in Florida, the New York metropolitan area and Dallas, **Texas at March 31, 2023, Texas**. The Bank also offers certain commercial lending and deposit products through national platforms and regional wholesale banking offices.

The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and the instructions to Form 10-Q and Article 10 of Regulation S-X of the SEC. Accordingly, these do not include all of the information and footnotes required for a fair presentation of financial position, results of operations and cash flows in conformity with GAAP and should be read in conjunction with the Company's consolidated financial statements and the notes thereto appearing in BKU's Annual Report on Form 10-K for the year ended December 31, 2022 filed with the SEC. In the opinion of management, all adjustments, consisting of normal recurring adjustments, considered necessary for a fair presentation have been included. Operating results for the three and six months ended **March 31, 2023** **June 30, 2023** are not necessarily indicative of the results that may be expected in future periods.

The Company has a single operating segment and thus a single reportable segment. While management monitors the revenue streams of its various business units, the business units serve a similar base of primarily commercial clients, providing a similar range of products and services, managed through similar processes and platforms. The Company's chief operating decision maker makes company-wide resource allocation decisions and assessments of performance based on a collective assessment of the Company's operations.

Accounting Estimates

In preparing the consolidated financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, and expenses and disclosures of contingent assets and liabilities. Actual results could differ significantly from these estimates.

The most significant estimate impacting the Company's consolidated financial statements is the ACL.

New Accounting Pronouncements Adopted During the Three Six Months Ended March 31, 2023 June 30, 2023

ASU No. 2022-02, Financial Instruments—Credit Losses (Topic 326). This ASU eliminated the accounting guidance for TDRs by creditors in Subtopic 310-40, Receivables - Troubled Debt Restructurings by Creditors. The ASU enhanced disclosure requirements for certain loan refinancings and restructurings by creditors when a borrower is experiencing financial difficulty, updated certain requirements related to accounting for credit losses under ASC 326 and required disclosure of current-period gross charge-offs of financing receivables by year of origination. The Company adopted this ASU in the first quarter of 2023, prospectively, except with respect to the recognition and measurement of TDRs, for which the modified retrospective transition method was applied. The Company recorded a reduction to the ACL of \$1.8 million and a cumulative-effect adjustment, net of tax, to retained earnings of \$1.3 million on January 1, 2023.

Accounting Pronouncements Not Yet Adopted

ASU No. 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). This ASU was issued to expand use of the proportional amortization method of accounting to equity investments in tax credit programs beyond those in LIHTC programs. The ASU allows entities to elect the proportional amortization method, on a tax-credit-program-by-tax-credit-program basis, for all equity investments in tax credit programs meeting the eligibility criteria established. This ASU is effective for the Company for interim and annual periods in fiscal years beginning

after December 15, 2023. Currently, all of the Company's equity investments in tax credit programs are in LIHTC programs accounted for using the proportional amortization method.

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BANKUNITED, INC. AND SUBSIDIARIES
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Note 2 Earnings Per Common Share

The computation of basic and diluted earnings per common share is presented below for the periods indicated (in thousands, except share and per share data):

		Three Months Ended March 31,		Three Months Ended June 30,		Six Months Ended June 30,	
		2023	2022	2023	2022	2023	2022
Basic earnings per common share:	Basic earnings per common share:			Basic earnings per common share:			
Numerator:	Numerator:			Numerator:			
Net income	Net income	\$ 52,882	\$ 67,150	Net income	\$ 57,996	\$ 65,764	\$ 110,878
Distributed and undistributed earnings allocated to participating securities	Distributed and undistributed earnings allocated to participating securities	(798)	(929)	Distributed and undistributed earnings allocated to participating securities	(881)	(999)	(1,679)
Income allocated to common stockholders for basic earnings per common share	Income allocated to common stockholders for basic earnings per common share	\$ 52,084	\$ 66,221	Income allocated to common stockholders for basic earnings per common share	\$ 57,115	\$ 64,765	\$ 109,199
Denominator:	Denominator:			Denominator:			
Weighted average common shares outstanding	Weighted average common shares outstanding	74,755,002	84,983,873	Weighted average common shares outstanding	74,424,631	80,300,069	74,588,904
Less average unvested stock awards	Less average unvested stock awards	(1,193,881)	(1,211,807)	Less average unvested stock awards	(1,183,039)	(1,257,258)	(1,188,430)
Weighted average shares for basic earnings per common share	Weighted average shares for basic earnings per common share	73,561,121	83,772,066	Weighted average shares for basic earnings per common share	73,241,592	79,042,811	73,400,474
Basic earnings per common share	Basic earnings per common share	\$ 0.71	\$ 0.79	Basic earnings per common share	\$ 0.78	\$ 0.82	\$ 1.49
Diluted earnings per common share:	Diluted earnings per common share:			Diluted earnings per common share:			
Numerator:	Numerator:			Numerator:			
Income allocated to common stockholders for basic earnings per common share	Income allocated to common stockholders for basic earnings per common share	\$ 52,084	\$ 66,221	Income allocated to common stockholders for basic earnings per common share	\$ 57,115	\$ 64,765	\$ 109,199
							\$ 130,987

Adjustment for earnings reallocated from participating securities	Adjustment for earnings reallocated from participating securities	3	1	Adjustment for earnings reallocated from participating securities	1	3	5	4
Income used in calculating diluted earnings per common share	Income used in calculating diluted earnings per common share	\$ 52,087	\$ 66,222	Income used in calculating diluted earnings per common share	\$ 57,116	\$ 64,768	\$ 109,204	\$ 130,991
Denominator:	Denominator:			Denominator:				
Weighted average shares for basic earnings per common share	Weighted average shares for basic earnings per common share	73,561,121	83,772,066	Weighted average shares for basic earnings per common share	73,241,592	79,042,811	73,400,474	81,394,420
Dilutive effect of certain share-based awards	Dilutive effect of certain share-based awards	447,581	137,704	Dilutive effect of certain share-based awards	179,318	350,734	312,708	244,808
Weighted average shares for diluted earnings per common share	Weighted average shares for diluted earnings per common share	74,008,702	83,909,770	Weighted average shares for diluted earnings per common share	73,420,910	79,393,545	73,713,182	81,639,228
Diluted earnings per common share	Diluted earnings per common share	\$ 0.70	\$ 0.79	Diluted earnings per common share	\$ 0.78	\$ 0.82	\$ 1.48	\$ 1.60

Potentially dilutive unvested shares totaling 1,190,511, 1,179,216 and 1,267,676, 1,245,299 were outstanding at March 31, 2023, June 30, 2023 and 2022, respectively, but excluded from the calculation of diluted earnings per common share because their inclusion would have been anti-dilutive.

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BANKUNITED, INC. AND SUBSIDIARIES
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Note 3 Investment Securities

Investment securities include investment securities available for sale, marketable equity securities, and investment securities held to maturity. The investment securities portfolio consisted of the following at the dates indicated (in thousands):

	Investment securities available for sale:	March 31, 2023					June 30, 2023				
		Investment securities available for sale:	Gross Unrealized			Carrying Value (1)	Investment securities available for sale:	U.S. Treasury securities	Gross Unrealized		
			Amortized Cost	Gains	Losses				Cost	Gains	Losses
Investment securities available for sale:	Investment securities available for sale:	U.S. Treasury securities	\$ 129,140	\$ 290	\$ (11,047)	\$ 118,383	U.S. Treasury securities	\$ 119,454	\$ —	\$ (12,004)	\$ 107,450
U.S. Government agency and sponsored enterprise residential MBS	U.S. Government agency and sponsored enterprise residential MBS		2,028,070	1,528	(49,065)	1,980,533	U.S. Government agency and sponsored enterprise residential MBS	2,000,621	1,220	(48,385)	1,953,456

U.S. Government agency and sponsored enterprise commercial MBS	U.S. Government agency and sponsored enterprise commercial MBS	584,464	140	(66,222)	518,382	U.S. Government agency and sponsored enterprise commercial MBS	577,961	152	(69,832)	508,281
Private label residential MBS and CMOs	Private label residential MBS and CMOs	2,825,107	807	(300,432)	2,525,482	Private label residential MBS and CMOs	2,702,029	161	(318,209)	2,383,981
Private label commercial MBS	Private label commercial MBS	2,533,319	887	(99,387)	2,434,819	Private label commercial MBS	2,380,013	364	(98,661)	2,281,716
Single family real estate-backed securities	Single family real estate-backed securities	468,225	—	(19,724)	448,501	Single family real estate-backed securities	462,100	—	(23,537)	438,563
Collateralized loan obligations	Collateralized loan obligations	1,126,532	416	(20,870)	1,106,078	Collateralized loan obligations	1,099,890	381	(19,244)	1,081,027
Non-mortgage asset-backed securities	Non-mortgage asset-backed securities	98,812	—	(4,713)	94,099	Non-mortgage asset-backed securities	95,512	—	(3,679)	91,833
State and municipal obligations	State and municipal obligations	106,897	926	(3,873)	103,950	State and municipal obligations	108,383	201	(4,971)	103,613
SBA securities	SBA securities	127,959	310	(3,666)	124,603	SBA securities	120,836	243	(3,559)	117,520
		<u>10,028,525</u>	<u>\$ 5,304</u>	<u>\$ (578,999)</u>	<u>9,454,830</u>		<u>9,666,799</u>	<u>\$ 2,722</u>	<u>\$ (602,081)</u>	<u>9,067,440</u>
Investment securities held to maturity	Investment securities held to maturity	10,000			10,000	Investment securities held to maturity	10,000			10,000
		<u>\$ 10,038,525</u>			<u>9,464,830</u>		<u>\$ 9,676,799</u>			<u>9,077,440</u>
Marketable equity securities	Marketable equity securities				68,769	Marketable equity securities				66,497
					<u>\$ 9,533,599</u>					<u>\$ 9,143,937</u>

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BANKUNITED, INC. AND SUBSIDIARIES
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March 31, June 30, 2023

		December 31, 2022				
		Gross Unrealized				
		Amortized Cost	Gains	Losses	Carrying Value (1)	
Investment securities available for sale:						
U.S. Treasury securities		\$ 148,956	\$ 63	\$ (13,178)	\$ 135,841	
U.S. Government agency and sponsored enterprise residential MBS		2,036,693	1,334	(54,859)	1,983,168	
U.S. Government agency and sponsored enterprise commercial MBS		600,517	—	(75,423)	525,094	
Private label residential MBS and CMOs		2,864,589	54	(333,980)	2,530,663	
Private label commercial MBS		2,645,168	176	(120,990)	2,524,354	
Single family real estate-backed securities		502,194	—	(31,753)	470,441	
Collateralized loan obligations		1,166,838	151	(30,526)	1,136,463	
Non-mortgage asset-backed securities		102,194	—	(6,218)	95,976	

State and municipal obligations	122,181	695	(6,215)	116,661
SBA securities	139,320	381	(3,919)	135,782
	10,328,650	\$ 2,854	\$ (677,061)	9,654,443
Investment securities held to maturity	10,000			10,000
	\$ 10,338,650			9,664,443
Marketable equity securities				90,884
			\$	9,755,327

(1) At fair value except for securities held to maturity.

Investment securities held to maturity at **March 31, 2023** **June 30, 2023** and December 31, 2022 consisted of one State of Israel bond maturing in 2024. Accrued interest receivable on investments totaled **\$36 million** **\$35 million** and \$34 million at **March 31, 2023** **June 30, 2023** and December 31, 2022, respectively, and is included in other assets in the accompanying consolidated balance sheets.

At **March 31, 2023** **June 30, 2023**, contractual maturities of investment securities available for sale, adjusted for anticipated prepayments when applicable, were as follows (in thousands):

Due in one year or less	Due in one year or less	Amortized Cost	Fair Value	Due in one year or less	Amortized Cost	Fair Value
		\$ 1,399,602	\$ 1,345,012		\$ 1,324,481	\$ 1,266,669
Due after one year through five years	Due after one year through five years	5,563,191	5,343,463	Due after one year through five years	5,284,285	5,070,598
Due after five years through ten years	Due after five years through ten years	1,811,023	1,648,170	Due after five years through ten years	1,753,937	1,583,726
Due after ten years	Due after ten years	1,254,709	1,118,185	Due after ten years	1,304,096	1,146,447
		\$ 10,028,525	\$ 9,454,830		\$ 9,666,799	\$ 9,067,440

The carrying value of securities pledged as collateral for FHLB advances, public deposits, interest rate swaps and to secure borrowing capacity at the FRB totaled **\$8.4 billion** **\$8.2 billion** and \$4.1 billion at **March 31, 2023** **June 30, 2023** and December 31, 2022, respectively.

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The following table provides information about gains and losses on investment securities for the periods indicated (in thousands):

	Three Months Ended March 31,		Three Months Ended June 30,				Six Months Ended June 30,			
			June 30,		June 30,		June 30,			
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
Gross realized gains on investment securities AFS	Gross realized gains on investment securities AFS	\$ 772	\$ 2,750	Gross realized gains on investment securities AFS	\$ 847	\$ 956	\$ 1,619	\$ 3,706		
Gross realized losses on investment securities AFS	Gross realized losses on investment securities AFS	(20)	(77)	Gross realized losses on investment securities AFS	—	(51)	(20)	(128)		

Net realized gain	Net realized gain	752	2,673	Net realized gain	847	905	1,599	3,578
Net losses on marketable equity securities recognized in earnings		(13,301)	(10,541)					
Net gains (losses) on marketable equity securities recognized in earnings				Net gains (losses) on marketable equity securities recognized in earnings				
Loss on investment securities, net		\$ (12,549)	\$ (7,868)					
Gain (loss) on investment securities, net				Gain (loss) on investment securities, net				
				\$ 993	\$ (8,392)	\$ (11,556)	\$ (16,260)	

The following tables present the aggregate fair value and the aggregate amount by which amortized cost exceeded fair value for investment securities available for sale in unrealized loss positions aggregated by investment category and length of time that individual securities had been in continuous unrealized loss positions at the dates indicated (in thousands):

		March 31, 2023						June 30, 2023						
		Less than 12 Months		12 Months or Greater		Total		Less than 12 Months		12 Months or Greater		Total		
		Fair Value	Losses	Fair Value	Losses	Fair Value	Losses	Fair Value	Losses	Fair Value	Losses	Fair Value	Losses	
U.S. Treasury securities	U.S. Treasury securities	\$ —	\$ —	\$ 98,433	\$ (11,047)	\$ 98,433	\$ (11,047)	U.S. Treasury securities	\$ 9,846	\$ (108)	\$ 97,604	\$ (11,896)	\$ 107,450	\$ (12,000)
U.S. Government agency and sponsored enterprise residential MBS	U.S. Government agency and sponsored enterprise residential MBS	450,166	(4,814)	1,426,663	(44,251)	1,876,829	(49,065)	U.S. Government agency and sponsored enterprise residential MBS	346,927	(3,517)	1,483,255	(44,868)	1,830,182	(48,384)
U.S. Government agency and sponsored enterprise commercial MBS	U.S. Government agency and sponsored enterprise commercial MBS	85,834	(2,507)	418,940	(63,715)	504,774	(66,222)	U.S. Government agency and sponsored enterprise commercial MBS	14,200	(814)	480,484	(69,018)	494,684	(69,832)
Private label residential MBS and CMOs	Private label residential MBS and CMOs	132,246	(4,089)	2,283,623	(296,343)	2,415,869	(300,432)	Private label residential MBS and CMOs	72,768	(1,896)	2,297,353	(316,313)	2,370,121	(318,202)
Private label commercial MBS	Private label commercial MBS	292,200	(5,388)	1,967,412	(93,999)	2,259,612	(99,387)	Private label commercial MBS	143,153	(2,166)	2,030,605	(96,495)	2,173,758	(98,666)
Single family real estate-backed securities	Single family real estate-backed securities	69,334	(117)	379,167	(19,607)	448,501	(19,724)	Single family real estate-backed securities	37,556	(212)	401,007	(23,325)	438,563	(23,533)
Collateralized loan obligations	Collateralized loan obligations	191,045	(1,455)	862,512	(19,415)	1,053,557	(20,870)	Collateralized loan obligations	191,253	(1,247)	838,162	(17,997)	1,029,415	(19,244)

Non-mortgage asset-backed securities		Non-mortgage asset-backed securities						Non-mortgage asset-backed securities					
State and municipal obligations	State and municipal obligations	8,184	(54)	85,915	(4,659)	94,099	(4,713)	7,678	(38)	84,155	(3,641)	91,833	(3,67)
SBA securities	SBA securities	6,352	(74)	27,842	(3,799)	34,194	(3,873)	39,803	(492)	27,011	(4,479)	66,814	(4,97)
		41,923	(567)	66,337	(3,099)	108,260	(3,666)	29,095	(354)	73,598	(3,205)	102,693	(3,55)
		<u>\$1,277,284</u>	<u>\$ (19,065)</u>	<u>\$7,616,844</u>	<u>\$ (559,934)</u>	<u>\$8,894,128</u>	<u>\$ (578,999)</u>	<u>\$892,279</u>	<u>\$ (10,844)</u>	<u>\$7,813,234</u>	<u>\$ (591,237)</u>	<u>\$8,705,513</u>	<u>\$ (602,08)</u>

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	December 31, 2022					
	Less than 12 Months		12 Months or Greater		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. Treasury securities	\$ 29,198	\$ (495)	\$ 86,744	\$ (12,683)	\$ 115,942	\$ (13,178)
U.S. Government agency and sponsored enterprise residential MBS	1,243,286	(26,789)	672,322	(28,070)	1,915,608	(54,859)
U.S. Government agency and sponsored enterprise commercial MBS	236,102	(5,736)	288,992	(69,687)	525,094	(75,423)
Private label residential MBS and CMOs	1,103,578	(93,480)	1,413,642	(240,500)	2,517,220	(333,980)
Private label commercial MBS	1,191,969	(39,729)	1,223,223	(81,261)	2,415,192	(120,990)
Single family real estate-backed securities	391,421	(22,293)	79,020	(9,460)	470,441	(31,753)
Collateralized loan obligations	596,803	(14,020)	494,945	(16,506)	1,091,748	(30,526)
Non-mortgage asset-backed securities	95,976	(6,218)	—	—	95,976	(6,218)
State and municipal obligations	67,444	(6,154)	1,114	(61)	68,558	(6,215)
SBA securities	42,900	(553)	74,291	(3,366)	117,191	(3,919)
	<u>\$ 4,998,677</u>	<u>\$ (215,467)</u>	<u>\$ 4,334,293</u>	<u>\$ (461,594)</u>	<u>\$ 9,332,970</u>	<u>\$ (677,061)</u>

The Company monitors its investment securities available for sale for credit loss impairment on an individual security basis. No securities were determined to be credit loss impaired during the three and six months ended **March 31, 2023** **June 30, 2023** and 2022. At **March 31, 2023** **June 30, 2023**, the Company did not have an intent to sell securities that were in unrealized loss positions, and it was not more likely than not that the Company would be required to sell these securities before recovery of the amortized cost basis, which may be at maturity. In making this determination, the Company considered its current and projected liquidity position **including its ability to pledge securities to generate liquidity**, its investment policy as to permissible holdings and concentration limits, regulatory requirements and other relevant factors. While recent events impacting the banking sector have impacted the liquidity profile of many banks, including BankUnited, the substantial majority of our investment securities are pledgeable at either the FHLB or FRB. We have not sold, and do not anticipate the need to sell, securities in unrealized loss positions to generate liquidity.

At **March 31, 2023** **June 30, 2023**, **569** 578 securities available for sale were in unrealized loss positions. The amount of impairment related to **102** **107** of these securities was considered insignificant both individually and in the aggregate, totaling approximately **\$0.9 million** **\$1.0 million** and no further analysis with respect to these securities was considered necessary.

The basis for concluding that AFS securities were not credit loss impaired and no ACL was considered necessary at **March 31, 2023** **June 30, 2023**, is further discussed below.

Unrealized losses were generally attributable to rising interest rates and widening spreads related to the Federal Reserve's quantitative tightening and benchmark interest rate increases. Continuing uncertainty with respect to the trajectory of the economy has also led to market uncertainty, producing some yield curve dislocations. The investment securities AFS portfolio was in a net unrealized loss position of **\$573.7 million** **\$599.4 million** at **March 31, 2023** **June 30, 2023**, compared to \$674.2 million at December 31, 2022, improving by **\$100 million** **\$75 million** during the **three** **six** months ended **March 31, 2023** **June 30, 2023**.

U.S. Government, U.S. Government Agency and Government Sponsored Enterprise Securities

At **March 31, 2023** **June 30, 2023**, **five** **six** U.S. treasury, **150** **153** U.S. Government agency and sponsored enterprise residential MBS, 26 U.S. Government agency and sponsored enterprise commercial MBS, and 18 SBA securities were in unrealized loss positions. The timely payment of principal and interest on these securities is explicitly or implicitly guaranteed by the U.S. Government. As such, there is an assumption of zero credit loss and the Company expects to recover the amortized cost basis of these securities.

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Private Label Securities:

None of the impaired private label securities had missed principal or interest payments or had been downgraded by a NRSRO at March 31, 2023 June 30, 2023. The Company performed an analysis comparing the present value of cash flows expected to be collected to the amortized cost basis of impaired securities. This analysis was based on a scenario that we believe to be generally more conservative than our reasonable and supportable economic forecast at March 31, 2023 June 30, 2023, and incorporated assumptions about voluntary prepayment rates, collateral defaults, delinquencies, severity and other relevant factors as described further below. Our analysis also considered the structural characteristics of each security and the level of credit enhancement provided by that structure.

Private label residential MBS and CMOs

At March 31, 2023 June 30, 2023, 114 117 private label residential MBS and CMOs were in unrealized loss positions. Our analysis of cash flows expected to be collected on these securities incorporated assumptions about collateral default rates, voluntary prepayment rates, loss severity, delinquencies and recovery lag. In developing those assumptions, we took into account collateral quality measures such as FICO, LTV, documentation, loan type, property type, agency availability criteria and performing status. We also regularly monitor sector data including home price appreciation, forbearance, delinquency and prepay trends as well as other economic data that could be indicative of stress in the sector. Our March 31, 2023 June 30, 2023 analysis projected weighted average collateral losses for impaired securities in this category of 2% compared to weighted average credit support of 18%. As of March 31, 2023 June 30, 2023, 95% 94% of impaired securities in this category, based on carrying value, were externally rated AAA, 1% 4% were rated AA and 4% 2% were rated A.

Private label commercial MBS

At March 31, 2023 June 30, 2023, 104 97 private label commercial MBS were in unrealized loss positions. Our analysis of cash flows expected to be collected on these securities incorporated assumptions about collateral default rates, voluntary prepayment rates, loss severity, delinquencies and recovery lag. In developing those assumptions, we took into account collateral quality and type, loan size, loan purpose and other qualitative factors. We also regularly monitor collateral watch lists, bankruptcy data, defeasance data, special servicing trends, delinquency and other economic data that could be indicative of stress in the sector. Our March 31, 2023 June 30, 2023 analysis projected weighted average collateral losses for impaired securities in this category of 7% compared to weighted average credit support of 43%. As of March 31, 2023 June 30, 2023, 85% 84% of impaired securities in this category, based on carrying value, were externally rated AAA, 11% were rated AA and 4% 5% were rated A.

Single family real estate-backed securities

At March 31, 2023 June 30, 2023, 15 16 single family rental real estate-backed securities were in unrealized loss positions. Our analysis of cash flows expected to be collected on these securities incorporated assumptions about collateral default rates, loss severity, delinquencies and recovery lag. We regularly monitor sector data including home price appreciation, forbearance, delinquency and prepay trends as well as other economic data that could be indicative of stress in the sector. Our March 31, 2023 June 30, 2023 analysis projected weighted average collateral losses for this category of 7% 8% compared to weighted average credit support of 51% 52%. As of March 31, 2023 June 30, 2023, 62% 64% of impaired securities in this category, based on carrying value, were externally rated AAA, 15% 14% were rated AA and one security was not externally rated.

Collateralized loan obligations

At March 31, 2023 June 30, 2023, 26 collateralized loan obligations were in unrealized loss positions. Our analysis of cash flows expected to be collected on these securities incorporated assumptions about collateral default rates, loss severity, and delinquencies, calibrated to take into account idiosyncratic risks associated with the underlying collateral. In developing those assumptions, we took into account each sector's performance pre-, during and post the 2008 financial crisis. We regularly engage with bond managers to monitor trends in underlying collateral including potential downgrades and subsequent cash flow diversions, liquidity, ratings migration, and any other relevant developments. Our March 31, 2023 June 30, 2023 analysis projected weighted average collateral losses for impaired securities in this category of 10% 11% compared to weighted average credit support of 44%. As of March 31, 2023 June 30, 2023, 80% 81% of the impaired securities in this category, based on carrying value, were externally rated AAA, 16% 15% were rated AA and 4% were rated A.

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Non-mortgage asset-backed securities

At March 31, 2023 June 30, 2023, seven non-mortgage asset-backed securities were in unrealized loss positions. These securities are backed by student loan collateral. Our analysis of cash flows expected to be collected on these securities incorporated assumptions about collateral default rates, loss severity, delinquencies, voluntary prepayment rates and recovery lag. In developing assumptions, we took into account collateral type, delineated by whether collateral consisted of loans to borrowers in school, refinancing, or a mixture. Our March 31, 2023 June 30, 2023 analysis projected weighted average collateral losses for impaired securities in this category of 4% compared to weighted average credit support of 24%. As of March 31, 2023 June 30, 2023, 47% 46% of the impaired securities in this category, based on carrying value, were externally rated AAA, and 53% 54% were rated AA.

State and Municipal Obligations

At March 31, 2023 June 30, 2023, two five state and municipal obligations were in unrealized loss positions. Our analysis of potential credit loss impairment for these securities incorporates a quantitative measure of the underlying obligor's credit worthiness provided by a third-party vendor as well as other relevant qualitative considerations. As of March 31, 2023 June 30, 2023, all 93% of the impaired securities in this category, based on carrying value, were externally rated AAA, and 7% were rated AA.

Note 4 Loans and Allowance for Credit Losses

Loans consisted of the following at the dates indicated (dollars in thousands):

		March 31, 2023		December 31, 2022		June 30, 2023		December 31, 2022	
		Total	Percent of Total	Total	Percent of Total	Total	Percent of Total	Total	Percent of Total
Residential:	Residential:								
1-4 single family residential	1-4 single family residential	\$ 7,133,615	28.6 %	\$ 7,128,834	28.6 %	\$ 7,096,496	28.8 %	\$ 7,128,834	28.6 %
Government insured residential	Government insured residential	1,656,129	6.7 %	1,771,880	7.1 %	1,509,342	6.1 %	1,771,880	7.1 %
		\$ 8,789,744	35.3 %	\$ 8,900,714	35.7 %	\$ 8,605,838	34.9 %	\$ 8,900,714	35.7 %
Commercial:	Commercial:								
Non-owner occupied commercial real estate	Non-owner occupied commercial real estate	5,346,895	21.5 %	5,405,597	21.7 %	5,302,523	21.5 %	5,405,597	21.7 %
Construction and land	Construction and land	324,805	1.3 %	294,360	1.2 %	393,464	1.6 %	294,360	1.2 %
Owner occupied commercial real estate	Owner occupied commercial real estate	1,863,333	7.5 %	1,890,813	7.6 %	1,832,586	7.4 %	1,890,813	7.6 %
Commercial and industrial	Commercial and industrial	6,617,716	26.5 %	6,417,721	25.9 %	6,575,368	26.8 %	6,417,721	25.9 %
Pinnacle		919,584	3.7 %	912,122	3.7 %				
Bridge - franchise finance		239,205	1.0 %	253,774	1.0 %				
Bridge - equipment finance		266,715	1.1 %	286,147	1.1 %				
Pinnacle - municipal finance						Pinnacle - municipal finance			
Franchise finance						951,529	3.9 %	912,122	3.7 %
Equipment finance						207,783	0.8 %	253,774	1.0 %
Mortgage warehouse lending	Mortgage warehouse lending	524,897	2.1 %	524,740	2.1 %	237,816	1.0 %	286,147	1.1 %
		16,103,150	64.7 %	15,985,274	64.3 %				
Total loans	Total loans	24,892,894	100.0 %	24,885,988	100.0 %	24,629,990	100.0 %	24,885,988	100.0 %
Allowance for credit losses	Allowance for credit losses	(158,792)		(147,946)		(166,833)		(147,946)	
Loans, net	Loans, net	\$ 24,734,102		\$ 24,738,042		\$ 24,463,157		\$ 24,738,042	

Premiums, discounts and deferred fees and costs, excluding the non-credit related discount on PCD loans, totaled \$56 million \$54 million and \$61 million at March 31, 2023 June 30, 2023 and December 31, 2022, respectively.

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The following table presents the amortized cost basis of residential PCD loans and the related amount of non-credit discount, net of the related ACL, at the dates indicated (in thousands):

		March 31, 2023	December 31, 2022		June 30, 2023		December 31, 2022
UPB	UPB	\$ 93,051	\$ 96,437	UPB	\$ 88,950	\$ 96,437	
Non-credit discount	Non-credit discount	(42,357)	(44,354)	Non-credit discount	(40,053)	(44,354)	
Total amortized cost of PCD loans	Total amortized cost of PCD loans	50,694	52,083	Total amortized cost of PCD loans	48,897	52,083	
ACL related to PCD loans	ACL related to PCD loans	(381)	(409)	ACL related to PCD loans	(210)	(409)	
PCD loans, net	PCD loans, net	\$ 50,313	\$ 51,674	PCD loans, net	\$ 48,687	\$ 51,674	

Included in loans, net are direct or sales type finance leases totaling \$641 million \$667 million and \$634 million at March 31, 2023 June 30, 2023 and December 31, 2022, respectively. The amount of income recognized from direct or sales type finance leases for the three and six months ended March 31, 2023 June 30, 2023 and 2022 totaled \$4.3 \$4.4 million, \$8.7 million, \$4.4 million and \$4.6 \$9.0 million, respectively, and is included in interest income on loans in the consolidated statements of income.

During the three and six months ended March 31, 2023 June 30, 2023 and 2022, the Company purchased residential loans totaling \$187 million \$154 million, \$341 million, \$714 million and \$862 million \$1.6 billion, respectively.

At March 31, 2023 June 30, 2023 and December 31, 2022, the Company had pledged loans with a carrying value of approximately \$13.2 \$18.4 billion and \$12.4 billion, respectively, as security for FHLB advances and Federal Reserve discount window capacity.

At March 31, 2023 June 30, 2023 and December 31, 2022, accrued interest receivable on loans totaled \$132 million \$128 million and \$129 million, respectively, and is included in other assets in the accompanying consolidated balance sheets. The amount of interest income reversed on non-accrual loans was not material for the three and six months ended March 31, 2023 June 30, 2023 and 2022.

Allowance for credit losses

The ACL was determined utilizing a 2-year reasonable and supportable forecast period. The quantitative portion of the ACL was determined using a single weighted third-party provided economic scenario. The qualitative component was informed by alternate scenarios. Activity in the ACL is summarized below for the periods indicated (in thousands):

	Three Months Ended March 31,					
	2023			2022		
	Residential	Commercial	Total	Residential	Commercial	Total
Beginning balance	\$ 11,741	\$ 136,205	\$ 147,946	\$ 9,187	\$ 117,270	\$ 126,457
Impact of adoption of ASU 2022-02	(117)	(1,677)	(1,794)	N/A	N/A	N/A
Balance after adoption of ASU 2022-02	11,624	134,528	146,152	9,187	117,270	126,457
Provision (recovery)	170	17,425	17,595	(256)	7,702	7,446
Charge-offs	—	(7,899)	(7,899)	—	(10,671)	(10,671)
Recoveries	3	2,941	2,944	26	2,185	2,211
Ending balance	\$ 11,797	\$ 146,995	\$ 158,792	\$ 8,957	\$ 116,486	\$ 125,443

The ACL increased by \$10.8 million, from 0.59% to 0.64% of total loans, at March 31, 2023 compared to December 31, 2022. The more significant factors impacting the provision for credit losses for the three months ended March 31, 2023 included a deteriorating economic forecast and an increase in certain specific reserves.

	Three Months Ended June 30,					
	2023			2022		
	Residential	Commercial	Total	Residential	Commercial	Total
Beginning balance	\$ 11,797	\$ 146,995	\$ 158,792	\$ 8,957	\$ 116,486	\$ 125,443
Provision (recovery)	(2,912)	17,107	14,195	448	22,759	23,207
Charge-offs	—	(9,136)	(9,136)	(412)	(20,567)	(20,979)
Recoveries	2	2,980	2,982	17	2,551	2,568
Ending balance	\$ 8,887	\$ 157,946	\$ 166,833	\$ 9,010	\$ 121,229	\$ 130,239

	Six Months Ended June 30,					
	2023			2022		
	Residential	Commercial	Total	Residential	Commercial	Total
Beginning balance	\$ 11,741	\$ 136,205	\$ 147,946	\$ 9,187	\$ 117,270	\$ 126,457
Impact of adoption of ASU 2022-02	(117)	(1,677)	(1,794)	N/A	N/A	N/A
Balance after adoption of ASU 2022-02	11,624	134,528	146,152	9,187	117,270	126,457

Provision (recovery)	(2,742)	34,532	31,790	192	30,461	30,653
Charge-offs	—	(17,035)	(17,035)	(412)	(31,238)	(31,650)
Recoveries	5	5,921	5,926	43	4,736	4,779
Ending balance	<u>\$ 8,887</u>	<u>\$ 157,946</u>	<u>\$ 166,833</u>	<u>\$ 9,010</u>	<u>\$ 121,229</u>	<u>\$ 130,239</u>

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The ACL increased by \$18.9 million, from 0.59% to 0.68% of total loans, at June 30, 2023 compared to December 31, 2022. The more significant factors impacting the provision for credit losses for the six months ended June 30, 2023 included a deteriorating economic forecast with heavier weighting on a downside scenario and an increase in certain specific reserves.

The following table presents gross charge-offs during the **three** **six** months ended **March 31, 2023** **June 30, 2023**, by year of origination (in thousands):

	Prior to					Revolving			Prior to					Revolving				
	2023	2022	2021	2020	2019	2019	Loans	Total	2023	2022	2021	2020	2019	2019	Loans	Total		
CRE	CRE	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 35	\$ 35	CRE	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 813	\$ —	\$ 813	
C&I	C&I	—	64	24	—	265	935	309	1,597	C&I	2	64	43	9	7,161	1,098	598	8,975
Bridge - franchise																		
finance		—	—	—	33	2,409	3,825	—	6,267									
Franchise finance									Franchise finance	—	—	—	1,013	2,409	3,825	—	7,247	
		\$ —	\$ 64	\$ 24	\$ 33	\$ 2,674	\$ 4,795	\$ 309	\$ 7,899		\$ 2	\$ 64	\$ 43	\$ 1,022	\$ 9,570	\$ 5,736	\$ 598	\$ 17,035

The following table presents the components of the provision for credit losses for the periods indicated (in thousands):

	Three Months Ended March 31,		Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022	2023	2022
Amount related to funded portion of loans	Amount related to funded portion of loans	\$ 17,595	\$ 7,446	Amount related to funded portion of loans	\$ 14,195	\$ 23,207
Amount related to off-balance sheet credit exposures	Amount related to off-balance sheet credit exposures	2,193	384	Amount related to off-balance sheet credit exposures	1,322	916
Other					Other	—
Total provision for credit losses	Total provision for credit losses	\$ 19,788	\$ 7,830	Total provision for credit losses	\$ 15,517	\$ 23,996
					\$ 35,305	\$ 31,826

Credit quality information

Credit quality of loans held for investment is continuously monitored by dedicated residential credit risk management and commercial portfolio management functions. The Company also has a workout and recovery department that monitors the credit quality of criticized and classified loans and an independent internal credit review function.

Credit quality indicators for residential loans

Management considers delinquency status to be the most meaningful indicator of the credit quality of residential loans, other than government insured residential loans. Delinquency statistics are updated at least monthly. LTV and FICO scores are also important indicators of credit quality for 1-4 single family residential loans other than government insured loans. FICO scores are generally updated semi-annually, and were most recently updated in the first quarter of 2023. LTVs are typically at origination since we do not routinely update residential appraisals. Substantially all of the government insured residential loans are government insured buyout loans, which the Company buys out of GNMA securitizations upon default. For these loans, traditional measures of credit quality are not particularly relevant considering the guaranteed nature of the loans and the underlying

business model. Factors that impact risk inherent in the residential portfolio segment include national and regional economic conditions such as levels of unemployment, wages and interest rates, as well as residential property values.

1-4 Single Family Residential credit exposure, excluding government insured residential loans, based on delinquency status:

March 31, 2023										June 30, 2023										
Amortized Cost By Origination Year										Amortized Cost By Origination Year										
	2023	2022	2021	2020	2019	Prior	Total		2023	2022	2021	2020	2019	Prior	Total					
Current	Current	\$117,258	\$1,179,778	\$3,111,081	\$900,912	\$312,977	\$1,447,072	\$7,069,078	Current	\$258,937	\$1,157,345	\$3,059,469	\$885,915	\$308,493	\$1,375,576	\$7,045,735				
30 - 59	30 - 59								30 - 59											
Days Past Due	Days Past Due								Days Past Due											
60 - 89	60 - 89								60 - 89											
Days Past Due	Days Past Due								Days Past Due											
90	90								90											
Days or More Past Due	Days or More Past Due								Days or More Past Due											
Due	Due	—	16,570	16,841	3,801	1,363	5,764	44,339	Due	1,838	6,810	15,006	2,149	107	6,094	32,004				
		<u>\$117,258</u>	<u>\$1,199,845</u>	<u>\$3,130,498</u>	<u>\$906,742</u>	<u>\$316,340</u>	<u>\$1,462,932</u>	<u>\$7,133,615</u>		<u>\$260,901</u>	<u>\$1,172,283</u>	<u>\$3,076,344</u>	<u>\$890,115</u>	<u>\$310,039</u>	<u>\$1,386,814</u>	<u>\$7,096,496</u>				

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December 31, 2022										Amortized Cost By Origination Year										
Amortized Cost By Origination Year																				
	2022	2021	2020	2019	2018	Prior	Total													
Current	\$ 1,185,611	\$ 3,149,299	\$ 916,923	\$ 316,023	\$ 177,891	\$ 1,321,011	\$ 7,066,758													
30 - 59 Days Past Due	12,752	16,432	3,266	2,953	1,854	5,759	43,016													
60 - 89 Days Past Due	252	1,196	229	1,347	—	1,052	4,076													
90 Days or More Past Due	2,589	2,158	2,173	360	3,069	4,635	14,984													
	<u>\$ 1,201,204</u>	<u>\$ 3,169,085</u>	<u>\$ 922,591</u>	<u>\$ 320,683</u>	<u>\$ 182,814</u>	<u>\$ 1,332,457</u>	<u>\$ 7,128,834</u>													

1-4 Single Family Residential credit exposure, excluding government insured residential loans, based on LTV:

March 31, 2023										June 30, 2023										
Amortized Cost By Origination Year										Amortized Cost By Origination Year										
LTV	LTV	2023	2022	2021	2020	2019	Prior	Total	LTV	2023	2022	2021	2020	2019	Prior	Total				
Less than 61%	Less than 61%	\$ 12,750	\$ 280,999	\$ 1,282,249	\$ 344,679	\$ 75,652	\$ 491,970	\$ 2,488,299	61%	\$ 36,059	\$ 273,521	\$ 1,254,104	\$ 338,374	\$ 74,185	\$ 466,180	\$ 2,442,423				
61% - 70%	61% - 70%	23,708	296,695	848,469	228,400	78,531	348,041	1,823,844	70%	48,218	290,334	838,218	225,730	75,824	322,573	1,800,897				
71% - 80%	71% - 80%	80,800	619,158	964,695	333,590	156,693	580,755	2,735,691	80%	176,624	606,321	949,110	325,939	154,597	557,538	2,770,129				
More than 80%	More than 80%	—	2,993	35,085	73	5,464	42,166	85,781	80%	—	2,107	34,912	72	5,433	40,523	83,047				
		<u>\$ 117,258</u>	<u>\$ 1,199,845</u>	<u>\$ 3,130,498</u>	<u>\$ 906,742</u>	<u>\$ 316,340</u>	<u>\$ 1,462,932</u>	<u>\$ 7,133,615</u>		<u>\$ 260,901</u>	<u>\$ 1,172,283</u>	<u>\$ 3,076,344</u>	<u>\$ 890,115</u>	<u>\$ 310,039</u>	<u>\$ 1,386,814</u>	<u>\$ 7,096,496</u>				

December 31, 2022

LTV	Amortized Cost By Origination Year									
	2022	2021	2020	2019	2018	Prior	Total			
Less than 61%	\$ 282,940	\$ 1,301,279	\$ 354,720	\$ 76,404	\$ 42,864	\$ 472,090	\$ 2,530,297			
61% - 70%	295,206	857,008	231,732	80,383	49,047	310,649	1,824,025			
71% - 80%	620,049	975,542	336,066	158,406	86,463	510,633	2,687,159			
More than 80%	3,009	35,256	73	5,490	4,440	39,085	87,353			
	<u>\$ 1,201,204</u>	<u>\$ 3,169,085</u>	<u>\$ 922,591</u>	<u>\$ 320,683</u>	<u>\$ 182,814</u>	<u>\$ 1,332,457</u>	<u>\$ 7,128,834</u>			

1-4 Single Family Residential credit exposure, excluding government insured residential loans, based on FICO score:

March 31, 2023											June 30, 2023											
Amortized Cost By Origination Year											Amortized Cost By Origination Year											
FICO	FICO	2023	2022	2021	2020	2019	Prior	Total	FICO	2023	2022	2021	2020	2019	Prior	Total						
760 or greater	760 or greater	\$ 74,066	\$ 809,442	\$ 2,488,061	\$ 712,689	\$ 221,056	\$ 995,139	\$ 5,300,453	760 or greater	\$ 184,748	\$ 790,259	\$ 2,446,618	\$ 699,360	\$ 217,240	\$ 946,254	\$ 5,284,479						
720 -	720 -	35,448	245,748	429,084	122,827	52,140	244,446	1,129,693	759	61,468	239,300	419,459	121,306	51,201	226,734	1,119,468						
719 or less	719 or less	7,744	144,655	213,353	71,226	43,144	223,347	703,469	719 or less	14,685	142,724	210,267	69,449	41,598	213,826	692,549						
		<u>\$ 117,258</u>	<u>\$ 1,199,845</u>	<u>\$ 3,130,498</u>	<u>\$ 906,742</u>	<u>\$ 316,340</u>	<u>\$ 1,462,932</u>	<u>\$ 7,133,615</u>		<u>\$ 260,901</u>	<u>\$ 1,172,283</u>	<u>\$ 3,076,344</u>	<u>\$ 890,115</u>	<u>\$ 310,039</u>	<u>\$ 1,386,814</u>	<u>\$ 7,096,496</u>						
December 31, 2022																						
Amortized Cost By Origination Year																						
FICO		2022	2021	2020	2019				FICO	2023	2022	2021	2020	2019							Total	
760 or greater		\$ 805,125	\$ 2,513,045	\$ 721,982	\$ 212,574	\$ 97,076	\$ 944,783	\$ 5,294,585														
720 - 759		285,507	485,528	132,928	62,301	45,857	216,047	1,228,168														
719 or less		110,572	170,512	67,681	45,808	39,881	171,627	606,081														
		<u>\$ 1,201,204</u>	<u>\$ 3,169,085</u>	<u>\$ 922,591</u>	<u>\$ 320,683</u>	<u>\$ 182,814</u>	<u>\$ 1,332,457</u>	<u>\$ 7,128,834</u>														

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Credit quality indicators for commercial loans

Factors that impact risk inherent in commercial portfolio segments include but are not limited to levels of economic activity or potential disruptions in economic activity, health of the national, regional and local economies, interest rates, industry trends, patterns of and trends in customer behavior that influence demand for our borrowers' products and services, and commercial real estate values. Internal risk ratings are considered the most meaningful indicator of credit quality for commercial loans. Internal risk ratings are generally indicative of the likelihood that a borrower will default, are a key factor influencing the level and nature of ongoing monitoring of loans and may impact the estimation of the ACL. Internal risk ratings are updated on a continuous basis. Generally, relationships with balances in excess of defined thresholds, ranging from \$1 million to \$3 million, are re-evaluated at least annually and more frequently if circumstances indicate that a change in risk rating may be warranted. The special mention rating is considered a transitional rating for loans exhibiting potential credit weaknesses that could result in deterioration of repayment prospects at some future date if not checked or corrected and that deserve management's close attention. These borrowers may exhibit declining cash flows or revenues or increasing leverage. Loans with well-defined credit weaknesses that may result in a loss if the deficiencies are not corrected are assigned a risk rating of substandard. These borrowers may exhibit payment defaults, inadequate cash flows from current operations, operating losses, increasing balance sheet leverage, project cost overruns, unreasonable construction delays, exhausted interest reserves, declining collateral values, frequent overdrafts or past due real estate taxes. Loans with weaknesses so severe that collection in full is highly questionable or improbable, but because of certain reasonably specific pending factors have not been charged off, are assigned an internal risk rating of doubtful.

Commercial credit exposure based on internal risk rating:

March 31, 2023											June 30, 2023										
Amortized Cost By Origination Year											Amortized Cost By Origination Year										
CRE	CRE	2023	2022	2021	2020	2019	Prior	Loans	Total	CRE	2023	2022	2021	2020	2019						
Pass	Pass	\$ 66,399	\$ 1,248,325	\$ 732,160	\$ 546,742	\$ 1,106,358	\$ 1,363,097	\$ 197,073	\$ 5,260,154	Pass	\$ 221,044	\$ 1,297,402	\$ 699,164	\$ 539,829	\$ 1,010,830						

Special mention	Special mention	—	42,950	2,150	—	17,913	411	—	63,424	Special mention	—	3,854	2,134	—	19,551	1
Substandard	Substandard	—	12,263	1,355	19,008	119,227	196,269	—	348,122	Substandard	—	—	—	—	19,551	1
Total CRE	Total CRE	\$ 66,399	\$ 1,303,538	\$ 735,665	\$ 565,750	\$ 1,243,498	\$ 1,559,777	\$ 197,073	\$ 5,671,700	Total CRE	\$ 221,044	\$ 1,301,256	\$ 701,298	\$ 559,380	\$ 1,2	
C&I	C&I									C&I						
Pass	Pass	\$ 320,398	\$ 1,768,713	\$ 762,133	\$ 428,383	\$ 605,736	\$ 1,203,423	\$ 3,071,337	\$ 8,160,123	Pass	\$ 690,593	\$ 1,592,364	\$ 722,727	\$ 359,153	\$ 5	
Special mention	Special mention	38	2,955	433	—	2,534	2,330	22,864	31,154	Special mention	68	49,031	73,055	15,620		
Substandard	Substandard	9	54,757	11,705	18,988	53,187	114,667	28,760	282,073	Substandard	3,285	63,989	8,571	19,645		
Doubtful	Doubtful	—	—	—	—	6,985	714	—	7,699	Doubtful	—	—	—	—	—	
Total C&I	Total C&I	\$ 320,445	\$ 1,826,425	\$ 774,271	\$ 447,371	\$ 668,442	\$ 1,321,134	\$ 3,122,961	\$ 8,481,049	Total C&I	\$ 693,946	\$ 1,705,384	\$ 804,353	\$ 394,418	\$ 5	
Pinnacle																
Pinnacle - municipal finance										Pinnacle - municipal finance						
Pass	Pass	\$ 42,815	\$ 170,252	\$ 107,137	\$ 62,406	\$ 62,354	\$ 474,620	\$ —	\$ 919,584	Pass	\$ 119,827	\$ 160,335	\$ 101,545	\$ 52,679	\$ 5	
Total Pinnacle		\$ 42,815	\$ 170,252	\$ 107,137	\$ 62,406	\$ 62,354	\$ 474,620	\$ —	\$ 919,584							
Bridge - Franchise Finance																
Total Pinnacle - municipal finance										Total Pinnacle - municipal finance						
Franchise finance										Franchise finance						
Pass	Pass	\$ 2,389	\$ 28,106	\$ 38,134	\$ 36,376	\$ 26,549	\$ 52,902	\$ —	\$ 184,456	Pass	\$ 4,809	\$ 26,282	\$ 37,837	\$ 32,546	\$ 5	
Special mention	Special mention	—	—	—	—	5,120	2,083	—	7,203	Special mention	—	—	—	2,422		
Substandard	Substandard	—	281	1,499	1,936	21,548	22,282	—	47,546	Substandard	—	251	1,324	925		
Total Bridge - Franchise Finance		\$ 2,389	\$ 28,387	\$ 39,633	\$ 38,312	\$ 53,217	\$ 77,267	\$ —	\$ 239,205							
Bridge - Equipment Finance																
Total Franchise finance										Total Franchise finance						
Equipment Finance										Equipment Finance						
Pass	Pass	\$ —	\$ 26,280	\$ 51,539	\$ 15,922	\$ 83,887	\$ 87,934	\$ —	\$ 265,562	Pass	\$ 1,165	\$ 25,196	\$ 45,952	\$ 15,404	\$ 5	
Substandard	Substandard	—	—	—	—	1,153	—	—	1,153	Substandard	—	—	2,250	—		
Total Bridge - Equipment Finance		\$ —	\$ 26,280	\$ 51,539	\$ 15,922	\$ 85,040	\$ 87,934	\$ —	\$ 266,715							
Mortgage Warehouse Lending																
Total Equipment finance										Total Equipment finance						
Mortgage warehouse lending										Mortgage warehouse lending						
Pass	Pass	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 524,897	Pass	\$ —	\$ —	\$ —	\$ —	\$ —	
Total Mortgage Warehouse Lending		\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 524,897							
Total Mortgage warehouse lending		\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 524,897	Total Mortgage warehouse lending	\$ —	\$ —	\$ —	\$ —	\$ —	

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CRE	CRE	December 31, 2022										December 31, 2023													
		Amortized Cost By Origination Year						Revolving				CRE	Amortized Cost By Origination Year												
		2022	2021	2020	2019	2018	Prior	Loans	Total	2022	2021		2022	2021	2020	2019	2018	2022	2021	2020	2019	2018			
Pass	Pass	\$1,256,300	\$758,025	\$550,133	\$1,138,113	\$512,125	\$932,030	\$196,963	\$5,343,689	Pass	\$1,256,300	\$758,025	\$550,133	\$1,138,113	\$512,125	\$932,030	\$196,963	\$5,343,689	Pass	\$1,256,300	\$758,025	\$550,133	\$1,138,113	\$512,125	
Special mention	Special mention	—	—	—	18,006	—	709	—	18,715	Special mention	—	—	—	—	18,006	—	—	—	Special mention	—	—	—	18,006	—	
Substandard	Substandard	12,332	1,355	20,103	98,438	56,974	148,351	—	337,553	Substandard	12,332	1,355	20,103	98,438	56,974	148,351	—	337,553	Substandard	12,332	1,355	20,103	98,438	56,974	
Total CRE	Total CRE	\$1,268,632	\$759,380	\$570,236	\$1,254,557	\$569,099	\$1,081,090	\$196,963	\$5,699,957	Total CRE	\$1,268,632	\$759,380	\$570,236	\$1,254,557	\$569,099	\$1,081,090	\$196,963	\$5,699,957	Total CRE	\$1,268,632	\$759,380	\$570,236	\$1,254,557	\$569,099	
C&I	C&I																								
Pass	Pass	\$1,880,853	\$825,410	\$445,988	\$689,003	\$416,287	\$832,952	\$2,900,336	\$7,990,829	Pass	\$1,880,853	\$825,410	\$445,988	\$689,003	\$416,287	\$832,952	\$2,900,336	\$7,990,829	Pass	\$1,880,853	\$825,410	\$445,988	\$689,003	\$416,287	
Special mention	Special mention	63	—	208	3,880	—	20,657	310	25,118	Special mention	63	—	208	3,880	—	20,657	310	25,118	Special mention	63	—	208	3,880	—	
Substandard	Substandard	25,898	13,916	3,319	103,625	19,715	104,190	21,277	291,940	Substandard	25,898	13,916	3,319	103,625	19,715	104,190	21,277	291,940	Substandard	25,898	13,916	3,319	103,625	19,715	
Doubtful	Doubtful	—	—	—	—	647	—	—	647	Doubtful	—	—	—	—	647	—	—	647	Doubtful	—	—	—	—	647	
Total C&I	Total C&I	\$1,906,814	\$839,326	\$449,515	\$796,508	\$436,649	\$957,799	\$2,921,923	\$8,308,534	Total C&I	\$1,906,814	\$839,326	\$449,515	\$796,508	\$436,649	\$957,799	\$2,921,923	\$8,308,534	Total C&I	\$1,906,814	\$839,326	\$449,515	\$796,508	\$436,649	
Pinnacle	Pinnacle																								
Pinnacle - municipal finance	Pinnacle - municipal finance																								
Pass	Pass	\$179,223	\$110,510	\$66,592	\$66,514	\$29,783	\$459,500	\$—	\$912,122	Pass	\$179,223	\$110,510	\$66,592	\$66,514	\$29,783	\$459,500	\$—	\$912,122	Pass	\$179,223	\$110,510	\$66,592	\$66,514	\$29,783	
Total Pinnacle	Total Pinnacle	\$179,223	\$110,510	\$66,592	\$66,514	\$29,783	\$459,500	\$—	\$912,122	Total Pinnacle	\$179,223	\$110,510	\$66,592	\$66,514	\$29,783	\$459,500	\$—	\$912,122	Total Pinnacle	\$179,223	\$110,510	\$66,592	\$66,514	\$29,783	
Bridge - Franchise Finance	Bridge - Franchise Finance																								
Total Pinnacle - municipal finance	Total Pinnacle - municipal finance																								
Franchise finance	Franchise finance																								
Pass	Pass	\$81,146	\$19,251	\$38,293	\$34,483	\$8,617	\$6,799	\$—	\$188,589	Pass	\$81,146	\$19,251	\$38,293	\$34,483	\$8,617	\$6,799	\$—	\$188,589	Pass	\$81,146	\$19,251	\$38,293	\$34,483	\$8,617	
Special mention	Special mention	—	—	—	5,432	2,168	—	—	7,600	Special mention	—	—	—	—	5,432	2,168	—	—	7,600	Special mention	—	—	—	—	5,432
Substandard	Substandard	—	1,617	1,295	22,058	17,148	8,124	—	50,242	Substandard	—	1,617	1,295	22,058	17,148	8,124	—	50,242	Substandard	—	1,617	1,295	22,058	17,148	
Doubtful	Doubtful	—	—	1,013	2,447	3,883	—	—	7,343	Doubtful	—	—	—	1,013	2,447	3,883	—	7,343	Doubtful	—	—	—	1,013	2,447	
Total Bridge - Franchise Finance	Total Bridge - Franchise Finance	\$81,146	\$20,868	\$40,601	\$64,420	\$31,816	\$14,923	\$—	\$253,774	Total Bridge - Franchise Finance	\$81,146	\$20,868	\$40,601	\$64,420	\$31,816	\$14,923	\$—	\$253,774	Total Bridge - Franchise Finance	\$81,146	\$20,868	\$40,601	\$64,420	\$31,816	
Bridge - Equipment Finance	Bridge - Equipment Finance																								
Total franchise finance	Total franchise finance																								
Equipment finance	Equipment finance																								
Pass	Pass	\$27,386	\$55,015	\$16,488	\$90,286	\$33,264	\$62,353	\$—	\$284,792	Pass	\$27,386	\$55,015	\$16,488	\$90,286	\$33,264	\$62,353	\$—	\$284,792	Pass	\$27,386	\$55,015	\$16,488	\$90,286	\$33,264	
Substandard	Substandard	—	—	—	1,355	—	—	—	1,355	Substandard	—	—	—	—	1,355	—	—	—	1,355	Substandard	—	—	—	—	1,355
Total Bridge - Equipment Finance	Total Bridge - Equipment Finance	\$27,386	\$55,015	\$16,488	\$91,641	\$33,264	\$62,353	\$—	\$286,147	Total Bridge - Equipment Finance	\$27,386	\$55,015	\$16,488	\$91,641	\$33,264	\$62,353	\$—	\$286,147	Total Bridge - Equipment Finance	\$27,386	\$55,015	\$16,488	\$91,641	\$33,264	

Mortgage Warehouse Lending									
Equipment finance					Equipment finance				
Mortgage warehouse lending					Mortgage warehouse lending				
Pass	Pass	\$ —	\$ —	\$ —	\$ —	\$ 524,740	\$ 524,740	Pass	\$ —
Total Mortgage Warehouse Lending		\$ —	\$ —	\$ —	\$ —	\$ 524,740	\$ 524,740	Total Mortgage warehouse lending	\$ —
Total Mortgage warehouse lending		\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	Total Mortgage warehouse lending	\$ —

At **March 31, 2023** **June 30, 2023** and December 31, 2022, the balance of revolving loans converted to term loans was immaterial.

The following table presents criticized and classified commercial loans, in aggregate by risk rating category, at the dates indicated (in thousands):

	Special mention	March 31, 2023		December 31, 2022		Special mention	June 30, 2023		December 31, 2022	
		\$ 101,781	\$ 51,433	\$ 596,054	605,965		\$ 233,004	\$ 51,433	\$ 525,643	605,965
Substandard - accruing	Substandard - accruing					Substandard - accruing				
Substandard - non-accruing	Substandard - non-accruing					Substandard - non-accruing				
Doubtful	Doubtful					Doubtful				
Total	Total	\$ 788,374	\$ 740,513			Total	\$ 854,243	\$ 740,513		

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Past Due and Non-Accrual Loans:

The following table presents an aging of loans at the dates indicated (in thousands):

		March 31, 2023						December 31, 2022						June 30, 2023					
		30 - 59 Days Past			60 - 89 Days Past			90 Days or More Past			30 - 59 Days Past			60 - 89 Days Past			90 Days or More Past		
		Current	Due	Due	Current	Due	Due	Current	Due	Due	Current	Due	Due	Current	Due	Due	Current	Due	Due
1-4 single family residential	1-4 single family residential	\$ 7,069,078	\$ 44,339	\$ 4,761	\$ 15,437	\$ 7,133,615	\$ 7,066,758	\$ 43,016	\$ 4,076	\$ 14,984	\$ 7,128,834								
Government insured residential	Government insured residential	969,134	167,880	81,457	437,658	1,656,129	1,025,523	159,461	94,294	492,602	1,771,880								
CRE	CRE	5,657,401	2,723	—	11,576	5,671,700	5,680,829	4,328	4,773	10,027	5,699,957								
C&I	C&I	8,433,706	19,573	2,570	25,200	8,481,049	8,280,321	2,508	1,028	24,677	8,308,534								
Pinnacle		919,584	—	—	—	919,584	912,122	—	—	—	912,122								
Bridge - franchise finance		236,063	1,094	—	2,048	239,205	243,574	1,321	—	8,879	253,774								
Bridge - equipment finance		266,715	—	—	—	266,715	286,147	—	—	—	286,147								
Pinnacle - municipal finance																			

Franchise finance								Franchise finance	207,783	—	—	—	—
Equipment finance								Equipment finance	237,816	—	—	—	—
Mortgage warehouse lending	Mortgage warehouse lending	524,897	—	—	—	524,897	524,740	—	—	—	524,740	523,083	—
		\$24,076,578	\$235,609	\$88,788	\$491,919	\$24,892,894	\$24,020,014	\$210,634	\$104,171	\$551,169	\$24,885,988	\$23,944,009	\$182,803

Included in the table above is the guaranteed portion of SBA loans past due by 90 days or more totaling \$32.9 million \$32.0 million and \$30.8 million at March 31, 2023 June 30, 2023 and December 31, 2022, respectively.

Loans contractually delinquent by 90 days or more and still accruing totaled \$439 million \$374 million and \$494 million at March 31, 2023 June 30, 2023 and December 31, 2022, respectively, substantially all of which were government insured residential loans. These loans are government insured pool buyout loans, which the Company buys out of GNMA securitizations upon default.

The following table presents information about loans on non-accrual status at the dates indicated (in thousands):

		March 31, 2023				December 31, 2022				June 30, 2023				December 31, 2022			
		Amortized Cost		Amortized Cost		Amortized Cost		Amortized Cost		Amortized Cost		Amortized Cost		Amortized Cost		Amortized Cost	
		With No Related	Allowance	With No Related	Allowance	With No Related	Allowance	With No Related	Allowance	With No Related	Allowance	With No Related	Allowance	With No Related	Allowance	With No Related	Allowance
1-4 single family residential	1-4 single family residential	\$ 23,102	\$ —	\$ 21,311	\$ —	\$ 22,534	\$ —	\$ 21,311	\$ —								
CRE	CRE	17,137	2,860	22,352	6,911	17,433	2,321	22,352	6,911								
C&I	C&I	67,245	14,652	47,473	15,642	74,209	9,803	47,473	15,642								
Bridge - franchise finance		6,157	2,479	13,290	1,668												
Franchise finance				Franchise finance		3,954	1,324	13,290	1,668								
		\$ 113,641	\$ 19,991	\$ 104,426	\$ 24,221	\$ 118,130	\$ 13,448	\$ 104,426	\$ 24,221								

Included in the table above is the guaranteed portion of non-accrual SBA loans totaling \$36.9 million \$35.9 million and \$40.3 million at March 31, 2023 June 30, 2023 and December 31, 2022, respectively. The amount of interest income recognized on non-accrual loans was insignificant for the three and six months ended March 31, 2023 June 30, 2023 and 2022. The amount of additional interest income that would have been recognized on non-accrual loans had they performed in accordance with their contractual terms was approximately \$1.9 million \$1.7 million and \$1.3 million \$3.4 million for the three and six months ended March 31, 2023 June 30, 2023, respectively and 2022, \$2.3 million and \$3.5 million for three and six months ended June 30, 2022, respectively.

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Collateral dependent loans:

The following table presents the amortized cost basis of collateral dependent loans at the dates indicated (in thousands):

		March 31, 2023				December 31, 2022				June 30, 2023				December 31, 2022			
		Extent to Which Secured by Collateral		Extent to Which Secured by Collateral		Extent to Which Secured by Collateral		Extent to Which Secured by Collateral		Extent to Which Secured by Collateral		Extent to Which Secured by Collateral		Extent to Which Secured by Collateral		Extent to Which Secured by Collateral	
		Amortized Cost	Amortized Cost														
1-4 single family residential	1-4 single family residential	\$ —	\$ —	\$ 730	\$ 730	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Commercial:	Commercial:																
CRE	CRE	14,990	14,527	19,486	18,353	CRE	15,374	15,241	19,486	18,353							

C&I	C&I	22,184	21,470	26,404	25,344	C&I	36,241	34,769	26,404	25,344
Bridge - franchise finance		4,808	3,560	11,445	3,729					
Franchise finance						Franchise finance	3,549	2,405	11,445	3,729
Total commercial	Total commercial	41,982	39,557	57,335	47,426	Total commercial	55,164	52,415	57,335	47,426
		\$ 41,982	\$ 39,557	\$ 58,065	\$ 48,156		\$ 55,164	\$ 52,415	\$ 58,065	\$ 48,156

Collateral for the CRE loan class generally consists of commercial real estate, or for certain construction loans, residential real estate. Collateral for C&I loans generally consists of equipment, accounts receivable, inventory and other business assets. Bridge franchise assets and for owner-occupied commercial real estate loans, may also include commercial real estate. Franchise finance loans may be collateralized by franchise value or by equipment. Residential loans are collateralized by residential real estate. There were no significant changes to the extent to which collateral secures secured collateral dependent loans during the three six months ended March 31, 2023 June 30, 2023.

Foreclosure of residential real estate

The recorded investment in residential loans in the process of foreclosure was \$382 million \$349 million, of which \$369 million \$338 million was government insured, at March 31, 2023 June 30, 2023 and \$413 million, of which \$400 million was government insured, at December 31, 2022. The carrying amount of foreclosed residential real estate included in other assets in the accompanying consolidated balance sheet was insignificant at March 31, 2023 June 30, 2023 and December 31, 2022.

Loan Modifications

The following table summarizes loans that were modified for borrowers experiencing financial difficulty, by type of modification, during the period indicated (dollars in thousands):

	Three Months Ended March 31, 2023						Three Months Ended June 30, 2023					
	Interest			Combination - Interest Rate			Interest			Combination - Interest Rate		
	Rate		Reduction and Term Extension		Term Extension		Rate		Term		Reduction and Term Extension	
	Reduction	Term Extension	Total	% (t)	Total	% (t)	Total	% (t)	Total	% (t)	Total	% (t)
	Total	% (t)	Total	% (t)	Total	% (t)	Total	% (t)	Total	% (t)	Total	
1-4 single family residential	\$ 766	— %	\$ —	— %	\$ —	— %	\$ 766	—				
Government insured residential	109	— %	36,920	2 %	2,312	— %	39,341	residential	\$ —	— %	\$ 23,325	2 %
C&I	C&I	— — %	4,918	— %	—	— %	4,918	C&I	— — %	1,620	— %	— — %
Franchise finance												Franchise finance
	\$ —		\$ 28,503		\$ 482		\$ 28,985					— — % 3,558 2
	\$ 875		\$ 41,838		\$ 2,312		\$ 45,025					

(1) Represents percentage of loans receivable in each category.

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The following table summarizes tables summarize the financial effect of the modifications made to borrowers experiencing difficulty, during the periods indicated:

		Three Months Ended June 30, 2023
		Financial Effect
Term Extension:		
Government insured residential		Added a weighted average 7.2 years to the term of the modified loans.
C&I		Added a weighted average 0.6 years to the term of the modified loans.
Franchise finance		Added a weighted average 0.3 years to the term of the modified loans.
Combination - Interest Rate Reduction and Term Extension:		
Government insured residential		Reduced weighted average contractual interest rate from 6.8% to 6.2% and added a weighted average 19.2 years to the term of the modified loans.
		Six Months Ended June 30, 2023
		Financial Effect
Interest Rate Reduction:		
1-4 single family residential		Reduced weighted average contractual interest rate from 3.8% to 3.1%.
Government insured residential		Reduced weighted average contractual interest rate from 4.8% to 3.8%.
Term Extension:		
Residential Government insured residential		Added a weighted average 9.6 8.0 years to the term of the modified loans.
C&I		Added a weighted average 0.7 0.6 years to the term of the modified loans.
Franchise finance		Added a weighted average 0.3 years to the term of the modified loans.
Combination - Interest Rate Reduction and Term Extension:		
Government insured residential		Reduced weighted average contractual interest rate from 5.8% 6.0% to 4.9% 5.3% and added a weighted average 6.9 7.6 years to the term of the modified loans.

The following table presents the aging at **March 31, 2023** **June 30, 2023**, of loans that were modified since January 1, 2023, the date of adoption of ASU 2022-02 (in thousands):

		90 Days						90 Days					
		30-59 Days			60-89 Days			More Past Due			30-59 Days		
		Current	Past Due	Past Due	Current	Past Due	Past Due	Due	Due	Total	Current	Past Due	Past Due
1-4 single family residential	1-4 single family residential	\$ 766	\$ —	\$ —	\$ 4,683	\$ —	\$ 1,229	\$ 766	\$ —	\$ 761	\$ —	\$ 761	\$ —
Government insured residential	Government insured residential	22,346	11,083	4,683	1,229	39,341	19,996	14,058	6,374	9,831	50,259	6,298	—
C&I	C&I	4,918	—	—	—	4,918	C&I	6,298	—	—	6,298	Franchise finance	3,558
		\$ 29,852	\$ 14,819	\$ 6,374	\$ 9,831	\$ 60,876							—
		\$ 28,030	\$ 11,083	\$ 4,683	\$ 1,229	\$ 45,025							3

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The following table summarizes loans that were modified since January 1, 2023, the date of adoption of ASU 2022-02 and subsequently defaulted, during the period indicated (in thousands):

		Three Months Ended March 31, 2023

	Combination - Interest			
	Interest Rate Reduction	Term Extension	Term Extension	Total
Government insured residential	\$ 109	\$ 5,070	\$ 733	\$ 5,912

	Three Months Ended June 30, 2023			
	Interest Rate Reduction	Term Extension	Term Extension	Total
Government insured residential	\$ —	\$ 12,460	\$ 183	\$ 12,643

	Six Months Ended June 30, 2023			
	Interest Rate Reduction	Term Extension	Term Extension	Total
Government insured residential	\$ 109	\$ 15,782	\$ 314	\$ 16,205

Disclosures Prescribed by Legacy GAAP (Before Adoption of ASU 2022-02) for Prior Periods

The following table summarizes loans that were modified in TDRs during the periods indicated, as well as loans modified during the twelve months preceding **March 31, 2022** **June 30, 2022** that experienced payment defaults during the periods indicated (dollars in thousands):

	Three Months Ended March 31, 2022				Three Months Ended June 30, 2022				Six Months Ended June 30, 2022			
	Loans Modified in TDRs		TDRs Experiencing Payment Defaults During the Period		Loans Modified in TDRs		TDRs Experiencing Payment Defaults During the Period		Loans Modified in TDRs		TDRs Experiencing Payment Defaults During the Period	
	Number of TDRs	Amortized Cost	Number of TDRs	Amortized Cost	Number of TDRs	Amortized Cost	Number of TDRs	Amortized Cost	Number of TDRs	Amortized Cost	Number of TDRs	Amortized Cost
	TDRs	Cost	TDRs	Amortized Cost	TDRs	Cost	TDRs	Cost	TDRs	Cost	TDRs	Cost
1-4 single family residential	1-4 single family residential	4 \$ 1,992	— \$ —	—	1-4 single family residential	5 \$ 3,337	— \$ —	—	9 \$ 5,314	— \$ —	—	— \$ —
Government insured residential	Government insured residential	390 63,539	125 21,391	21,391	Government insured residential	1,373 215,245	380 60,577	1,756 277,146	14 35,482	1,779 \$ 317,942	14 35,482	1 1
C&I	C&I	8 15,219	—	—	C&I	6 20,424	1 1,061	14 35,482	14 35,482	1,779 \$ 317,942	14 35,482	1 1
		402 \$ 80,750	125 \$ 21,391			1,384 \$ 239,006	381 \$ 61,638	1,779 \$ 317,942	1,779 \$ 317,942		412 \$ 412 \$	

TDRs during the three and six months ended **March 31, 2022** **June 30, 2022** generally included interest rate reductions and extensions of maturity. Included in TDRs are residential loans to borrowers who have not reaffirmed their debt discharged in Chapter 7 bankruptcy. The total amount of such loans is not material.

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Note 5 Income Taxes

The Company's effective income tax rate was **26.4%** **26.2%** and **24.4%** **26.3%** for the three and six months ended **March 31, 2023** **June 30, 2023**, respectively, and **2022**, **24.8%** and **24.6%** for the three and six months ended **June 30, 2022**, respectively. The effective income tax rates differed from the statutory federal income tax rate of **21%** for the three and six months ended **June 30, 2023** and **2022** due primarily to the impact of state income taxes, partially offset by the benefit of income not subject to federal tax.

Note 6 Derivative Financial Instruments

Derivatives designated as hedging instruments

The Company has entered into interest rate swaps, caps and collars designated as cash flow hedges with the objective of limiting the variability of interest payment cash flows. The Company has also entered into interest rate swaps designated as fair value hedges designed to hedge changes in the fair value of outstanding fixed rate instruments caused by fluctuations in the benchmark interest rate. Changes in fair value of derivative instruments designated as cash flow hedges are reported in accumulated other comprehensive income. Changes in the fair value of derivative instruments designated as fair value hedges are recognized in earnings, as is the offsetting gain or loss on the hedged item.

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The following table summarizes the Company's derivatives designated as hedging instruments as of the dates indicated (in thousands):

Derivatives designated as cash flow hedges:	Derivatives designated as cash flow hedges:	March 31, 2023				December 31, 2022				Notional Amount	
		Notional Amount		Fair Value ⁽¹⁾		Notional Amount		Fair Value ⁽¹⁾			
		Asset	Liability	Asset	Liability	Asset	Liability	Asset	Liability		
Interest rate swaps	Interest rate swaps	\$ 1,750,000	\$ 152	\$ —	\$ 1,970,000	\$ 941	\$ (1,514)	\$ 2,750,000	\$ 2,750,000	Derivatives designated as cash flow hedges:	
Interest rate caps purchased, indexed to Fed Funds effective rate		200,000	13,583	—	200,000	15,673	—			Interest rate caps purchased	
Interest rate collar, indexed to 1-month SOFR ⁽²⁾		125,000	90	—	125,000	—		(203)		Interest rate collar ⁽²⁾	
Interest rate caps purchased										Interest rate caps purchased	
Interest rate collar ⁽²⁾										Interest rate collar ⁽²⁾	
Derivatives designated as fair value hedges:	Derivatives designated as fair value hedges:									Derivatives designated as fair value hedges:	
Pay- fixed interest rate swaps	Pay- fixed interest rate swaps	100,000	—	—	100,000	—	—	100,000	100,000	Pay- fixed interest rate swaps	
		\$ 2,175,000	\$ 13,825	\$ —	\$ 2,395,000	\$ 16,614	\$ (1,717)	\$ 3,175,000			

(1) The fair values of derivatives are included in other assets or other liabilities in the consolidated balance sheets.

(2) The interest rate collar consists of a combination of zero-premium interest rate options. The Company sold a pay-variable cap with a strike price of 5.58%; sold a 0% floor; and purchased a receive-variable floor with a strike price of 1.50%.

Derivatives designated as cash flow hedges

The following table provides information about the amount of gain (loss) related to derivatives designated as cash flow hedges reclassified from AOCI into interest expense for the periods indicated (in thousands):

Location of gain (loss) reclassified from AOCI into income:	Location of gain (loss) reclassified from AOCI into income:	Three Months Ended March 31,		Three Months Ended June 30,		Six Months Ended June 30,	
		2023	2022	2023	2022	2023	2022
Interest expense on borrowings	Interest expense on borrowings	\$ 7,497	\$ (4,710)	Interest expense on borrowings	\$ 9,996	\$ (3,703)	\$ 17,493

Interest expense on deposits	Interest expense on deposits	5,049	(722)	Interest expense on deposits	5,813	(455)	10,862	(1,177)
Interest income on loans	Interest income on loans	(392)	—	Interest income on loans	(622)	—	(1,014)	—

During the three and six months ended **March 31, 2023** **June 30, 2023** and 2022, no derivative positions designated as cash flow hedges were discontinued and none of the gains and losses reported in AOCI were reclassified into earnings as a result of the discontinuance of cash flow hedges or because of the early extinguishment of debt. As of **March 31, 2023** **June 30, 2023**, the amount of net gain expected to be reclassified from AOCI into earnings during the next twelve months was **\$37.1 million** **\$56.8 million**. See Note 7 to the consolidated financial statements for additional information about the reclassification adjustments from AOCI into earnings.

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Derivatives designated as fair value hedges

The amount of gain (loss) related to derivatives designated as fair value hedges recognized in earnings was insignificant for the three and six months ended **March 31, 2023** **June 30, 2023** and 2022. The following table provides information about the hedged items related to derivatives designated as fair value hedges at the date indicated (in thousands):

	March 31, June 30, 2023	Location in Consolidated Balance Sheets
Contractual balance outstanding of hedged item ⁽¹⁾	\$ 100,000	Loans
Cumulative fair value hedging adjustments	\$ (3,114)(3,348)	Loans

(1) This amount is included in the amortized cost basis of a closed portfolio of loans used to designate hedging relationships in a portfolio layer method hedge in which the hedged item is anticipated to be outstanding for the designated hedge period. At **March 31, 2023** **June 30, 2023**, the amortized cost basis of the closed portfolio used in this hedging relationship was \$1.0 billion.

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Derivatives not designated as hedging instruments

The Company enters into interest rate derivative contracts with certain of its commercial borrowers to enable those borrowers to manage their exposure to interest rate fluctuations. To mitigate interest rate risk associated with these derivative contracts, the Company enters into offsetting derivative contract positions with primary dealers. These interest rate derivative contracts are not designated as hedging instruments; therefore, changes in the fair value of these derivatives are recognized immediately in earnings. For the three and six months ended **March 31, 2023** **June 30, 2023** and 2022, the impact on earnings related to changes in fair value of these derivatives was not material.

The Company may be exposed to credit risk in the event of non-performance by the counterparties to its interest rate derivative agreements. The Company assesses the credit risk of its financial institution counterparties by monitoring publicly available credit rating and financial information. The Company manages dealer credit risk by entering into interest rate derivatives only with primary and highly rated counterparties, the use of ISDA master agreements, central clearing mechanisms and counterparty limits. The agreements contain bilateral collateral arrangements with the amount of collateral to be posted generally governed by the settlement value of outstanding swaps. The Company manages the risk of default by its commercial borrower counterparties through its normal loan underwriting and credit monitoring policies and procedures. The Company does not currently anticipate any significant losses from failure of interest rate derivative counterparties to honor their obligations.

The following table summarizes the Company's derivatives not designated as hedging instruments as of the dates indicated (in thousands):

	March 31, 2023			December 31, 2022			Noti Amou	
	Notional Amount	Fair Value⁽¹⁾		Notional Amount	Fair Value⁽¹⁾			
		Asset	Liability		Asset	Liability		
Derivatives not designated as hedges:	Derivatives not designated as hedges:						Derivatives not designated as hedges:	

Pay-fixed interest rate swaps	Pay-fixed interest rate swaps	\$ 1,857,402	\$ 62,302	\$ (5,155)	\$ 1,916,719	\$ 67,942	\$ (2,195)	Pay-fixed interest rate swaps	\$ 1,857,402	\$ 62,302	\$ (5,155)	\$ 1,916,719	\$ 67,942	\$ (2,195)
Pay-variable interest rate swaps	Pay-variable interest rate swaps	1,857,402	5,249	(92,488)	1,916,719	2,195	(120,320)	Pay-variable interest rate swaps	1,857,402	5,249	(92,488)	1,916,719	2,195	(120,320)
Interest rate caps purchased	Interest rate caps purchased	42,920	1,830	—	42,920	1,988	—	Interest rate caps purchased	42,920	1,830	(1,830)	42,920	1,988	(1,988)
Interest rate caps sold	Interest rate caps sold	42,920	—	(1,830)	42,920	—	(1,988)	Interest rate caps sold	42,920	—	(1,830)	42,920	1,988	(1,988)
		\$ 3,800,644	\$ 69,381	\$ (99,473)	\$ 3,919,278	\$ 72,125	\$ (124,503)		\$ 3,800,644	\$ 69,381	\$ (99,473)	\$ 3,919,278	\$ 72,125	\$ (124,503)

(1) Fair value asset and liability values of these derivatives are included in other assets and other liabilities respectively in the consolidation balance sheets.

Some of the Company's ISDA master agreements with financial institution counterparties contain provisions that permit either counterparty to terminate the agreements and require settlement in the event that regulatory capital ratios fall below certain designated thresholds, upon the initiation of other defined regulatory actions or upon suspension or withdrawal of the Bank's credit rating. Currently, there are no circumstances that would trigger these provisions of the agreements.

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Master netting agreements

The Company does not offset assets and liabilities under master netting agreements for financial reporting purposes. Information on interest rate swaps and caps subject to these agreements is as follows at the dates indicated (in thousands):

		March 31, 2023						June 30, 2023					
		Gross Amounts Not Offset in Balance Sheet						Gross Amounts Not Offset in Balance Sheet					
		Gross Amounts		Net Amounts		Balance Sheet		Gross Amounts		Net Amounts		Balance Sheet	
		Gross Amounts Recognized	Offset in Balance Sheet	Presented in Balance Sheet	Derivative Instruments	Collateral Pledged	Net Amount	Gross Amounts Recognized	Offset in Balance Sheet	Presented in Balance Sheet	Derivative Instruments	Collateral Pledged	Net Amount
Derivative assets	Derivative assets	\$ 77,957	\$ —	\$ 77,957	\$ (5,155)	\$ (72,032)	\$ 770	Derivative assets	\$ 131,623	\$ —	\$ —	\$ —	\$ —
Derivative liabilities	Derivative liabilities	(5,155)	—	(5,155)	5,155	—	—	Derivative liabilities	(5,460)	—	—	—	—
		<u>\$ 72,802</u>	<u>\$ —</u>	<u>\$ 72,802</u>	<u>\$ —</u>	<u>\$ (72,032)</u>	<u>\$ 770</u>		<u>\$ 126,163</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>

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		December 31, 2022						Gross Amounts Not Offset in Balance Sheet					
		Gross Amounts						Gross Amounts					
		Gross Amounts		Offset in Balance		Presented in		Derivative		Collateral		Net Amount	
		Gross Amounts Recognized	Offset in Balance Sheet	Presented in Balance Sheet	Derivative Instruments	Collateral Pledged	Net Amount	Gross Amounts Recognized	Offset in Balance Sheet	Presented in Balance Sheet	Derivative Instruments	Collateral Pledged	Net Amount
Derivative assets		\$ 86,544	\$ —	\$ 86,544	\$ (3,912)	\$ (79,447)	\$ 3,185						
Derivative liabilities		(3,912)	—	(3,912)	3,912	—	—						
		<u>\$ 82,632</u>	<u>\$ —</u>	<u>\$ 82,632</u>	<u>\$ —</u>	<u>\$ (79,447)</u>	<u>\$ 3,185</u>						

The difference between the amounts reported for interest rate swaps subject to master netting agreements and the total fair value of interest rate contract derivative financial instruments reported in the consolidated balance sheets is related to interest rate derivative contracts not subject to master netting agreements.

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Note 7 Stockholders' Equity

Accumulated Other Comprehensive Income

Changes in other comprehensive income are summarized as follows for the periods indicated (in thousands):

	Three Months Ended March 31,						Three Months Ended June 30,					
	2023			2022			2023			2022		
	Before Tax	Tax Effect	Net of Tax	Before Tax	Tax Effect	Net of Tax	Before	Tax	Tax Effect	Net of Tax	Before Tax	Tax Effect
Unrealized gains (losses) on investment securities available for sale:	Unrealized gains (losses) on investment securities available for sale:						Unrealized gains (losses) on investment securities available for sale:					
Net unrealized holding gains (losses) arising during the period		\$ 101,265	\$ (26,329)	\$ 74,936	\$ (236,434)	\$ 61,454	\$ (174,980)					
Net unrealized holding losses arising during the period							Net unrealized holding losses arising during the period					
Amounts reclassified to gain on investment securities available for sale, net	Amounts reclassified to gain on investment securities available for sale, net	(752)	196	(556)	(2,673)	695	(1,978)	Amounts reclassified to gain on investment securities available for sale, net	(847)	220	(627)	(905)
Net change in unrealized gains (losses) on investment securities available for sale	Net change in unrealized gains (losses) on investment securities available for sale	100,513	(26,133)	74,380	(239,107)	62,149	(176,958)	Net change in unrealized gains (losses) on investment securities available for sale	(25,665)	6,673	(18,992)	(241,403)
Unrealized gains (losses) on derivative instruments:	Unrealized gains (losses) on derivative instruments:						Unrealized gains (losses) on derivative instruments:					
Net unrealized holding gains (losses) arising during the period		(2,926)	761	(2,165)	41,963	(10,784)	31,179					

Net unrealized holding gains arising during the period							Net unrealized holding gains arising during the period					
Amounts reclassified to interest expense on deposits	Amounts reclassified to interest expense on deposits	(5,049)	1,313	(3,736)	722	(188)	534	Amounts reclassified to interest expense on deposits	(5,813)	1,511	(4,302)	455
Amounts reclassified to interest expense on borrowings	Amounts reclassified to interest expense on borrowings	(7,497)	1,949	(5,548)	4,710	(1,224)	3,486	Amounts reclassified to interest expense on borrowings	(9,996)	2,599	(7,397)	3,703
Amounts reclassified to interest income on loans	Amounts reclassified to interest income on loans	392	(102)	290	—	—	—	Amounts reclassified to interest income on loans	622	(162)	460	—
Net change in unrealized gains (losses) on derivative instruments	Net change in unrealized gains (losses) on derivative instruments	(15,080)	3,921	(11,159)	47,395	(12,196)	35,199	Net change in unrealized gains (losses) on derivative instruments	28,533	(7,419)	21,114	21,545
Other comprehensive income (loss)	Other comprehensive income (loss)	\$ 85,433	\$ (22,212)	\$ 63,221	\$ (191,712)	\$ 49,953	\$ (141,759)	Other comprehensive income (loss)	\$ 2,868	\$ (746)	\$ 2,122	\$ (219,858)
												\$ 57,162
												\$ (162,696)

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	Six Months Ended June 30,					
	2023			2022		
	Before Tax	Tax Effect	Net of Tax	Before Tax	Tax Effect	Net of Tax
Unrealized gains (losses) on investment securities available for sale:						
Net unrealized holding gains (losses) arising during the period	\$ 76,447	\$ (19,876)	\$ 56,571	\$ (476,932)	\$ 123,983	\$ (352,949)
Amounts reclassified to gain on investment securities available for sale, net	(1,599)	416	(1,183)	(3,578)	930	(2,648)
Net change in unrealized gains (losses) on investment securities available for sale	74,848	(19,460)	55,388	(480,510)	124,913	(355,597)
Unrealized gains (losses) on derivative instruments:						
Net unrealized holding gains arising during the period	40,794	(10,606)	30,188	59,350	(15,305)	44,045
Amounts reclassified to interest expense on deposits	(10,862)	2,824	(8,038)	1,177	(306)	871
Amounts reclassified to interest expense on borrowings	(17,493)	4,548	(12,945)	8,413	(2,187)	6,226
Amounts reclassified to interest income on loans	1,014	(264)	750	—	—	—
Net change in unrealized gains (losses) on derivative instruments	13,453	(3,498)	9,955	68,940	(17,798)	51,142
Other comprehensive income (loss)	\$ 88,301	\$ (22,958)	\$ 65,343	\$ (411,570)	\$ 107,115	\$ (304,455)

The categories of AOCI and changes therein are presented below for the periods indicated (in thousands):

		Unrealized Gain (Loss) on Derivative Instruments			Three Months Ended June 30,		
Unrealized Gain (Loss) on Investment Securities		Available for Sale		Total			
Unrealized Gain (Loss) on Investment Securities		Available for Sale		Total			
Balance at December 31, 2022		\$ (498,911)	\$ 61,006	\$ (437,905)			
Balance at March 31, 2023					Balance at March 31, 2023	\$ (424,531)	\$ 49,847
Other comprehensive income (loss)	Other comprehensive income (loss)	74,380	(11,159)	63,221	Other comprehensive income (loss)	(18,992)	21,114
Balance at March 31, 2023		\$ (424,531)	\$ 49,847	\$ (374,684)			
Balance at June 30, 2023					Balance at June 30, 2023	\$ (443,523)	\$ 70,961
Balance at December 31, 2021		\$ 2,859	\$ (18,799)	\$ (15,940)			
Balance at March 31, 2022					Balance at March 31, 2022	\$ (174,099)	\$ 16,400
Other comprehensive income (loss)	Other comprehensive income (loss)	(176,958)	35,199	(141,759)	Other comprehensive income (loss)	(178,639)	15,943
Balance at March 31, 2022		\$ (174,099)	\$ 16,400	\$ (157,699)			
Balance at June 30, 2022					Balance at June 30, 2022	\$ (352,738)	\$ 32,343
Six Months Ended June 30,							
		Unrealized Gain (Loss) on Investment Securities			Unrealized Gain (Loss) on Derivative Instruments		
Unrealized Gain (Loss) on Investment Securities		Available for Sale		Total			
Balance at December 31, 2022		\$ (498,911)	\$ 61,006	\$ (437,905)			
Other comprehensive income (loss)		55,388	9,955	65,343			
Balance at June 30, 2023		\$ (443,523)	\$ 70,961	\$ (372,562)			
Balance at December 31, 2021		\$ 2,859	\$ (18,799)	\$ (15,940)			
Other comprehensive income (loss)		(355,597)	51,142	(304,455)			
Balance at June 30, 2022		\$ (352,738)	\$ 32,343	\$ (320,395)			

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Note 8 Fair Value Measurements

Assets and liabilities measured at fair value on a recurring basis

The following is a description of the methodologies used to estimate the fair values of assets and liabilities measured at fair value on a recurring basis and the level within the fair value hierarchy in which those measurements are typically classified.

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Investment securities available for sale and marketable equity securities—Fair value measurements are based on quoted prices in active markets when available; these measurements are classified within level 1 of the fair value hierarchy. These securities typically include U.S. Treasury securities and certain preferred stocks. If quoted prices in active markets are not available, fair values are estimated using quoted prices of securities with similar characteristics, quoted prices of identical securities in less active markets, discounted cash flow techniques, or matrix pricing models. These securities are generally classified within level 2 of the fair value hierarchy and include U.S. Government agency securities, U.S. Government agency and sponsored enterprise MBS, preferred stock investments for which level 1 valuations are not available, non-mortgage asset-backed securities, single family real estate-backed securities, private label residential MBS and CMOs, private label commercial MBS, collateralized loan obligations and state and municipal obligations. Pricing of these securities is generally primarily spread driven. Observable inputs that may impact the valuation of these securities include benchmark yield curves, credit spreads, reported trades, dealer quotes, bids, issuer spreads, current rating, historical constant prepayment rates, historical voluntary prepayment rates, structural and waterfall features of individual securities, published collateral data, and for certain securities, historical constant default rates and default severities.

The Company uses third-party pricing services in determining fair value measurements for investment securities. To obtain an understanding of the methodologies and assumptions used, management reviews written documentation provided by the pricing services, conducts interviews with valuation desk personnel and reviews model results and detailed assumptions used to value selected securities as considered necessary. Management has established a robust price challenge process that includes a review by the treasury front office of all prices provided on a monthly basis. Any price evidencing unexpected month over month fluctuations or deviations from expectations is challenged. If considered necessary to resolve any discrepancies, a price will be obtained from an additional independent valuation source. The Company does not typically adjust the prices provided, other than through this established challenge process. The results of price challenges are subject to review by executive management. Any price discrepancies are resolved based on careful consideration of the assumptions and inputs employed by each of the pricing sources.

Derivative financial instruments—Fair values of interest rate swaps, caps and collars are determined using widely accepted discounted cash flow modeling techniques. These discounted cash flow models use projections of future cash payments and receipts that are discounted at mid-market rates. Observable inputs that may impact the valuation of these instruments include benchmark swap rates and benchmark forward yield curves. These fair value measurements are generally classified within level 2 of the fair value hierarchy.

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The following tables present assets and liabilities measured at fair value on a recurring basis at the dates indicated (in thousands):

		March 31, 2023			June 30, 2023				
		Level 1		Level 2	Total	Level 1		Level 2	Total
		Investment securities available for sale:	Investment securities available for sale:	U.S. Treasury securities	U.S. Government agency and sponsored enterprise residential MBS	U.S. Government agency and sponsored enterprise commercial MBS	Private label residential MBS and CMOs	Private label commercial MBS	Single family real estate-backed securities
Investment securities available for sale:	Investment securities available for sale:								
U.S. Treasury securities	U.S. Treasury securities	\$ 118,383		\$ —	\$ 118,383	U.S. Treasury securities	\$ 107,450	\$ —	\$ 107,450
U.S. Government agency and sponsored enterprise residential MBS	U.S. Government agency and sponsored enterprise residential MBS	—		1,980,533	1,980,533	U.S. Government agency and sponsored enterprise residential MBS	—	1,953,456	1,953,456
U.S. Government agency and sponsored enterprise commercial MBS	U.S. Government agency and sponsored enterprise commercial MBS	—		518,382	518,382	U.S. Government agency and sponsored enterprise commercial MBS	—	508,281	508,281
Private label residential MBS and CMOs	Private label residential MBS and CMOs	—		2,525,482	2,525,482	Private label residential MBS and CMOs	—	2,383,981	2,383,981
Private label commercial MBS	Private label commercial MBS	—		2,434,819	2,434,819	Private label commercial MBS	—	2,281,716	2,281,716
Single family real estate-backed securities	Single family real estate-backed securities	—		448,501	448,501	Single family real estate-backed securities	—	438,563	438,563

Collateralized loan obligations	Collateralized loan obligations	—	1,106,078	1,106,078	Collateralized loan obligations	—	1,081,027	1,081,027
Non-mortgage asset-backed securities	Non-mortgage asset-backed securities	—	94,099	94,099	Non-mortgage asset-backed securities	—	91,833	91,833
State and municipal obligations	State and municipal obligations	—	103,950	103,950	State and municipal obligations	—	103,613	103,613
SBA securities	SBA securities	—	124,603	124,603	SBA securities	—	117,520	117,520
Marketable equity securities	Marketable equity securities	68,769	—	68,769	Marketable equity securities	66,497	—	66,497
Derivative assets	Derivative assets	—	83,206	83,206	Derivative assets	—	132,558	132,558
Total assets at fair value	Total assets at fair value	\$ 187,152	\$ 9,419,653	\$ 9,606,805	Total assets at fair value	\$ 173,947	\$ 9,092,548	\$ 9,266,495
Derivative liabilities	Derivative liabilities	\$ —	\$ (99,473)	\$ (99,473)	Derivative liabilities	\$ —	\$ (124,051)	\$ (124,051)
Total liabilities at fair value	Total liabilities at fair value	\$ —	\$ (99,473)	\$ (99,473)	Total liabilities at fair value	\$ —	\$ (124,051)	\$ (124,051)

December 31, 2022

		Level 1	Level 2	Total
Investment securities available for sale:				
U.S. Treasury securities		\$ 135,841	\$ —	\$ 135,841
U.S. Government agency and sponsored enterprise residential MBS		—	\$ 1,983,168	\$ 1,983,168
U.S. Government agency and sponsored enterprise commercial MBS		—	\$ 525,094	\$ 525,094
Private label residential MBS and CMOs		—	\$ 2,530,663	\$ 2,530,663
Private label commercial MBS		—	\$ 2,524,354	\$ 2,524,354
Single family real estate-backed securities		—	\$ 470,441	\$ 470,441
Collateralized loan obligations		—	\$ 1,136,463	\$ 1,136,463
Non-mortgage asset-backed securities		—	\$ 95,976	\$ 95,976
State and municipal obligations		—	\$ 116,661	\$ 116,661
SBA securities		—	\$ 135,782	\$ 135,782
Marketable equity securities		90,884	—	\$ 90,884
Derivative assets		—	\$ 88,739	\$ 88,739
Total assets at fair value		\$ 226,725	\$ 9,607,341	\$ 9,834,066
Derivative liabilities		\$ —	\$ (126,220)	\$ (126,220)
Total liabilities at fair value		\$ —	\$ (126,220)	\$ (126,220)

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Assets and liabilities measured at fair value on a non-recurring basis

Following is a description of the methodologies used to estimate the fair values of assets and liabilities that may be measured at fair value on a non-recurring basis, and the level within the fair value hierarchy in which those measurements are typically classified.

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Collateral dependent loans and OREO—The carrying amount of collateral dependent loans is typically based on the fair value of the underlying collateral, which may be real estate, enterprise value or other business assets, less estimated costs to sell when repayment is expected to come from the sale of the collateral. The carrying value of OREO is initially measured based on the fair value of the real estate acquired in foreclosure and subsequently adjusted to the lower of cost or estimated fair value, less estimated cost to sell. Fair values of real estate collateral and OREO are typically based on third-party real estate appraisals which utilize market and income approaches to valuation incorporating both observable and unobservable inputs.

Fair value measurements related to collateral dependent loans and OREO are generally classified within level 3 of the fair value hierarchy.

The following table presents the net carrying value of assets classified within level 3 of the fair value hierarchy at the dates indicated, for which non-recurring changes in fair value were recorded during the period then ended (in thousands):

Collateral	Collateral	March 31, 2023		December 31, 2022		June 30, 2023		December 31, 2022	
		dependent loans	\$ 25,320	dependent loans	\$ 31,789	dependent loans	\$ 41,454	dependent loans	\$ 31,789
OREO	OREO	—		693		—		693	
		\$ 25,320		\$ 32,482		\$ 41,454		\$ 32,482	

The following table presents the carrying value and fair value of financial instruments and the level within the fair value hierarchy in which those measurements are classified at the dates indicated (dollars in thousands):

	Assets:	March 31, 2023				December 31, 2022				June 30, 2023				December 31, 2022			
		Level	Carrying Value	Fair Value	Carrying Value	Fair Value	Level	Carrying Value	Fair Value	Level	Carrying Value	Fair Value	Level	Carrying Value	Fair Value	Carrying Value	Fair Value
Assets:	Assets:																
Cash and cash equivalents	Cash and cash equivalents	1	\$ 903,998	\$ 903,998	\$ 572,647	\$ 572,647	1	\$ 301,169	\$ 301,169	\$ 572,647	\$ 572,647						
Investment securities	Investment securities	1/2	\$ 9,533,599	\$ 9,533,448	\$ 9,755,327	\$ 9,755,190	1/2	\$ 9,143,937	\$ 9,143,798	\$ 9,755,327	\$ 9,755,190						
Non-marketable equity securities	Non-marketable equity securities	2	\$ 384,697	\$ 384,697	\$ 294,172	\$ 294,172	2	\$ 317,759	\$ 317,759	\$ 294,172	\$ 294,172						
Loans, net	Loans, net	3	\$ 24,734,102	\$ 23,595,163	\$ 24,738,042	\$ 23,342,950	3	\$ 24,463,157	\$ 23,125,370	\$ 24,738,042	\$ 23,342,950						
Derivative assets	Derivative assets	2	\$ 83,206	\$ 83,206	\$ 88,739	\$ 88,739	2	\$ 132,558	\$ 132,558	\$ 88,739	\$ 88,739						
Liabilities:	Liabilities:																
Demand, savings and money market deposits	Demand, savings and money market deposits	2	\$ 20,472,921	\$ 20,472,921	\$ 23,241,256	\$ 23,241,256	2	\$ 20,318,881	\$ 20,318,881	\$ 23,241,256	\$ 23,241,256						
Time deposits	Time deposits	2	\$ 5,249,977	\$ 5,198,220	\$ 4,268,078	\$ 4,231,167	2	\$ 5,519,771	\$ 5,464,198	\$ 4,268,078	\$ 4,231,167						
Federal funds purchased	Federal funds purchased	2	\$ —	\$ —	\$ 190,000	\$ 190,000	2	\$ —	\$ —	\$ 190,000	\$ 190,000						
FHLB advances	FHLB advances	2	\$ 7,550,000	\$ 7,545,355	\$ 5,420,000	\$ 5,419,588	2	\$ 5,975,000	\$ 5,963,323	\$ 5,420,000	\$ 5,419,588						
Notes and other borrowings	Notes and other borrowings	2	\$ 720,787	\$ 642,239	\$ 720,923	\$ 698,359	2	\$ 715,302	\$ 619,971	\$ 720,923	\$ 698,359						
Derivative liabilities	Derivative liabilities	2	\$ 99,473	\$ 99,473	\$ 126,220	\$ 126,220	2	\$ 124,051	\$ 124,051	\$ 126,220	\$ 126,220						

Note 9 Commitments and Contingencies

The Company issues off-balance sheet financial instruments to meet the financing needs of its customers. These financial instruments include commitments to fund loans, unfunded commitments under existing lines of credit, and commercial and standby letters of credit. These commitments expose the Company to varying degrees of credit and market risk which are essentially the same as those involved in extending loans to customers, and are subject to the same credit policies used in underwriting loans. Collateral may be obtained based on the Company's credit evaluation of the counterparty. The Company's maximum exposure to credit loss is represented by the contractual amount of these commitments.

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Commitments to fund loans

These are agreements to lend funds to customers as long as there is no violation of any condition established in the contract. Commitments to fund loans generally have fixed expiration dates or other termination clauses and may require payment of a fee. Many of these commitments are expected to expire without being funded and, therefore, the total commitment amounts do not necessarily represent future liquidity requirements.

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Unfunded commitments under lines of credit

Unfunded commitments under lines of credit include commercial and commercial real estate and an insignificant amount of consumer lines of credit to existing customers, for many of which additional extensions of credit are subject to borrowing base requirements. Some of these commitments may mature without being fully funded, so may not necessarily represent future liquidity requirements.

Commercial and standby letters of credit

Letters of credit are conditional commitments issued by the Company to guarantee the performance of a customer to a third party. These letters of credit are primarily issued to support trade transactions or guarantee arrangements. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers.

Total lending related commitments outstanding at **March 31, 2023** **June 30, 2023** were as follows (in thousands):

Commitments to fund loans	\$ 478,149	245,376
Unfunded commitments under lines of credit	5,928,956	5,559,209
Commercial and standby letters of credit	161,092	164,028
\$ 6,568,197		5,968,613

Legal Proceedings

The Company is involved as plaintiff or defendant in various legal actions arising in the normal course of business. In the opinion of management, based upon advice of legal counsel, the likelihood is remote that the impact of these proceedings, either individually or in the aggregate, would be material to the Company's consolidated financial position, results of operations or cash flows.

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Note 10 Deposits

The following table presents average balances and weighted average rates paid on deposits for the periods indicated (dollars in thousands):

Three Months Ended March 31,				Three Months Ended June 30,				Six Months Ended June 30,			
2023		2022		2023		2022		2023		2022	
Average Balance	Rate Paid	Average Balance	Rate Paid	Average Balance	Rate Paid	Average Balance	Rate Paid	Average Balance	Rate Paid	Average Balance	Rate Paid

Demand deposits:	Demand deposits:										
Non-interest bearing	Non-interest bearing	\$ 7,458,221	— %	\$ 9,047,864	— %	Non-interest bearing	\$ 7,067,053	— %	\$ 9,419,025	— %	\$ 7,261,557
Interest bearing	Interest bearing	2,283,505	1.87 %	3,078,037	0.18 %	Interest bearing	2,772,839	2.66 %	2,576,257	0.27 %	2,570,422
Savings and money market	Savings and money market	12,145,922	3.06 %	13,401,332	0.21 %	market	10,285,494	3.47 %	13,052,566	0.47 %	11,169,671
Time	Time	4,526,480	2.81 %	3,319,585	0.44 %	Time	5,494,631	3.62 %	2,812,988	0.51 %	5,013,230
		<u>\$ 26,414,128</u>	<u>2.05 %</u>	<u>\$ 28,846,818</u>	<u>0.17 %</u>		<u>\$ 25,620,017</u>	<u>2.46 %</u>	<u>\$ 27,860,836</u>	<u>0.30 %</u>	<u>\$ 26,014,880</u>
											<u>2.25 %</u>
											<u>\$ 28,351,172</u>
											<u>0.23 %</u>

Time deposit accounts with balances greater than \$250,000 totaled \$819 million \$884 million and \$730 million at March 31, 2023 June 30, 2023 and December 31, 2022, respectively.

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The following table presents maturities of time deposits as of March 31, 2023 June 30, 2023 (in thousands):

Maturing in:		
2023		\$ 3,534,369
2024		1,306,729
2025		97,271
2026		310,548
2027		1,032
Thereafter		28
		<u>\$ 5,249,977</u>

Included in deposits at March 31, 2023 are public funds deposits of \$3.6 billion and brokered deposits of \$5.2 billion.

Maturing in:		
2023		\$ 3,219,290
2024		1,841,395
2025		147,658
2026		310,181
2027		1,055
Thereafter		192
		<u>\$ 5,519,771</u>

Interest expense on deposits for the periods indicated was as follows (in thousands):

Interest bearing demand	Three Months Ended March 31,				Three Months Ended June 30,				Six Months Ended June 30,			
	2023		2022		2023		2022		2023		2022	
	Interest bearing demand	\$ 10,545	Interest bearing demand	\$ 1,364	Interest bearing demand	\$ 18,417	Interest bearing demand	\$ 1,742	Interest bearing demand	\$ 29,291	Interest bearing demand	\$ 3,111
Savings and money market	Savings and money market	91,724	6,931	Savings and money market	88,892	Savings and money market	15,213	Savings and money market	180,287	Savings and money market	22,866	

Time	Time	31,361	3,562	Time	49,559	3,546	80,920	6,386
		\$ 133,630	\$ 11,857		\$ 156,868	\$ 20,501	\$ 290,498	\$ 32,363

Certain of our non-interest bearing demand deposit accounts participate in various customer rebate programs. During the three and six months ended **March 31, 2023** **June 30, 2023** and 2022, costs related to these certain customer rebate and commission programs totaled \$8.5 million \$9.4 million, \$17.9 million, \$2.2 million and \$1.6 million, \$3.8 million, respectively. These expenses costs are included in "other non-interest expense" in the accompanying consolidated statements of income.

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

The following discussion and analysis is intended to focus on significant matters impacting and changes in the financial condition and results of operations of the Company during the **three** **six** months ended **March 31, 2023** **June 30, 2023** and should be read in conjunction with the consolidated financial statements and notes hereto included in this Quarterly Report on Form 10-Q and BKU's 2022 Annual Report on Form 10-K for the year ended December 31, 2022 (the "2022 Annual Report on Form 10-K").

Forward-Looking Statements

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that reflect the Company's current views with respect to, among other things, future events and financial performance. Words such as "anticipates," "expects," "intends," "plans," "believes," "seeks," "estimates," "future" and similar expressions identify forward-looking statements. These forward-looking statements are based on the historical performance of the Company or on the Company's current plans, estimates and expectations. The inclusion of this forward-looking information should not be regarded as a representation by the Company that the future plans, estimates or expectations so contemplated will be achieved. Such forward-looking statements are subject to various risks and uncertainties and assumptions relating to the Company's operations, financial results, financial condition, business prospects, growth strategy and liquidity, including as impacted by external circumstances outside the Company's direct control, such as adverse events impacting the financial services industry. If one or more of these or other risks or uncertainties materialize, or if the Company's underlying assumptions prove to be incorrect, the Company's actual results may vary materially from those indicated in these statements. A number of important factors could cause actual results to differ materially from those indicated by the forward-looking statements, including, but not limited to, the risk factors described in Part I, Item 1A of the 2022 Annual Report on Form 10-K and any subsequent Quarterly Report on Form 10-Q or Current Report on Form 8-K. The Company does not undertake any obligation to publicly update or review any forward looking statement, whether as a result of new information, future developments or otherwise.

Overview

Overview and Quarterly Highlights

Recent Industry Developments Events:

During March and April of 2023, three highly publicized regional bank closures led to industry-wide concerns and volatility related to bank valuations, liquidity, deposit outflows, unrealized securities losses flows, and eroding customer confidence in the banking system. Conditions and market perceptions have stabilized considerably since those events, however, pressure on bank margins, in part influenced by those events, remains, as does a level of market uncertainty. Despite these recent developments, our business is circumstances, loan and deposit pipelines are growing, deposit flows are generally stable our and within the range of what we would consider normal operating activity. Our liquidity position is strong and our capital base remains robust. The Company took is robust; both improved over the following actions in response to these industry-wide developments:

- Activated our contingency funding plan, enhancing daily monitoring and reporting course of liquidity trends and deposit flows, and optimized same day available liquidity by increasing cash levels and pledging additional assets to the FHLB and FRB;
- Equipped our relationship managers and branch personnel with information they could use in their outreach to customers;
- Supported our customers by offering our pre-existing ICS reciprocal insured deposit program to those with concerns about deposit insurance;
- Held regular company-wide calls to provide timely information to our employees;
- Maintained a regular cadence of communication with funding sources, counterparties and regulators;
- Made senior management available to customers as needed; and
- Are re-evaluating the Bank's concentration limits around certain types of larger deposits.second quarter.

Quarterly Highlights Highlights:

In evaluating our financial performance, we consider the level of and trends in net interest income, the net interest margin, the cost of deposits, levels and composition of non-interest income and non-interest expense, performance ratios such as the return on average equity and return on average assets and asset quality ratios, including the ratio of non-performing loans to total loans, non-performing assets to total assets, trends in criticized and classified assets and portfolio delinquency and charge-off trends. We consider growth in and the composition of earning assets and deposits, the composition and level of available liquidity, our interest rate risk profile, trends in funding mix and cost of funds. We analyze these ratios and trends against our own historical performance, our budgeted performance, our risk appetite and the financial condition and performance of comparable financial institutions.

Quarterly highlights include:

- Net income for the three months ended **March 31, 2023** **June 30, 2023** was \$52.9 million \$58.0 million, or \$0.70 \$0.78 per diluted share, compared to \$64.2 million \$52.9 million or \$0.82 \$0.70 per diluted share for the immediately preceding three months ended **December 31, 2022** **March 31, 2023** and \$67.2 million \$65.8 million, or \$0.79 \$0.82 per diluted share, for the three months ended **March 31, 2022** **June 30, 2022**.

- CET1 Net income for the six months ended June 30, 2023 was 10.8% at \$110.9 million, or \$1.48 per diluted share, compared to \$132.9 million, or \$1.60 per diluted share for the holding company and 12.5% at the Bank at March 31, 2023. Pro-forma CET1 at the holding company, including accumulated other comprehensive income, was 9.4% at March 31, 2023 six months ended June 30, 2022.
- Our liquidity position is strong, remains strong, and improved over the course of the second quarter. At March 31, 2023 June 30, 2023, the Bank had The Bank's total same day available liquidity of approximately \$9.4 billion. As of April 21, 2023, available liquidity had increased to approximately \$12.3 billion. At \$14.7 billion from \$9.4 billion at March 31, 2023, the Bank's ratio of estimated insured and collateralized deposits to total deposits was 62% and its available liquidity to estimated uninsured, uncollateralized deposits ratio was 95%. The Bank's ratio of available liquidity to estimated uninsured, uncollateralized deposits improved to 128% 167% at April 21, 2023 June 30, 2023 from 95% at March 31, 2023 while the portion of our deposits that were insured or collateralized grew to 66% at June 30, 2023 from 62% at March 31, 2023.
- During the week immediately following the onset of recent events impacting the banking sector, the Bank experienced elevated deposit outflows; deposit flows stabilized thereafter. Total deposits declined grew by \$1.79 billion \$116 million during the three months ended June 30, 2023. Non-interest bearing demand deposits declined by \$62 million over the quarter but remained largely consistent as a percentage of total deposits, representing 28.3% of total deposits at June 30, 2023 compared to 28.6% at March 31, 2023, while. Year to date, non-interest bearing demand deposits declined by \$671 million. Net deposit outflows the week of March 13, 2023 totaled \$1.75 billion. Outflows totaling \$1.9 billion that week were attributable to a small number of larger institutional customers. For the weeks of March 20 and March 27, 2023, there were net deposit inflows totaling \$245 million \$733 million.
- Non-interest bearing demand deposits were 29% of total deposits at both March 31, 2023 and December 31, 2022. Outstanding FHLB advances declined by \$1.6 billion quarter-over-quarter.
- Net interest income and the net interest margin for the three months ended March 31, 2023 June 30, 2023 were negatively impacted by an increase in the cost of funds which more than offset the increased yield on interest-earning assets. A greater than anticipated decline in average non-interest bearing deposits challenging deposit growth environment and an increase in a higher level of on-balance sheet liquidity for much of the quarter led to an increase in increased reliance on higher cost deposits and FHLB advances, wholesale funding. The net interest margin, calculated on a tax-equivalent basis, was 2.47% for the three months ended June 30, 2023, compared to 2.62% for the three months ended March 31, 2023, compared to 2.81% and 2.63% for the three months ended December 31, 2022 and 2.50% for the three months ended March 31, 2022 June 30, 2022. Net interest income decreased by \$15.2 million \$14.0 million, compared to the three months ended December 31, 2022 March 31, 2023 and increased by \$19.2 million \$11.5 million compared to the three months ended March 31, 2022 June 30, 2022.
- In response to the Consistent with industry trends, rising interest rate environment, tightening rates and tighter liquidity conditions and recent events impacting the banking sector, contributed to an increase in the average cost of total deposits rose to 2.05% 2.46% for the three months ended March 31, 2023 June 30, 2023 from 1.42% 2.05% for the immediately preceding three months ended December 31, 2022 March 31, 2023. This increase of 0.41% was smaller than the 0.63% increase in the cost of deposits for the three months ended March 31, 2023. The yield on average interest earning assets increased to 5.05% 5.30% for the three months ended March 31, June 30, 2023 from 4.60% 5.05% for the immediately preceding three months, months ended March 31, 2023.
- Total loans declined by \$263 million during the three months ended March 31, 2023. Most of the decline was attributable to a \$184 million decline in residential loans. Consistent with our strategy to re-position the composition of the balance sheet, cash flows from the residential portfolio were used to pay down wholesale funding.
- Credit remains favorable. The NPA ratio at June 30, 2023 was 0.34%, including 0.10% related to the guaranteed portion of non-performing SBA loans compared to 0.32%, including 0.10% related to the guaranteed portion of non-performing SBA loans at March 31, 2023. The annualized net charge-off ratio for the six months ended June 30, 2023 was 0.09%.
- Reflecting the Company's ongoing concentration risk management strategy, commercial real estate exposure is modest. Commercial real estate loans totaled 23% of loans at June 30, 2023, representing 169% of the Bank's total risk based capital. At June 30, 2023, the weighted average LTV of the CRE portfolio was 57.1% and the weighted average DSCR was 1.88. 60% of the portfolio was secured by collateral properties located in Florida and 25% was secured by properties located in the New York tri-state area.
- For the three months ended March 31, 2023 June 30, 2023, the provision for credit losses was \$19.8 million \$15.5 million compared to provisions a provision of \$39.6 million and \$7.8 million \$19.8 million for the three months ended December 31, 2022 and March 31, 2022, respectively, March 31, 2023. The ratio of the ACL to total loans increased to 0.64% 0.68%, at March 31, 2023 June 30, 2023 from 0.59% 0.64% at December 31, 2022, March 31, 2023, reflecting the impact of a less favorable Moody's baseline economic forecast and heavier weighting of a downside scenario in estimating the ACL.
- Non-interest Our capital position is robust. CET1 was 11.2% at the holding company and 13.0% at the Bank at June 30, 2023. Pro-forma CET1 at the holding company and the bank, including accumulated other comprehensive income, for the three months ended March 31, 2023 included a \$13.3 million net loss on certain preferred equity investments.
- Total loans was flat quarter-over-quarter, with a \$111 million decline in residential offsetting net growth in the commercial segments of \$118 million. The core C&I were 9.7% and CRE portfolio segments grew by \$144 million 11.5%, respectively, at June 30, 2023.
- The pre-tax net unrealized loss on investment securities AFS improved by \$100 million during the three months ended March 31, 2023 to \$574 million from \$674 million at December 31, 2022. The duration of the AFS portfolio was 1.95 at March 31, 2023. Securities held to maturity totaled only \$10 million at March 31, 2023.
- The Company announced an increase of \$0.02 per share in its common stock dividend for the three months ended March 31, 2023, to \$0.27 per common share, reflecting an 8% increase from the previous level of \$0.25 per share.

- During the three months ended March 31, 2023, the Company repurchased approximately 1.6 million shares of its common stock for an aggregate purchase price of \$55.0 million, at a weighted average price of \$33.41 per share. In light of the current macro-environment, we have suspended share repurchase activity.

- Book value and tangible book value per common share improved to \$33.94 and \$32.90, respectively, at June 30, 2023, from \$33.34 and \$32.30, respectively at March 31, 2023, from \$32.19 and \$31.16, respectively at December 31, 2022.

Results of Operations

Net Interest Income

Net interest income is the difference between interest earned on interest earning assets and interest incurred on interest bearing liabilities and is the primary driver of core earnings. Net interest income is impacted by the mix of interest earning assets and interest bearing liabilities, the ratio of interest earning assets to total assets and of interest bearing liabilities to total funding sources, movements in market interest rates and monetary policy, the shape of the yield curve, levels of non-performing assets and pricing pressure from competitors.

The mix of interest earning assets is influenced by loan demand, market and competitive conditions in our primary lending markets, by management's continual assessment of the rate of return and relative risk associated with various classes of earning assets and liquidity considerations. The mix of interest bearing liabilities funding sources is influenced by the Company's liquidity profile, management's assessment of the desire for lower cost funding sources weighed against relationships with customers and growth expectations, our ability to attract and retain core deposit relationships, competition for deposits in the Company's markets and the availability and pricing of other sources of funds. For the quarter and six months ended March 31, 2023 June 30, 2023, the mix of funding sources and net interest bearing liabilities was margin were negatively impacted by a higher rate environment, the quantitative tightening restrictive policy stance of the FRB which has led to increased competition for deposits and a decline in deposit levels across the banking industry, and deposit outflows related to events that impacted the banking sector in March, 2023. These factors contributed to a decline declines in average non-interest bearing demand deposits and to an increase in higher cost funding sources, including higher cost interest-bearing deposits and wholesale funding such as FHLB advances.

The following table presents, for the periods indicated, information about (i) average balances, the total dollar amount of taxable equivalent interest income from earning assets and the resultant average yields; (ii) average balances, the total dollar amount of interest expense on interest bearing liabilities and the resultant average rates; (iii) net interest income; (iv) the interest rate spread; and (v) the net interest margin. Non-accrual loans are included in the average balances presented in this table; however, interest income foregone on non-accrual loans is not included. Interest income, yields, spread and margin have been calculated on a tax-equivalent basis for loans and investment securities that are exempt from federal income taxes, at a federal tax rate of 21% (dollars in thousands):

Three Months Ended March 31,												Three Months Ended June 30, Three Months Ended March 31, 2023											
	Assets:	March 31, 2023			December 31, 2022			March 31, 2022			2023			Yield/			March 31, 2023			Yield/			
		Average Balance	Interest (1)	Rate (1)(2)	Average Balance	Interest (1)	Rate (1)(2)	Average Balance	Interest (1)	Rate (1)(2)	Average Balance	Interest (1)	Rate (1)(2)	Average Balance	Interest (1)	Rate (1)(2)	Average Balance	Interest (1)	Rate (1)(2)	Average Balance	Interest (1)	Rate (1)(2)	
Assets:	Assets:																						
Interest earning assets:	Interest earning assets:																						
Loans	Loans	\$24,724,296	\$312,125	5.10 %	\$24,624,062	\$292,272	4.72 %	\$23,349,143	\$194,551	3.36 %	Loans	\$24,680,919	\$329,494	5.35 %	\$24,724,296	\$312,125	5.10 %	Loans	\$24,680,919	\$329,494	5.35 %		
Investment securities (3)	Investment securities (3)	9,672,514	119,666	4.95 %	9,788,969	106,034	4.33 %	10,083,083	43,719	1.73 %	Investment securities (3)	9,369,019	121,520	5.19 %	9,672,514	119,666	4.95 %	Investment securities (3)	9,369,019	121,520	5.19 %		
Other interest earning assets	Other interest earning assets	1,039,563	12,863	5.02 %	710,315	7,345	4.10 %	674,640	1,354	0.81 %	Other interest earning assets	1,323,025	16,664	5.05 %	1,039,563	12,863	5.02 %	Other interest earning assets	1,323,025	16,664	5.05 %		
Total interest earning assets	Total interest earning assets	35,436,373	444,654	5.05 %	35,123,346	405,651	4.60 %	34,106,866	239,624	2.83 %	Total interest earning assets	35,372,963	467,678	5.30 %	35,436,373	444,654	5.05 %	Total interest earning assets	35,372,963	467,678	5.30 %		
Allowance for credit losses	Allowance for credit losses	(151,071)			(137,300)			(129,028)			Allowance for credit losses	(162,463)			(151,071)			Allowance for credit losses	(162,463)				
Non-interest earning assets	Non-interest earning assets	1,793,000			1,837,156			1,674,476			Non-interest earning assets	1,744,693			1,793,000			Non-interest earning assets	1,744,693				
Total assets	Total assets	\$37,078,302			\$36,823,202			\$35,652,314			Total assets	\$36,955,193			\$37,078,302			Total assets	\$36,955,193				
Liabilities and Stockholders' Equity:	Liabilities and Stockholders' Equity:										Liabilities and Stockholders' Equity:							Liabilities and Stockholders' Equity:					
Interest bearing liabilities:	Interest bearing liabilities:										Interest bearing liabilities:							Interest bearing liabilities:					

Interest bearing demand deposits	Interest bearing demand deposits	\$ 2,283,505	10,545	1.87 %	\$ 2,183,854	6,704	1.22 %	\$ 3,078,037	1,364	0.18 %	Interest bearing demand deposits	\$ 2,772,839	18,417	2.66 %	\$ 2,283,505	10,545	1.87 %	
Savings and money market deposits	Savings and money market deposits	12,145,922	91,724	3.06 %	12,054,892	68,001	2.24 %	13,401,332	6,931	0.21 %	Savings and money market deposits	10,285,494	88,892	3.47 %	12,145,922	91,724	3.06 %	
Time deposits	Time deposits	4,526,480	31,361	2.81 %	3,960,111	19,698	1.97 %	3,319,585	3,562	0.44 %	Time deposits	5,494,631	49,559	3.62 %	4,526,480	31,361	2.81 %	
Total interest bearing deposits	Total interest bearing deposits	18,955,907	133,630	2.86 %	18,198,857	94,403	2.06 %	19,798,954	11,857	0.24 %	Total interest bearing deposits	18,552,964	156,868	3.39 %	18,955,907	133,630	2.86 %	
Federal funds purchased	Federal funds purchased	143,580	1,611	4.49 %	175,637	1,677	3.74 %	187,539	58	0.12 %	Federal funds purchased	—	—	— %	143,580	1,611	4.49 %	
FHLB advances	FHLB advances	6,465,000	68,039	4.27 %	6,125,435	53,084	3.44 %	2,248,889	6,146	1.11 %	FHLB advances	7,288,187	83,429	4.59 %	6,465,000	68,039	4.27 %	
Notes and other borrowings	Notes and other borrowings	720,906	9,262	5.14 %	721,044	9,260	5.14 %	721,405	9,261	5.13 %	Notes and other borrowings	719,368	9,246	5.14 %	720,906	9,262	5.14 %	
Total interest bearing liabilities	Total interest bearing liabilities	26,285,393	212,542	3.28 %	25,220,973	158,424	2.49 %	22,956,787	27,322	0.48 %	Total interest bearing liabilities	26,560,519	249,543	3.77 %	26,285,393	212,542	3.28 %	
Non-interest bearing demand deposits	Non-interest bearing demand deposits	7,458,221			8,237,885			9,047,864			Non-interest bearing demand deposits	7,067,053			7,458,221			
Other non-interest bearing liabilities	Other non-interest bearing liabilities	821,419			879,207			623,200			Other non-interest bearing liabilities	798,279			821,419			
Total liabilities	Total liabilities	34,565,033			34,338,065			32,627,851			Total liabilities	34,425,851			34,565,033			
Stockholders' equity	Stockholders' equity	2,513,269			2,485,137			3,024,463			Stockholders' equity	2,529,342			2,513,269			
Total liabilities and stockholders' equity	Total liabilities and stockholders' equity	\$37,078,302			\$36,823,202			\$35,652,314			Total liabilities and stockholders' equity	\$36,955,193			\$37,078,302			
Net interest income	Net interest income		\$232,112			\$247,227			\$212,302			Net interest income		\$218,135			\$232,112	
Interest rate spread	Interest rate spread		1.77 %			2.11 %			2.35 %			Interest rate spread		1.53 %			1.77 %	
Net interest margin	Net interest margin		2.62 %			2.81 %			2.50 %			Net interest margin		2.47 %			2.62 %	

(1) On a tax-equivalent basis where applicable. The tax-equivalent adjustment for tax-exempt loans was \$3.3 million for the three months ended March 31, 2023 and \$3.0 million for both the three months ended December 31, 2022 June 30, 2023 and March 31, 2022 March 31, 2023, and \$3.2 million for the three months ended June 30, 2022. The tax-equivalent adjustment for tax-exempt investment securities was \$0.9 million for both the three months ended March 31, 2023 June 30, 2023 and December 31, 2022 March 31, 2023, and \$0.7 million for the three months ended March 31, 2022 June 30, 2022.

(2) Annualized

(3) At fair value except for securities held to maturity.

Assets:	Six Months Ended June 30,					
	2023			2022		
	Average Balance	Interest (1)	Yield/Rate (1)(2)	Average Balance	Interest (1)	Yield/Rate (1)(2)

Interest earning assets:								
Loans	\$ 24,702,487	\$ 641,617	5.22 %	\$ 23,530,162	\$ 406,946	3.47 %		
Investment securities (3)	9,519,928	241,187	5.07 %	10,281,431	99,207	1.93 %		
Other interest earning assets	1,182,077	29,527	5.04 %	696,894	4,333	1.25 %		
Total interest earning assets	35,404,492	912,331	5.18 %	34,508,487	510,486	2.97 %		
Allowance for credit losses	(156,798)			(128,443)				
Non-interest earning assets	1,768,714			1,672,070				
Total assets	<u>\$ 37,016,408</u>			<u>\$ 36,052,114</u>				
Liabilities and Stockholders' Equity:								
Interest bearing liabilities:								
Interest bearing demand deposits	\$ 2,570,422	\$ 29,291	2.30 %	\$ 2,825,830	\$ 3,111	0.22 %		
Savings and money market deposits	11,169,671	180,287	3.25 %	13,225,986	22,866	0.35 %		
Time deposits	5,013,230	80,920	3.26 %	3,064,887	6,386	0.42 %		
Total interest bearing deposits	18,753,323	290,498	3.12 %	19,116,703	32,363	0.34 %		
Federal funds purchased	71,393	1,611	4.51 %	151,074	213	0.28 %		
FHLB advances	6,878,867	151,467	4.44 %	3,317,182	17,790	1.08 %		
Notes and other borrowings	720,133	18,509	5.14 %	721,344	18,513	5.13 %		
Total interest bearing liabilities	26,423,716	462,085	3.53 %	23,306,303	68,879	0.59 %		
Non-interest bearing demand deposits	7,261,557			9,234,469				
Other non-interest bearing liabilities	809,785			638,767				
Total liabilities	<u>\$ 34,495,058</u>			<u>\$ 33,179,539</u>				
Stockholders' equity	2,521,350			2,872,575				
Total liabilities and stockholders' equity	<u>\$ 37,016,408</u>			<u>\$ 36,052,114</u>				
Net interest income	\$ 450,246			\$ 441,607				
Interest rate spread		1.65 %				2.38 %		
Net interest margin		2.55 %				2.57 %		

(1) On a tax-equivalent basis where applicable. The tax-equivalent adjustment for tax-exempt loans was \$6.7 million and \$6.2 million for the six months ended June 30, 2023 and 2022, respectively. The tax-equivalent adjustment for tax-exempt investment securities was \$1.8 million and \$1.4 million for the six months ended June 30, 2023 and 2022, respectively.

(2) Annualized

(3) At fair value except for securities held to maturity.

Three months ended **March 31, 2023** **June 30, 2023** compared to the immediately preceding three months ended **December 31, 2022** **March 31, 2023**

Net interest income, calculated on a tax-equivalent basis, was \$**232.1** **218.1** million for the three months ended **March 31, 2023** **June 30, 2023**, compared to \$**247.2** **232.1** million for the three months ended **December 31, 2022** **March 31, 2023**, a decrease of \$**15.1** million **\$14.0** million. The decrease in net interest income was comprised of increases in tax-equivalent interest income and interest expense of **\$39.0 million** **\$23.0** million and **\$54.1 million** **\$37.0** million, respectively, for the three months ended **March 31, 2023** **June 30, 2023**, compared to the three months ended **December 31, 2022** **March 31, 2023**. The net interest margin, calculated on a tax-equivalent basis, was 2.47% for the three months ended **June 30, 2023**, compared to 2.62% for the three months ended **March 31, 2023**. Overall, the net interest margin was negatively impacted by an increase in the cost of interest-bearing deposits and FHLB advances, more than offsetting the increased yield on interest earnings assets. A decline in average non-interest bearing deposits and an increase in average on-balance sheet liquidity contributed to an increase in the need to access additional higher-cost funding.

The net interest margin, calculated on a tax-equivalent basis, was 2.62% for the three months ended **March 31, 2023**, compared to 2.81% for the three months ended **December 31, 2022**. More detail about factors impacting the net interest margin for the three months ended **March 31, 2023** **June 30, 2023** compared to the three months ended **December 31, 2022** **March 31, 2023** included:

- The tax-equivalent yield on investment securities increased to **4.95%** **5.19%** for the three months ended **March 31, 2023** **June 30, 2023**, from **4.33%** **4.95%** for the three months ended **December 31, 2022** **March 31, 2023**. This increase resulted primarily from the reset of coupon rates on variable rate securities.
- The tax-equivalent yield on loans increased to **5.10%** **5.35%** for the three months ended **March 31, 2023** **June 30, 2023**, from **4.72%** **5.10%** for the three months ended **December 31, 2022** **March 31, 2023**. Factors contributing to this increase were the resetting of variable rate loans at higher coupon rates and originations of new loans at higher rates.
- The average rate paid on interest bearing deposits increased to **2.86%** **3.39%** for the three months ended **March 31, 2023** **June 30, 2023**, from **2.06%** **2.86%** for the three months ended **December 31, 2022** **March 31, 2023**, in response to as a result of the rising interest rate environment, **tightening** **tighter** liquidity conditions, increased competition for deposits and the shift from non-interest bearing deposits to deposits priced at current, higher market rates.

- The average rate paid on FHLB advances increased to 4.27% 4.59% for the three months ended **March 31, 2023** **June 30, 2023**, from 3.44% 4.27% for the three months ended **December 31, 2022** **March 31, 2023**, primarily due to higher prevailing rates.
- Average non-interest bearing demand deposits declined rates, partially offset by \$780 million while average cash balances increased by \$313 million for the three months ended March 31, 2023. Correspondingly, the increase in average interest-bearing sources of funds added to the balance sheet at higher current rates totaled \$1.1 billion for the three months ended March 31, 2023. The estimated impact of this shift on the net interest margin for the three months ended March 31, 2023 was 0.14% cash flow hedges.

Three months and six months ended **March 31, 2023** **June 30, 2023** compared to the three and six months ended **March 31, 2022** **June 30, 2022**

Net interest income, calculated on a tax-equivalent basis, was \$232.1 **218.1** million for the three months ended **March 31, 2023** **June 30, 2023**, compared to \$212.3 **229.3** million for the three months ended **March 31, 2022** **June 30, 2022**, an increase a decrease of \$19.8 million **\$11.2** million. The increase decline in net interest income was comprised of increases in tax-equivalent interest income and interest expense of \$205.0 million **\$196.8** million and \$185.2 million **\$208.0** million, respectively, respectively.

Net interest income, calculated on a tax-equivalent basis, was \$450.2 million for the three six months ended March 31, 2023 **June 30, 2023**, compared to the three months ended March 31, 2022. The increase in tax equivalent interest income was driven primarily by increases in interest income from loans and investment securities of \$117.6 million and \$75.9 million, respectively, \$441.6 million for the three six months ended **March 31, 2023** **June 30, 2022** compared to the three months ended March 31, 2022. The, an increase of \$8.6 million, comprised of increases in tax-equivalent interest income and interest expense was driven by increases in interest expense on deposits of \$401.8 million and borrowings of \$121.8 million and \$63.4 million **\$393.2** million, respectively, for the three months ended March 31, 2023, compared to the three months ended March 31, 2022, respectively.

Increases in interest income for the three and three six months ended **March 31, 2023** **June 30, 2023** compared to the three and six months ended **March 31, 2022** **June 30, 2022** reflected (i) increases in both the average balance balances of and the yields on loans and loans; (ii) rising yields on investment securities, securities that more than offset declines in average balances; and (iii) to a lesser extent, higher yields on other interest earning assets. Increased yields on average interest earning assets were mainly reflective of the increase in market interest rates, which impacted both coupon rate resets on existing floating rate assets and the rates on new assets added to the balance sheet. Increases in interest expense for the three and six months ended **March 31, 2023** **June 30, 2023** compared to the three and six months ended **March 31, 2022** **June 30, 2022** reflected the (i) an increase in the cost of interest-bearing deposits, partially offset by a decline in the average balance for the comparative three and six-month periods; and (ii) an increase in both the cost and average balance of FHLB advances. A decline in average non-interest bearing deposits and an increase in on-balance sheet liquidity also contributed to the increase in interest expense.

The net interest margin, calculated on a tax-equivalent basis, was 2.62% 2.47% and 2.55% for the three and six months ended March 31, 2023 **June 30, 2023**, respectively, compared to 2.50% 2.63% and 2.57% for the three and three six months ended **March 31, 2022** **June 30, 2022**, respectively. Offsetting factors impacting the net interest margin for the three and six months ended **March 31, 2023** **June 30, 2023** compared to the three and six months ended **March 31, 2022** **June 30, 2022** included:

- The tax-equivalent yield on loans expanded to 5.10% 5.35% and 5.22% for the three and six months ended March 31, 2023 **June 30, 2023**, respectively, from 3.36% 3.59% and 3.47% for the three and three six months ended **March 31, 2022** **June 30, 2022**, respectively. Factors contributing to this increase these increases were the resetting of variable rate loans at higher coupon rates and originations of new loans at higher prevailing rates.
- The tax-equivalent yield on investment securities increased to 4.95% 5.19% and 5.07% for the three and six months ended **March 31, 2023** **June 30, 2023**, respectively, from 1.73% 2.12% and 1.93% for the three and three six months ended **March 31, 2022** **June 30, 2022**, respectively. This increase resulted primarily from the reset of coupon rates on variable rate securities, as well as purchases of higher-yielding securities, at higher yields, and paydowns and sales of lower-yielding securities.
- The average rate paid on interest bearing deposits increased to 3.39% and 2.86% 3.12% for the three and six months ended **March 31, 2023** **June 30, 2023**, respectively, from 0.24% 0.45% and 0.34% for the three three and six months ended **March 31, 2022** **June 30, 2022**, respectively, primarily in response to the rising interest rate environment, tighter liquidity conditions and tightening liquidity conditions, resulting competition for deposits. The shift from non-interest bearing deposits to deposits priced at current, higher market rates was also a factor.
- The average rate paid on FHLB advances increased to 4.27% 4.59% and 4.44% for the three and six months ended **March 31, 2023** **June 30, 2023**, respectively, from 1.11% 1.07% and 1.08% for the three three and six months ended **March 31, 2022** **June 30, 2022**, respectively, primarily due to higher prevailing rates, rates, partially offset by the impact of cash flow hedges.

Provision for Credit Losses

The provision for credit losses is a charge or credit to earnings required to maintain the ACL at a level consistent with management's estimate of expected credit losses on financial assets carried at amortized cost at the balance sheet date. The amount of the provision is impacted by changes in current economic conditions as well as in management's reasonable and supportable economic forecast, loan originations and runoff, changes in portfolio mix, risk rating migration and portfolio seasoning, changes in specific reserves, changes in expected prepayment speeds and other assumptions. The provision for credit losses also includes amounts related to off-balance sheet credit exposures and may include amounts related to accrued interest receivable and AFS debt securities.

The following table presents the components of the provision for credit losses for the periods indicated (in thousands):

Three Months Ended March 31,		Three Months Ended June 30,		Six Months Ended June 30,	
2023	2022	2023	2022	2023	2022

Amount related to funded portion of loans	Amount related to funded portion of loans	\$ 17,595	\$ 7,446	Amount related to funded portion of loans	\$ 14,195	\$ 23,207	\$ 31,790	\$ 30,653
Amount related to off-balance sheet credit exposures	Amount related to off-balance sheet credit exposures	2,193	384	Amount related to off-balance sheet credit exposures	1,322	916	3,515	1,300
Other							Other	—
Total provision for credit losses	Total provision for credit losses	\$ 19,788	\$ 7,830	Total provision for credit losses	\$ 15,517	\$ 23,996	\$ 35,305	\$ 31,826

The most significant factors impacting the provision for credit losses for the three and six months ended March 31, 2023 June 30, 2023 were a deteriorating less favorable Moody's baseline economic forecast and an increase heavier weighting of a downside scenario for the three months ended June 30, 2023. Risk rating migration, including changes in certain specific reserves, reserves and increases in certain qualitative overlays also impacted the provision.

The provision for credit losses may continue to be volatile and the level of the ACL may change materially from current levels. Future levels of the ACL could be significantly impacted, in either direction, by changes in factors such as, but not limited to, economic conditions or the economic outlook, in the composition of the loan portfolio, in the financial condition of our borrowers and collateral values.

The determination of the amount of the ACL is complex and involves a high degree of judgment and subjectivity. See "Analysis of the Allowance for Credit Losses" below for more information about how we determine the appropriate level of the ACL and about factors that impacted the ACL and provision for credit losses.

Non-Interest Income

The following table presents a comparison of the categories of non-interest income for the periods indicated (in thousands):

	Three Months Ended March 31,		Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022	2023	2022
Deposit service charges and fees	Deposit service charges and fees	\$ 5,545	\$ 5,960	Deposit service charges and fees	\$ 5,349	\$ 5,896
	Gain (loss)			Gain (loss)		
Gain (loss) on investment securities:	on investment securities:			on investment securities:		
	Net realized gain on sale of securities			Net realized gain on sale of securities		
Net realized gain on sale of securities	Net realized gain on sale of securities	752	2,673	847	905	1,599
AFS	AFS			AFS		
Net loss on marketable equity securities recognized in earnings		(13,301)	(10,541)			
Loss on investment securities, net		(12,549)	(7,868)			
Net gain (loss) on marketable equity securities recognized in earnings				Net gain (loss) on marketable equity securities recognized in earnings		
Net gain (loss) on marketable equity securities recognized in earnings				146	(9,297)	(13,155)
						(19,838)

Gain (loss) on investment securities, net				Gain (loss) on investment securities, net			
Lease financing	Lease financing	13,109	13,415	Lease financing	12,519	13,363	25,628
Other non-interest income	Other non-interest income	10,430	2,794	Other non-interest income	6,626	2,583	17,056
		\$ 16,535	\$ 14,301		\$ 25,487	\$ 13,450	\$ 42,022
							\$ 27,751

The loss on investment marketable equity securities during both the six months ended June 30, 2023 and the three and six months ended March 31, 2023 and March 31, 2022 was June 30, 2022 were attributable to losses related to certain preferred equity investments.

The most significant factor leading to the increase in other non-interest income for the three and six months ended March 31, 2023 June 30, 2023, compared to the three and six months ended March 31, 2022 June 30, 2022, was an increase in BOLI income, particularly as related to the COLI BOLI assets supporting our deferred compensation plan. Lending related fees and gain on sale of buyout loans also increased comparatively.

Non-Interest Expense

The following table presents the components of non-interest expense for the periods indicated (in thousands):

Employee compensation and benefits	Occupancy and equipment	Three Months Ended March				Three Months Ended June 30,				Six Months Ended June 30,				
		31,		2023		2022		2023		2022		2022		
		2023	2022	2023	2022	2023	2022	2022	2022	2022	2022	2022	2022	
Employee compensation and benefits	Employee compensation and benefits	\$ 71,051	\$ 67,088	Employee compensation and benefits	\$ 67,414	\$ 62,461	\$ 138,465			\$ 129,549				
Occupancy and equipment	Occupancy and equipment	10,802	11,512	Occupancy and equipment	11,043	11,399	21,845			22,911				
Deposit insurance expense	Deposit insurance expense	7,907	3,403	Deposit insurance expense	7,597	3,993	15,504			7,396				
Professional fees	Professional fees	2,918	2,262	Professional fees	3,518	3,256	6,436			5,518				
Technology	Technology	21,726	17,004	Technology	20,437	17,898	42,163			34,902				
Depreciation and impairment of operating lease equipment		11,521	12,610											
Depreciation of operating lease equipment										Depreciation of operating lease equipment	11,232	12,585	22,753	25,195
Other non-interest expense	Other non-interest expense	26,855	12,445	Other non-interest expense	23,977	15,810	50,832			28,255				
Total non-interest expense	Total non-interest expense	\$ 152,780	\$ 126,324	Total non-interest expense	\$ 145,218	\$ 127,402	\$ 297,998			\$ 253,726				

Increases in employee compensation and benefits and technology expenses reflected labor market dynamics and continuing investment in people and technology to support future growth.

Increases in deposit insurance expense increased by \$4.5 million for the three months ended March 31, 2023, compared to the three months ended March 31, 2022, reflecting an increase in the assessment rate.

Other non-interest expense for the three and six months ended March 31, 2023 June 30, 2023 included \$4.4 million related to certain operational and fraud losses. Costs related to certain deposit customer rebate and commissions programs increased by \$6.9 million \$7.2 million and \$14.1 million for the three and six months ended March 31, 2023 June 30, 2023, respectively, compared to the three and six months ended March 31, 2022 June 30, 2022, respectively.

Income Taxes

See Note 5 to the consolidated financial statements for information about income taxes.

Analysis of Financial Condition

Influenced by recent events impacting For the banking sector, the Company's funding mix shifted during three months ended June 30, 2023 compared to the three months ended March 31, 2023, as total average deposits declined by \$1.8 billion, \$794 million while average FHLB advances and Fed Funds purchased grew by \$680 million. On average, cash balances increased by \$257 million quarter-over-quarter. These shifts were attributable largely to events impacting the banking industry late in the first quarter. On a net period-end basis at June 30, 2023 compared to March 31, 2023, cash and cash equivalents declined by \$603 million, securities declined by \$390 million and loans declined by \$263 million, while deposits grew by \$116 million, and FHLB advances declined by \$1.6 billion. These trends reflected stabilization of deposits, normalization of on-balance sheet liquidity and management's strategy of using cash flows from the residential loan and securities portfolios to reduce the level of wholesale borrowings.

For the six months ended June 30, 2023 compared to the six months ended June 30, 2022, average deposits declined by \$2.3 billion and average loans grew by \$1.2 billion, while average FHLB advances and Fed Funds purchased in total grew by \$3.5 billion. The decline in average total deposits resulted in part from the impact on the title insurance industry vertical of lower levels of activity in the residential mortgage sector brought on by rising mortgage rates, and was also consistent with broader industry deposit trends evidencing restrictive monetary policy. Within the deposit base, average non-interest bearing deposits declined by \$2.0 billion, average interest bearing demand, money market and savings deposits declined by an aggregate \$2.3 billion and average time deposits grew by \$1.9 billion. The funding decline in average non-interest bearing demand deposits was in part a result of outflows from the title insurance industry vertical referenced previously. The shift in deposit mix was also impacted by the rising rate environment, as customers sought higher yields on their cash balances. Non-interest bearing demand deposits decreased by \$671 million, while time deposits grew by \$982 million during In addition, these shifts reflected deposit outflows following the quarter ended March 31, 2023, events of March, 2023, primarily from the money market category.

Cash and cash equivalents grew by \$331 million for the quarter to \$904 million at March 31, 2023, while investment securities declined by \$222 million, inclusive of a \$100 million improvement in the level of net unrealized losses. Total loans was essentially flat to December 31, 2022, growing by \$6.9 million for the three months ended March 31, 2023, with a decline in residential being offset by net growth in the commercial segments.

Investment Securities

The following table shows the amortized cost and carrying value, which, with the exception of investment securities held to maturity, is fair value, of investment securities at the dates indicated (in thousands):

		March 31, 2023				December 31, 2022				June 30, 2023				December 31, 2022				
		Amortized		Amortized		Amortized		Amortized		Amortized		Amortized		Amortized		Amortized		
		Cost	Carrying Value	Cost	Carrying Value	Cost	Carrying Value	Cost	Carrying Value	Cost	Carrying Value	Cost	Carrying Value	Cost	Carrying Value	Cost	Carrying Value	
U.S. Treasury securities	U.S. Treasury securities	\$ 129,140	\$ 118,383	\$ 148,956	\$ 135,841	U.S. Treasury securities	\$ 119,454	\$ 107,450	\$ 148,956	\$ 135,841	U.S. Treasury securities	\$ 119,454	\$ 107,450	\$ 148,956	\$ 135,841	U.S. Treasury securities	\$ 119,454	\$ 107,450
U.S. Government agency and sponsored enterprise residential	U.S. Government agency and sponsored enterprise residential					U.S. Government agency and sponsored enterprise residential					U.S. Government agency and sponsored enterprise residential					U.S. Government agency and sponsored enterprise residential		
MBS	MBS	2,028,070	1,980,533	2,036,693	1,983,168	MBS	2,000,621	1,953,456	2,036,693	1,983,168	MBS	2,000,621	1,953,456	2,036,693	1,983,168	MBS	2,000,621	1,953,456
U.S. Government agency and sponsored enterprise commercial	U.S. Government agency and sponsored enterprise commercial					U.S. Government agency and sponsored enterprise commercial					U.S. Government agency and sponsored enterprise commercial					U.S. Government agency and sponsored enterprise commercial		
MBS	MBS	584,464	518,382	600,517	525,094	MBS	577,961	508,281	600,517	525,094	MBS	577,961	508,281	600,517	525,094	MBS	577,961	508,281
Private label residential MBS and CMOs	Private label residential MBS and CMOs	2,825,107	2,525,482	2,864,589	2,530,663	Private label residential MBS and CMOs	2,702,029	2,383,981	2,864,589	2,530,663	Private label residential MBS and CMOs	2,702,029	2,383,981	2,864,589	2,530,663	Private label residential MBS and CMOs	2,702,029	2,383,981
Private label commercial MBS	Private label commercial MBS	2,533,319	2,434,819	2,645,168	2,524,354	Private label commercial MBS	2,380,013	2,281,716	2,645,168	2,524,354	Private label commercial MBS	2,380,013	2,281,716	2,645,168	2,524,354	Private label commercial MBS	2,380,013	2,281,716
Single family real estate-backed securities	Single family real estate-backed securities	468,225	448,501	502,194	470,441	Single family real estate-backed securities	462,100	438,563	502,194	470,441	Single family real estate-backed securities	462,100	438,563	502,194	470,441	Single family real estate-backed securities	462,100	438,563
Collateralized loan obligations	Collateralized loan obligations	1,126,532	1,106,078	1,166,838	1,136,463	Collateralized loan obligations	1,099,890	1,081,027	1,166,838	1,136,463	Collateralized loan obligations	1,099,890	1,081,027	1,166,838	1,136,463	Collateralized loan obligations	1,099,890	1,081,027

Non-mortgage asset-backed securities	Non-mortgage asset-backed securities	98,812	94,099	102,194	95,976	Non-mortgage asset-backed securities	95,512	91,833	102,194	95,976
State and municipal obligations	State and municipal obligations	106,897	103,950	122,181	116,661	State and municipal obligations	108,383	103,613	122,181	116,661
SBA securities	SBA securities	127,959	124,603	139,320	135,782	SBA securities	120,836	117,520	139,320	135,782
Investment securities held to maturity	Investment securities held to maturity	10,000	10,000	10,000	10,000	Investment securities held to maturity	10,000	10,000	10,000	10,000
		<u>\$ 10,038,525</u>	<u>9,464,830</u>	<u>\$ 10,338,650</u>	<u>9,664,443</u>		<u>\$ 9,676,799</u>	<u>9,077,440</u>	<u>\$ 10,338,650</u>	<u>9,664,443</u>
Marketable equity securities	Marketable equity securities		68,769		90,884	Marketable equity securities		66,497		90,884
			<u>\$ 9,533,599</u>		<u>\$ 9,755,327</u>			<u>\$ 9,143,937</u>		<u>\$ 9,755,327</u>

Our investment strategy has focused on insuring ensuring adequate liquidity, maintaining a suitable balance of high credit quality, diverse assets, managing interest rate risk, and generating acceptable returns given our established risk parameters. We have sought to maintain liquidity by investing a significant portion of the portfolio in high quality liquid securities including U.S. Treasury and U.S. Government Agency and sponsored enterprise securities. Investment grade municipal securities provide liquidity and attractive tax-equivalent yields. We have also invested in highly rated highly-rated structured products, including private-label commercial and residential MBS, collateralized loan obligations, single family real estate-backed securities and non-mortgage asset-backed securities that, while somewhat less liquid, although are generally pledgeable at either the FHLB or the FRB and provide us with attractive yields. Relatively We remain committed to keeping the duration of our securities portfolio short; relatively short effective portfolio duration helps mitigate interest rate risk. Based on the Company's assumptions, the estimated weighted average life of the investment portfolio as of March 31, 2023 June 30, 2023 was 5.3 5.4 years and the effective duration of the investment portfolio was 1.95 1.94.

The investment securities AFS portfolio was in a net unrealized loss position of \$573.7 million \$599.4 million at March 31, 2023 June 30, 2023, compared to a net unrealized loss position of \$674.2 million at December 31, 2022, improving by \$100 million \$75 million during the quarter six months ended March 31, 2023 June 30, 2023. Net unrealized losses at March 31, 2023 June 30, 2023 included \$5.3 million \$2.7 million of gross unrealized gains and \$579.0 million \$602.1 million of gross unrealized losses. Investment securities available for sale in unrealized loss positions at March 31, 2023 June 30, 2023 had an aggregate fair value of \$8.9 billion \$8.7 billion. The unrealized losses resulted primarily from rising interest rates and widening spreads related to the Federal Reserve's quantitative tightening restrictive monetary policy and benchmark interest rate increases. Continuing uncertainty with respect to the trajectory of the economy and geopolitical events have has also led to market uncertainty, producing some yield curve dislocations. None of the unrealized losses were attributable to credit loss impairments.

The ratings distribution of our AFS securities portfolio at March 31, 2023 is the dates indicated are depicted in the chart charts below:

June 30, 2023

December 31, 2022

 549755824212  2748779094747

We evaluate the credit quality of individual securities in the portfolio quarterly to determine whether we expect to recover the amortized cost basis of the investments in unrealized loss positions. This evaluation considers, but is not necessarily limited to, the following factors, the relative significance of which varies depending on the circumstances pertinent to each individual security:

- Whether we intend to sell the security prior to recovery of its amortized cost basis;
- Whether it is more likely than not that we will be required to sell the security prior to recovery of its amortized cost basis;
- The extent to which fair value is less than amortized cost;
- Adverse conditions specifically related to the security, an industry or geographic area;
- Changes in the financial condition of the issuer or underlying loan obligors;
- The payment structure and remaining payment terms of the security, including levels of subordination or over-collateralization;
- Failure of the issuer to make scheduled payments;
- Changes in credit ratings;
- Relevant market data;
- Estimated prepayments, defaults, and the value and performance of underlying collateral at the individual security level.

We do not intend to sell securities in significant unrealized loss positions at **March 31, 2023** **June 30, 2023**. Based on an assessment of our liquidity position and internal and regulatory guidelines for permissible investments and concentrations, it is not more likely than not that we will be required to sell securities in significant unrealized loss positions prior to recovery of amortized cost basis, which may be at maturity. While recent events impacting the banking sector have impacted the liquidity profile of many banks, including BankUnited, the substantial majority of our investment securities are pledgeable at either the FHLB or FRB. We have not sold, and do not anticipate the need to sell, securities in unrealized loss positions to generate liquidity.

We regularly engage with bond managers to monitor trends in underlying collateral, including potential downgrades and subsequent cash flow diversions, liquidity, ratings migration, and any other relevant developments.

The following table presents subordination levels and average internal stress scenario losses for select non-agency portfolio segments at **March 31, 2023** **June 30, 2023**:

		Subordination						Weighted Average Stress Scenario	Subordination						Weighted Average Stress Scenario		
		Percent			Rating				Percent			Rating					
		Rating	of Total	Minimum	Maximum	Average	Loss		Rating	of Total	Minimum	Maximum	Average	Loss			
Private label CMBS	CMBS	AAA	85.3 %	30.0	98.1	44.7	6.4	Private label CMBS	AAA	85.0 %	30.0	97.3	43.9	7.0	Private label CMBS		
		AA	10.4 %	29.3	95.0	39.5	7.3		AA	10.5 %	29.4	95.1	38.5	7.8			
		A	4.3 %	25.1	69.9	39.4	8.6		A	4.5 %	25.1	75.2	41.8	9.1			
Weighted average	Weighted average		100.0 %	29.7	96.6	43.9	6.6	Weighted average		100.0 %	29.7	96.1	43.2	7.2	Weighted average		
CLOs	CLOs	AAA	79.7 %	41.4	60.2	46.5	10.4	CLOs	AAA	80.7 %	37.6	66.9	46.6	11.4	CLOs		
		AA	16.7 %	31.0	38.1	34.8	9.2		AA	15.6 %	31.1	42.4	35.6	9.9			
		A	3.6 %	27.3	31.5	28.9	9.2		A	3.7 %	28.8	31.6	29.9	10.4			
Weighted average	Weighted average		100.0 %	39.2	55.5	43.9	10.1	Weighted average		100.0 %	36.3	61.8	44.3	11.2	Weighted average		
Private label residential MBS and CMO	CMO	AAA	93.9 %	3.0	99.8	17.6	2.3	CMO	AAA	93.9 %	3.0	88.9	17.6	2.3	CMO		
		AA	0.9 %	19.1	33.5	24.3	5.3		AA	4.2 %	19.5	33.7	23.9	5.3			
		A	5.2 %	22.9	25.8	23.6	5.4		A	1.9 %	24.9	26.6	25.7	5.4			
Weighted average	Weighted average		100.0 %	4.2	95.4	17.9	2.5	Weighted average		100.0 %	4.1	85.3	18.0	2.5	Weighted average		
Single family real estate-backed securities	securities	AAA	64.9 %	34.8	72.6	54.2	5.6	securities	AAA	64.5 %	35.0	70.9	54.5	6.2	securities		
		AA	13.7 %	51.6	55.4	53.6	9.0		AA	13.9 %	51.6	55.4	53.6	9.8			
		NR	21.4 %	39.8	39.8	39.8	10.6		NR	21.6 %	42.8	42.8	42.8	10.9			
Weighted average	Weighted average		100.0 %	38.2	63.3	51.0	7.2	Weighted average		100.0 %	39.0	62.6	51.9	7.7	Weighted average		

For further discussion of our analysis of impaired investment securities AFS for credit loss impairment, see Note 3 to the consolidated financial statements.

We use third-party pricing services to assist us in estimating the fair value of investment securities. We perform a variety of procedures to ensure that we have a thorough understanding of the methodologies and assumptions used by the pricing services including obtaining and reviewing written documentation of the methods and assumptions employed, conducting interviews with valuation desk personnel and reviewing model results and detailed assumptions used to value selected securities as considered necessary. Our classification of prices within the fair value hierarchy is based on an evaluation of the nature of the significant assumptions impacting the valuation of each type of security in the portfolio. We have established a robust price challenge process that includes a review by our treasury front office of all prices provided on a monthly basis. Any price evidencing unexpected month over month fluctuations or deviations from our expectations based on recent observed trading activity and other information available in the marketplace that would impact the value of the security is challenged. Responses to the price challenges, which generally include specific information about inputs and assumptions incorporated in the valuation and their sources, are reviewed in detail. If considered necessary to resolve any discrepancies, a price will be obtained from additional independent valuation sources. We do not typically adjust the prices provided, other than through this established challenge process. Our primary pricing services utilize observable inputs when available, and employ unobservable inputs and proprietary models only when observable inputs are not available. As a matter of course, the services validate prices by comparison to recent trading activity whenever such activity exists. Quotes obtained from the pricing services are typically non-binding.

The majority of our investment securities are classified within level 2 of the fair value hierarchy. U.S. Treasury securities and marketable equity securities are classified within level 1 of the hierarchy.

For additional discussion of the fair values of investment securities, see Note 8 to the consolidated financial statements.

The following table shows the weighted average prospective yields, categorized by scheduled maturity, for AFS investment securities as of **March 31, 2023** **June 30, 2023**. Scheduled maturities have been adjusted for anticipated prepayments when applicable. Yields on tax-exempt securities have been calculated on a tax-equivalent basis, based on a federal income tax rate of 21%:

		After One Year					After Five Years					After One Year					After Five Years				
		Within One Year		Through Five Years			Through Ten Years		After Ten Years		Total	Within One Year		Through Five Years			Through Ten Years		Total		
		Year	Five Years	Years	Through	Ten Years	Years	After	Ten	Years		Year	Five Years	Years	Through	Ten Years	Years	Total			
U.S. Treasury securities	U.S. Treasury securities	0.63 %	— %	— %	— %	— %	— %	— %	— %	0.63 %	U.S. Treasury securities	1.00 %	— %	— %	— %	— %	— %	1.00 %			
U.S. Government agency and sponsored enterprise residential MBS	U.S. Government agency and sponsored enterprise residential MBS	4.95 %	5.02 %	5.18 %	4.75 %	5.03 %	MBS	5.32 %	5.45 %	5.54 %	U.S. Government agency and sponsored enterprise residential MBS	4.96 %	5.43 %	5.33 %	2.19 %	3.56 %	3.56 %				
U.S. Government agency and sponsored enterprise commercial MBS	U.S. Government agency and sponsored enterprise commercial MBS	4.29 %	5.07 %	3.21 %	2.58 %	3.43 %	MBS	4.47 %	5.33 %	3.33 %	Private label residential MBS and CMOs	6.34 %	6.68 %	1.97 %	3.29 %	6.30 %	3.80 %				
Private label residential MBS and CMOs	Private label residential MBS and CMOs	3.80 %	3.78 %	3.72 %	3.96 %	3.83 %	CMOs	3.80 %	3.77 %	3.71 %	Private label commercial MBS	3.89 %	3.80 %	3.71 %	3.89 %	3.80 %	3.80 %				
Private label commercial MBS	Private label commercial MBS	6.04 %	6.38 %	1.93 %	3.29 %	6.05 %	MBS	6.34 %	6.68 %	1.97 %	Single family real estate-backed securities	6.29 %	6.30 %	3.29 %	6.30 %	6.30 %	6.30 %				
Single family real estate-backed securities	Single family real estate-backed securities	1.36 %	4.05 %	1.36 %	— %	4.04 %	securities	5.00 %	3.87 %	1.36 %	Single family real estate-backed securities	5.00 %	4.11 %	— %	4.11 %	4.11 %	4.11 %				
Collateralized loan obligations	Collateralized loan obligations	6.67 %	6.99 %	7.26 %	— %	6.97 %	obligations	7.05 %	7.34 %	7.62 %	Collateralized loan obligations	— %	7.34 %	— %	7.34 %	7.34 %	7.34 %				
Non-mortgage asset-backed securities	Non-mortgage asset-backed securities	3.26 %	3.50 %	5.67 %	— %	4.71 %	securities	3.57 %	3.91 %	5.95 %	Non-mortgage asset-backed securities	— %	5.07 %	— %	5.07 %	5.07 %	5.07 %				
State and municipal obligations	State and municipal obligations	3.17 %	4.15 %	4.49 %	3.99 %	4.20 %	obligations	2.98 %	4.17 %	4.56 %	State and municipal obligations	3.99 %	4.22 %	3.99 %	4.22 %	4.22 %	4.22 %				
SBA securities	SBA securities	5.34 %	5.27 %	5.15 %	4.98 %	5.25 %	SBA securities	5.82 %	5.74 %	5.62 %	SBA securities	5.44 %	5.73 %	5.44 %	5.73 %	5.73 %	5.73 %				
		<u>4.87 %</u>	<u>5.51 %</u>	<u>4.12 %</u>	<u>3.85 %</u>	<u>4.96 %</u>		<u>5.08 %</u>	<u>5.84 %</u>	<u>4.24 %</u>		<u>3.78 %</u>	<u>5.16 %</u>								

Loans

The loan portfolio comprises the Company's primary interest-earning asset. The following table shows the composition of the loan portfolio at the dates indicated (dollars in thousands):

		March 31, 2023				December 31, 2022			
		Total		Percent of Total		Total		Percent of Total	
		\$	28.6 %	\$	28.6 %	\$	28.6 %	\$	28.6 %
1-4 single family residential		\$ 7,133,615		\$ 7,128,834		\$ 7,128,834		\$ 7,128,834	

Government insured residential	1,656,129	6.7 %	1,771,880	7.1 %
Non-owner occupied commercial real estate	5,346,895	21.5 %	5,405,597	21.7 %
Construction and land	324,805	1.3 %	294,360	1.2 %
Owner occupied commercial real estate	1,863,333	7.5 %	1,890,813	7.6 %
Commercial and industrial	6,617,716	26.5 %	6,417,721	25.9 %
Pinnacle	919,584	3.7 %	912,122	3.7 %
Bridge - franchise finance	239,205	1.0 %	253,774	1.0 %
Bridge - equipment finance	266,715	1.1 %	286,147	1.1 %
Mortgage warehouse lending	524,897	2.1 %	524,740	2.1 %
Total loans	24,892,894	100.0 %	24,885,988	100.0 %
Allowance for credit losses	(158,792)		(147,946)	
Loans, net	\$ 24,734,102		\$ 24,738,042	

For the three months ended March 31, 2023, \$173 million of growth in the commercial and industrial segment, including owner-occupied commercial real estate, and modest growth in Pinnacle was offset by declines of \$111 million in residential, \$28 million in commercial real estate and \$34 million for Bridge, while MWL balances remained flat.

	June 30, 2023		December 31, 2022	
	Total	Percent of Total	Total	Percent of Total
	\$ 7,096,496	28.8 %	\$ 7,128,834	28.6 %
1-4 single family residential	1,509,342	6.1 %	1,771,880	7.1 %
Government insured residential	5,302,523	21.5 %	5,405,597	21.7 %
Non-owner occupied commercial real estate	393,464	1.6 %	294,360	1.2 %
Construction and land	1,832,586	7.4 %	1,890,813	7.6 %
Owner occupied commercial real estate	6,575,368	26.8 %	6,417,721	25.9 %
Commercial and industrial	951,529	3.9 %	912,122	3.7 %
Pinnacle - municipal finance	207,783	0.8 %	253,774	1.0 %
Franchise finance	237,816	1.0 %	286,147	1.1 %
Equipment finance	523,083	2.1 %	524,740	2.1 %
Mortgage warehouse lending	24,629,990	100.0 %	24,885,988	100.0 %
Total loans	(166,833)		(147,946)	
Allowance for credit losses	\$ 24,463,157		\$ 24,738,042	
Loans, net				

Residential mortgages

The following table shows the composition of residential loans at the dates indicated (in thousands):

		March 31, 2023		December 31, 2022		June 30, 2023		December 31, 2022	
		1-4 single family residential	Government insured residential	1-4 single family residential	Government insured residential	1-4 single family residential	Government insured residential	1-4 single family residential	Government insured residential
1-4 single family residential	1-4 single family residential	\$ 7,133,615	\$ 7,128,834	1-4 single family residential	\$ 7,096,496	1-4 single family residential	\$ 7,128,834	1-4 single family residential	\$ 7,128,834
Government insured residential	Government insured residential	1,656,129	1,771,880	Government insured residential	1,509,342	Government insured residential	1,771,880	Government insured residential	1,771,880
		\$ 8,789,744	\$ 8,900,714		\$ 8,605,838		\$ 8,900,714		

The 1-4 single family residential loan portfolio, excluding government insured residential loans, is primarily comprised of prime jumbo loans purchased through established correspondent channels. 1-4 single family residential mortgage loans are primarily closed-end, first lien jumbo mortgages for the purchase or re-finance of owner occupied property. The loans have terms ranging from 10 to 30 years, with either fixed or adjustable interest rates. At **March 31, 2023** **June 30, 2023**, \$1.1 billion or **16% 15%** were secured by investor-owned properties.

The Company acquires non-performing FHA and VA insured mortgages from third party servicers who have exercised their right to purchase these loans out of GNMA securitizations (collectively, "government insured pool buyout loans" or "buyout loans"). Buyout loans that re-perform, either through modification or self-cure, may be eligible for re-securitization. The Company and the servicer share in the economics of the sale of these loans into new securitizations. The balance of buyout loans totaled **\$1.6 \$1.5** billion at **March 31, 2023** **June 30, 2023**. The Company is not the servicer of these loans.

The following charts present the distribution of the 1-4 single family residential mortgage portfolio at the dates indicated:

June 30, 2023

December 31, 2022

274877907978; 2748779079792

The following table presents the five states with the largest geographic concentrations of 1-4 single family residential loans, excluding government insured residential loans, at the dates indicated (dollars in thousands):

		March 31, 2023			December 31, 2022			June 30, 2023			December 31, 2022		
		Percent of		Percent of		Percent of		Percent of		Percent of		Percent of	
		Total	Total	Total	Total	California	Total	Total	New York	Total	Total	Total	Total
California	California	\$ 2,266,711	31.8 %	\$ 2,274,432	31.9 %	California	\$ 2,243,169	31.6 %	New York	\$ 2,274,432	31.9 %		
New York	New York	1,404,958	19.7 %	1,417,707	19.9 %	New York	1,384,600	19.5 %		1,417,707	19.9 %		
Florida	Florida	524,294	7.3 %	521,479	7.3 %	Florida	521,638	7.4 %		521,479	7.3 %		
Illinois	Illinois	361,030	5.1 %	360,529	5.1 %	Illinois	367,425	5.2 %		360,529	5.1 %		
Virginia	Virginia	317,653	4.5 %	314,530	4.4 %	Virginia	316,326	4.5 %		314,530	4.4 %		
Others	Others	2,258,969	31.6 %	2,240,157	31.4 %	Others	2,263,338	31.8 %		2,240,157	31.4 %		
		\$ 7,133,615	100.0 %	\$ 7,128,834	100.0 %		\$ 7,096,496	100.0 %		\$ 7,128,834	100.0 %		

Commercial loans and leases

Commercial loans include a diverse portfolio of commercial and industrial loans and lines of credit, loans secured by owner-occupied commercial real-estate, income-producing non-owner occupied commercial real estate, a limited amount of construction and land loans, SBA loans, mortgage warehouse lines of credit, municipal loans and leases originated by Pinnacle and franchise and equipment finance loans and leases originated by Bridge. Management intends to increasingly emphasize the origination of relationship-based loans that are accompanied by deposit business.

The following charts present the distribution of the commercial loan portfolio at the dates indicated (dollars in millions):

June 30, 2023

December 31, 2022

2748779075385; 2748779075388

Commercial real estate loans include term loans secured by non-owner occupied income producing properties including rental apartments, industrial properties, retail shopping centers, free-standing single-tenant buildings, medical and other office buildings, warehouse facilities, hotels and real estate secured lines of credit.

The following tables present the distribution of commercial real estate loans by property type, along with weighted average DSCRs and LTVs at **March 31, 2023** **June 30, 2023** (dollars in thousands):

		New							New							
		York			Weighted		Weighted		York			Weighted		Weighted		
		Amortized	Percent	Tri	Average	Average	DSCR	LTV	Cost	of Total	FL	State	Other	DSCR	LTV	
Office	Office	\$1,842,797	33 %	58 %	23 %	19 %	1.69	64.2 %	Office	\$1,852,403	32 %	59 %	24 %	17 %	1.61	66.2
Warehouse/Industrial	Warehouse/Industrial	1,217,698	21 %	64 %	15 %	21 %	2.00	52.0 %	Warehouse/Industrial	1,221,112	21 %	61 %	10 %	29 %	1.99	52.0
Multifamily	Multifamily	934,403	16 %	48 %	52 %	— %	2.20	45.4 %	Multifamily	841,742	15 %	48 %	52 %	— %	2.18	45.4
Retail	Retail	852,777	15 %	64 %	26 %	10 %	1.76	61.6 %	Retail	892,874	16 %	60 %	25 %	15 %	1.81	59.9
Hotel	Hotel	403,822	7 %	86 %	1 %	13 %	2.46	53.7 %	Hotel	398,945	7 %	86 %	1 %	13 %	2.27	51.1
Construction and Land	Construction and Land	324,805	6 %	49 %	49 %	2 %	N/A	N/A	Land	393,464	7 %	52 %	46 %	2 %	N/A	
Other	Other	95,398	2 %	77 %	7 %	16 %	1.81	48.3 %	Other	95,447	2 %	77 %	8 %	15 %	2.11	48.2
		\$5,671,700	100 %	60 %	26 %	14 %	1.92	56.8 %		\$5,695,987	100 %	60 %	25 %	15 %	1.88	57.1

		Florida				NY Tri State			
		Weighted Average DSCR		Weighted Average LTV		Weighted Average DSCR		Weighted Average LTV	
Office			1.70		66.5 %		1.54		60.2 %

Warehouse/Industrial	2.16	50.9 %	1.72	39.3 %
Multifamily	2.95	42.4 %	1.49	48.0 %
Retail	2.00	59.2 %	1.22	65.1 %
Hotel	2.37	48.0 %	1.29	68.6 %
Other	2.34	45.6 %	1.16	70.6 %
	2.07	56.1 %	1.56	53.6 %

	Florida		NY Tri State	
	Weighted Average DSCR	Weighted Average LTV	Weighted Average DSCR	Weighted Average LTV
Office	1.79	65.1 %	1.69	60.1 %
Warehouse/Industrial	2.08	51.2 %	1.40	47.6 %
Multifamily	2.82	43.5 %	1.57	47.3 %
Retail	2.01	59.2 %	1.24	65.3 %
Hotel	2.63	50.0 %	1.04	72.0 %
Other	2.03	45.8 %	1.22	67.6 %
	2.13	55.7 %	1.53	55.2 %

Geographic distribution in the tables above is based on location of the underlying collateral property. LTVs and DSCRs are based on the most recent available information; if current appraisals are not available, LTVs are adjusted by our models based on current and forecasted sub-market dynamics. DSCRs are calculated based on current contractually required payments, which may in some cases may be interest only.

The following table presents the maturity profile of the CRE portfolio over the next 12 months by property type at **March 31, 2023** **June 30, 2023** (dollars in thousands):

		Fixed						Fixed						
		% Maturing			Rate to Borrower			% Maturing			Rate to Borrower			
		Maturing in the Next 12 Months		Fixed Rate	Floating Rate	as a % of Total Portfolio	Floating Rate Not Swapped	Maturing in the Next 12 Months		Fixed Rate	as a % of Total Portfolio	Maturing in the Next 12 Months		
		12 Months	Months	Swapped	Portfolio	Swapped		12 Months	Months	Swapped	Portfolio	12 Months	Months	
Office	Office	\$ 344,041	19 %	\$ 121,595	\$ 73,608	11 %	\$ 148,838	Office	\$ 416,895	23 %	\$ 227,610	12 %		
Warehouse/Industrial	Warehouse/Industrial	105,382	9 %	46,441	—	4 %	58,941	Warehouse/Industrial	95,114	8 %	50,456	4 %		
Multifamily	Multifamily	158,129	17 %	78,598	—	8 %	79,531	Multifamily	108,613	13 %	29,082	3 %		
Retail	Retail	160,091	19 %	115,170	7,908	14 %	37,013	Retail	159,282	18 %	86,471	10 %		
Hotel	Hotel	27,722	7 %	2,568	—	1 %	25,154	Hotel	25,484	6 %	390	— %		
Construction and Land	Construction and Land	37,189	12 %	1,676	—	1 %	35,513	Construction and Land	102,978	26 %	2,765	1 %		
Other	Other	12,874	13 %	—	12,874	13 %	—	Other	25,702	27 %	25,702	27 %		
		\$ 845,428	15 %	\$ 366,048	\$ 94,390	8 %	\$ 384,990		\$ 934,068	16 %	\$ 422,476	7 %		

The following table presents scheduled maturities of the CRE portfolio by property type at **June 30, 2023** (dollars in thousands):

Property Type	2023		2024		2025		2026		Thereafter		Total	
	\$		\$		\$		\$		\$		\$	
Office	\$ 288,564		\$ 230,191		\$ 366,586		\$ 336,429		\$ 630,633		\$ 1,852,403	
Warehouse/Industrial	57,631		114,606		156,593		370,171		522,111		1,221,112	
Multifamily	43,784		78,343		80,463		189,612		449,540		841,742	
Retail	87,695		115,183		135,438		214,101		340,457		892,874	
Hotel	25,484		17,615		45,077		201,926		108,843		398,945	
Construction and Land	2,481		169,590		88,408		42,223		90,762		393,464	
Other	12,870		13,043		7,235		27,500		34,799		95,447	
	\$ 518,509		\$ 738,571		\$ 879,800		\$ 1,381,962		\$ 2,177,145		\$ 5,695,987	

The office segment totaled **\$1.8 billion** **\$1.9 billion** at **March 31, 2023** **June 30, 2023**. The largest concentration of loans is in Florida, where we believe market dynamics to be favorable, at 58% following charts present the sub-market geographic distribution of the segment. Over 90% of office CRE portfolio within the NY Tri-State and Florida office loans are suburban, and the majority are Class A or medical offices, markets at June 30, 2023:

[NY Tri-State by Sub-Market](#)

[Florida by Sub-Market](#)

The New York Tri-State market encompasses approximately 23% 24% of the office segment, with 9% 10% of total office exposure in Manhattan. As of June 30, 2023, the Manhattan portfolio was approximately 94% occupied with 5% rent rollover expected in the next twelve months. Substantially all of the Florida office portfolio is suburban.

Office loans not secured by properties in Florida or the New York tri-state area comprise 17% of the segment and 14% in Long Island, the boroughs and the neighboring tri-state area. The remaining 19% of office loans are in other markets with exhibit no particular geographic concentration, typically concentration. Many of these loans were made to high quality sponsors in our NY tri-state or FL customer base. Estimated rent rollover of the office portfolio in the next 12 months is approximately 10% 11% of the portfolio. The Approximately 16% is secured by medical office segment has de-minimis delinquent or nonperforming loans and five-year cumulative net charge-offs of approximately \$2 million, buildings.

The Company's commercial real estate underwriting standards most often provide for loan terms of five to seven years, with amortization schedules of no more than thirty years.

Commercial and industrial loans are typically made to small, middle market and larger corporate businesses and not-for-profit entities and include equipment loans, secured and unsecured working capital facilities, formula-based loans, subscription finance lines of credit, trade finance, SBA product offerings, business acquisition finance credit facilities, credit facilities to institutional real estate entities such as REITs and commercial real estate investment funds, and a small amount of commercial credit cards. These loans may be structured as term loans, typically with maturities of five to seven years, or revolving lines of credit which may have multi-year maturities. In addition to financing provided by Pinnacle, the Bank provides financing to state and local governmental entities generally within our geographic markets. Commercial loans included loans meeting the regulatory definition of shared national credits totaling \$4.8 \$4.9 billion at March 31, 2023 June 30, 2023, the majority a substantial portion of which were relationship based loans to borrowers in our primary geographic footprint. The Bank makes loans secured by owner-occupied commercial real estate that typically have risk profiles more closely aligned with that of commercial and industrial loans than with other types of commercial real estate loans.

The following table presents the exposure in the C&I portfolio by industry, at March 31, 2023 June 30, 2023 (dollars in thousands):

		Amortized Cost	Percent of Total		Amortized Cost	Percent of Total	
			Finance and Insurance	Manufacturing		Utilities	Construction
Finance and Insurance	Finance and Insurance	\$ 1,843,922	21.7 %	8.6 %	\$ 1,753,002	20.9 %	
Manufacturing	Manufacturing	729,475			780,854	9.3 %	
Educational Services	Educational Services	709,580	8.4 %		707,819	8.4 %	
Utilities						Utilities	624,585 7.4 %
Information	Information	670,683	7.9 %	Information	589,165	7.0 %	
Wholesale Trade	Wholesale Trade	633,591	7.5 %	Wholesale Trade	586,722	7.0 %	
Utilities		568,385	6.7 %				
Real Estate and Rental and Leasing	Real Estate and Rental and Leasing	496,360	5.9 %	Real Estate and Rental and Leasing	500,950	6.0 %	
Health Care and Social Assistance	Health Care and Social Assistance	478,032	5.6 %	Health Care and Social Assistance	495,310	5.9 %	
Construction						Construction	389,441 4.6 %
Transportation and Warehousing	Transportation and Warehousing	375,385	4.4 %	Transportation and Warehousing	375,386	4.5 %	
Construction		357,539	4.2 %				
Retail Trade	Retail Trade	312,993	3.7 %	Retail Trade	304,049	3.6 %	
Professional, Scientific, and Technical Services	Professional, Scientific, and Technical Services	277,375	3.3 %	Professional, Scientific, and Technical Services	266,586	3.2 %	
Other Services (except Public Administration)	Other Services (except Public Administration)	231,337	2.7 %	Other Services (except Public Administration)	231,133	2.7 %	
Public Administration	Public Administration	221,384	2.6 %	Public Administration	219,209	2.6 %	
Administrative and Support and Waste Management						Administrative and Support and Waste Management	195,668 2.3 %

Arts, Entertainment, and Recreation	Arts, Entertainment, and Recreation	177,214	2.1	Arts, Entertainment, and Recreation	172,236	2.0	%
Administrative and Support and Waste Management		169,534	2.0	%			
Accommodation and Food Services	Accommodation and Food Services	159,888	1.9	Accommodation and Food Services	150,161	1.8	%
Other	Other	68,372	0.8	Other	65,678	0.8	%
		\$ 8,481,049	100.0	%	\$ 8,407,954	100.0	%

Through its commercial lending subsidiaries, Pinnacle and Bridge, the Bank provides equipment and franchise financing on a national basis using both loan and lease structures. Pinnacle provides essential-use equipment financing to state and local governmental entities directly and through vendor programs and alliances. Pinnacle offers a full array of financing structures including equipment lease purchase agreements and direct (private placement) bond re-fundings and loan agreements. Bridge has two operating divisions. The franchise finance division offers franchise acquisition, expansion and equipment financing, typically to experienced operators in well-established concepts. The franchise finance portfolio is made up primarily of quick service restaurant and fitness concepts comprising 41% 44% and 54% 51% of the portfolio, respectively. The equipment finance division provides primarily transportation equipment financing through a variety of loan and lease structures.

Geographic Concentrations

The Company's commercial and commercial real estate portfolios are concentrated in Florida and the Tri-state area. 60% and 26% 25% of commercial real estate loans were secured by collateral located in Florida and the Tri-state area, respectively; while 31% and 27% 30% of all other commercial loans, including Pinnacle and Bridge, were to borrowers in Florida and the Tri-state area, respectively.

Operating lease equipment, net

Operating lease equipment, net of accumulated depreciation, totaled \$526 million \$515 million at March 31, 2023 June 30, 2023, including off-lease equipment, net of accumulated depreciation of \$50 million.

The chart below presents operating lease equipment by type at the dates indicated:

Years Ending December 31:	Years Ending December 31:	Years Ending December 31:
2023	2023	\$ 70,969
2024	2024	51,221
2025	2025	89,035
2026	2026	78,662
2027	2027	25,304
Thereafter through 2034	Thereafter through 2034	161,232
		\$ 476,423
		Years Ending December 31:
		2023 \$ 63,947
		2024 48,961
		2025 86,996
		2026 79,812
		2027 24,913
		Thereafter through 2034 159,661
		\$ 464,290

Asset Quality

Commercial Loans

We have a robust credit risk management framework, an experienced team to lead the workout and recovery process for the commercial and commercial real estate portfolios and a dedicated internal credit review function. Loan performance is monitored by our credit administration, portfolio management and workout and recovery departments. Generally, Risk ratings are updated continuously; generally, commercial relationships with balances in excess of defined thresholds are re-evaluated at least annually and more frequently if circumstances indicate that a change in risk rating may be warranted. The defined thresholds range from \$1 million to \$3 million. Homogenous groups of smaller balance commercial loans may be monitored collectively. The credit quality and risk rating of commercial loans as well as our underwriting and portfolio management practices are regularly reviewed by our internal independent credit review department.

We believe internal risk rating is the best indicator of the credit quality of commercial loans. The Company utilizes a 16-grade internal asset risk classification system as part of its efforts to monitor and maintain commercial asset quality. The special mention rating is considered a transitional rating for loans exhibiting potential credit weaknesses that could result in deterioration of repayment prospects at some future date if not checked or corrected and that deserve management's close attention. These borrowers may exhibit declining cash flows or revenues or increasing leverage. Loans with well-defined credit weaknesses that may result in a loss if the deficiencies are not corrected are assigned a risk rating of substandard. These borrowers may exhibit payment defaults, inadequate cash flows from current operations, operating losses, increasing balance sheet leverage, project

cost overruns, unreasonable construction delays, exhausted interest reserves, declining collateral values, frequent overdrafts or past due real estate taxes. Loans with weaknesses so severe that collection in full is highly questionable or improbable, but because of certain reasonably specific pending factors have not been charged off, are assigned an internal risk rating of doubtful.

The following table summarizes the Company's commercial credit exposure, based on internal risk rating, at the dates indicated (dollars in thousands):

		March 31, 2023		December 31, 2022		June 30, 2023		March 31, 2023		December 31, 2022	
		Percent of		Percent of		Percent of		Percent of		Percent of	
		Amortized	Commercial								
		Cost	Loans								
Pass	Pass	\$ 15,314,776	95.2 %	\$ 15,244,761	95.4 %	\$ 15,169,909	94.6 %	\$ 15,314,776	95.2 %	\$ 15,244,761	95.4 %
Special mention	Special mention	101,781	0.6 %	51,433	0.3 %	233,004	1.5 %	101,781	0.6 %	51,433	0.3 %
Substandard accruing	Substandard accruing	596,054	3.7 %	605,965	3.8 %	525,643	3.3 %	596,054	3.7 %	605,965	3.8 %
Substandard non-accruing	Substandard non-accruing	82,840	0.5 %	75,125	0.5 %	80,642	0.5 %	82,840	0.5 %	75,125	0.5 %
Doubtful	Doubtful	7,699	— %	7,990	— %	14,954	0.1 %	7,699	— %	7,990	— %
		<u>\$ 16,103,150</u>	<u>100.0 %</u>	<u>\$ 15,985,274</u>	<u>100.0 %</u>	<u>\$ 16,024,152</u>	<u>100.0 %</u>	<u>\$ 16,103,150</u>	<u>100.0 %</u>	<u>\$ 15,985,274</u>	<u>100.0 %</u>

The increase in special mention loans at March 31, 2023 compared to December 31, 2022 relates primarily to one multi-family loan that migrated to special mention during the quarter and paid off in April.

The following table provides additional information about special mention and substandard accruing loans, at the dates indicated (dollars in thousands). Non-performing loans are discussed further in the section entitled "Non-performing Assets" below.

		March 31, 2023		December 31, 2022		June 30, 2023		March 31, 2023		December 31, 2022		
		% of		% of		% of		% of		% of		
		Amortized	Loan	Amortized	Loan	Amortized	Loan	Amortized	Loan	Amortized	Loan	
		Cost	Segment	Cost	Segment	Cost	Segment	Cost	Segment	Cost	Segment	
Special mention:	Special mention:					Special mention:						
CRE	CRE					CRE						
Hotel	Hotel	\$ 412	0.1 %	\$ 709	0.2 %	Hotel	\$ 186	— %	\$ 412	0.1 %	\$ 709	0.2 %
Retail	Retail	2,150	0.3 %	—	— %	Retail	2,135	0.2 %	2,150	0.3 %	—	— %
Multi-family	Multi-family	42,950	4.6 %	—	— %	Multi-family	—	— %	42,950	4.6 %	—	— %
Office	Office	17,912	1.0 %	18,006	1.0 %	Office	21,682	1.1 %	17,912	1.0 %	18,006	1.0 %
		<u>63,424</u>		<u>18,715</u>			<u>24,003</u>		<u>63,424</u>		<u>18,715</u>	
Owner occupied commercial real estate	Owner occupied commercial real estate	7,111	0.4 %	24,101	1.3 %	Owner occupied commercial real estate	20,264	1.1 %	7,111	0.4 %	24,101	1.3 %
Commercial and industrial	Commercial and industrial	24,043	0.4 %	1,017	— %	Commercial and industrial	184,183	2.8 %	24,043	0.4 %	1,017	— %
Bridge - franchise finance		7,203	3.0 %	7,600	3.0 %							
Franchise finance												
Substandard accruing:	Substandard accruing:	<u>\$ 101,781</u>		<u>\$ 51,433</u>			<u>\$ 233,004</u>		<u>\$ 101,781</u>		<u>\$ 51,433</u>	
CRE	CRE					Substandard accruing:						
Hotel	Hotel	\$ 40,012	9.9 %	\$ 14,538	3.6 %	Hotel	\$ 40,009	10.0 %	\$ 40,012	9.9 %	\$ 14,538	3.6 %
Retail	Retail	76,798	9.0 %	72,421	8.4 %	Retail	67,075	7.5 %	76,798	9.0 %	72,421	8.4 %
Multi-family	Multi-family	136,863	14.6 %	146,235	15.5 %	Multi-family	108,728	9.9 %	136,863	14.6 %	146,235	15.5 %

Office	Office	72,570	3.8 %	73,042	3.9 %	Office	72,100	3.8 %	72,570	3.8 %	73,042	3.9 %
Industrial	Industrial	—	— %	976	0.1 %	Industrial	—	— %	—	— %	976	0.1 %
Other	Other	4,742	1.1 %	7,989	2.6 %	Other	2,675	2.1 %	4,742	1.1 %	7,989	2.6 %
		<u>330,985</u>		<u>315,201</u>			<u>290,587</u>		<u>330,985</u>		<u>315,201</u>	
Owner occupied commercial real estate	Owner occupied commercial real estate	94,226	5.1 %	73,501	3.9 %	Owner occupied commercial real estate	84,453	4.6 %	94,226	5.1 %	73,501	3.9 %
Commercial and industrial	Commercial and industrial	128,301	1.9 %	171,613	2.7 %	Commercial and industrial	90,143	1.4 %	128,301	1.9 %	171,613	2.7 %
Bridge - franchise finance	Bridge - equipment finance	41,389	17.3 %	44,295	17.5 %							
Franchise finance		1,153	0.4 %	1,355	0.5 %							
Equipment finance												
		<u>\$596,054</u>		<u>\$605,965</u>			<u>\$525,643</u>		<u>\$596,054</u>		<u>\$605,965</u>	

One \$22 million loan that was moved to special mention during the quarter paid off shortly after quarter-end.

Operating Lease Equipment, net

Operating leases with a carrying value of assets under lease totaling \$17 million were internally risk rated substandard at **March 31, 2023** **June 30, 2023**. On a quarterly basis, management performs an impairment analysis on assets with indicators of potential impairment. Potential impairment indicators include evidence of changes in residual value, macro-economic conditions, an extended period of time off-lease, criticized or classified status, or management's intention to sell the asset at an amount potentially below its carrying value. There were no impairment charges recognized during the three and six months ended **March 31, 2023** **June 30, 2023** and 2022.

Bridge had exposure to the energy industry of **\$244 million** **\$238 million** at **March 31, 2023** **June 30, 2023**. The majority of the energy exposure was in the operating lease equipment portfolio where energy exposure totaled **\$215 million** **\$211 million**, consisting primarily of railcars serving the petroleum industry.

Residential Loans

Our residential mortgage portfolio, excluding GNMA buyout loans, consists primarily of prime jumbo loans purchased through established correspondent channels. Most of our purchases are of performing jumbo mortgage loans which have FICO scores above 700, primarily are owner-occupied and full documentation, and have a current LTV of 80% or less although loans with LTVs higher than 80% may be extended to selected credit-worthy borrowers. We perform due diligence on the purchased loans for credit, compliance, counterparty, payment history and property valuation.

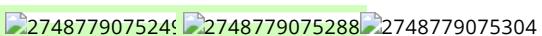
We have a dedicated residential credit risk management function, and the residential portfolio is monitored by our internal credit review function. Residential mortgage loans are not individually risk rated. Delinquency status is the primary measure we use to monitor the credit quality of these loans. We also consider original LTV and most recently available FICO score to be significant indicators of credit quality for the 1-4 single family residential portfolio, excluding government insured residential loans.

The following charts present information about the 1-4 single family residential portfolio, excluding government insured loans, by FICO distribution, LTV distribution and vintage at **March 31, 2023** **June 30, 2023**:

FICO Distribution

LTV Distribution

Vintage



FICO scores are generally updated semi-annually and were most recently updated in the first quarter of 2023. LTVs are typically based on valuation at origination since we do not routinely update residential appraisals.

At **March 31, 2023** **June 30, 2023**, the majority of the 1-4 single family residential loan portfolio, excluding government insured residential loans, was owner-occupied, with **79%** **80%** primary residence, 5% second homes and **16%** **15%** investment properties.

1-4 single family residential loans excluding government insured residential loans past due more than 30 days totaled **\$65** **\$51** million and \$62 million at **March 31, 2023** **June 30, 2023** and December 31, 2022, respectively. The amount of these loans 90 days or more past due was \$12 million and \$15 million at **both March 31, 2023** **June 30, 2023** and December 31, 2022, respectively.

Note 4 to the consolidated financial statements presents additional information about key credit quality indicators and delinquency status of the loan portfolio.

Stress Testing Results

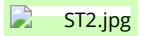
The majority of our commercial portfolio is subject to quarterly stress test analysis. We continually re-evaluate our stress testing framework and adapt it to evolving macro-economic conditions as necessary. On an annual basis, we also run a rigorous stress test of our entire balance sheet incorporating the FRB's severely adverse CCAR scenario as well as additional idiosyncratic scenarios reflective of evolving macro-economic themes. The latest stress test incorporating the FRB's CCAR severely adverse scenario was performed during the second quarter of 2023.

The following charts summarize the results of this stress test. Additionally, we present stress results for the CRE portfolio based on the Moody's S4 recessionary scenario (dollars in millions):

Total Loan Portfolio Stress Test Results⁽¹⁾



CRE Portfolio Stress Test Results⁽²⁾



(1) Excludes Pinnacle municipal finance and mortgage warehouse lending.

(2) Construction loans are included in the chart based on their applicable property type.

Non-Performing Assets

Non-performing assets generally consist of (i) non-accrual loans, (ii) accruing loans that are more than 90 days contractually past due as to interest or principal, excluding PCD loans for which management has a reasonable basis for an expectation about future cash flows and government insured residential loans, and (iii) OREO and other non-performing assets.

The following table and charts summarize the Company's non-performing loans and non-performing assets at the dates indicated (dollars in thousands):

		March 31, 2023	December 31, 2022		June 30, 2023		December 31, 2022
Non-accrual loans:	Non-accrual loans:			Non-accrual loans:			
Residential	Residential	\$ 23,102	\$ 21,311	Residential	\$ 22,534		\$ 21,311
Commercial:	Commercial:			Commercial:			
Non-owner occupied commercial real estate	Non-owner occupied commercial real estate	16,461	16,657	Non-owner occupied commercial real estate	16,778		16,657
Construction and land	Construction and land	676	5,695	Construction and land	655		5,695
Owner occupied commercial real estate	Owner occupied commercial real estate	15,357	17,751	Owner occupied commercial real estate	11,562		17,751
Commercial and industrial	Commercial and industrial	51,888	29,722	Commercial and industrial	62,647		29,722
Bridge - franchise finance		6,157	13,290				
Franchise finance				Franchise finance			
Total commercial loans	Total commercial loans	90,539	83,115	Total commercial loans	95,596		83,115
Total non-accrual loans	Total non-accrual loans	113,641	104,426	Total non-accrual loans	118,130		104,426
Loans past due 90 days and still accruing	Loans past due 90 days and still accruing	593	593	Loans past due 90 days and still accruing	593		593
Total non-performing loans	Total non-performing loans	114,234	105,019	Total non-performing loans	118,723		105,019
OREO and other non-performing assets	OREO and other non-performing assets	3,237	1,932	OREO and other non-performing assets	2,084		1,932

Total non-performing assets	Total non-performing assets	\$ 117,471	\$ 106,951	Total non-performing assets	\$ 120,807	\$ 106,951
Non-performing loans to total loans ⁽¹⁾	Non-performing loans to total loans ⁽¹⁾	0.46 %	0.42 %	Non-performing loans to total loans ⁽¹⁾	0.48 %	0.42 %
Non-performing assets to total assets ⁽¹⁾	Non-performing assets to total assets ⁽¹⁾	0.32 %	0.29 %	Non-performing assets to total assets ⁽¹⁾	0.34 %	0.29 %
ACL to total loans	ACL to total loans	0.64 %	0.59 %	ACL to total loans	0.68 %	0.59 %
ACL to non-performing loans	ACL to non-performing loans	139.01 %	140.88 %	ACL to non-performing loans	140.52 %	140.88 %
Net charge-offs to average loans ⁽²⁾	Net charge-offs to average loans ⁽²⁾	0.08 %	0.22 %	Net charge-offs to average loans ⁽²⁾	0.09 %	0.22 %

(1) Non-performing loans and assets include the guaranteed portion of non-accrual SBA loans totaling **\$36.9 million** **\$35.9 million** or 0.15% of total loans and 0.10% of total assets, at **March 31, 2023** **June 30, 2023**, and \$40.3 million or 0.16% of total loans and 0.11% of total assets, at December 31, 2022.

(2) Annualized for the **three** **six** months ended **March 31, 2023**; ratio presented for **December 31, 2022**, **June 30, 2023**

Contractually delinquent government insured residential loans are typically GNMA early buyout loans and are excluded from non-performing loans as defined in the table above due to their government guarantee. The carrying value of such loans contractually delinquent by 90 days or more was **\$438 million** **\$373 million** and \$493 million at **March 31, 2023** **June 30, 2023** and December 31, 2022, respectively.

See "Results of Operations - Provision for Credit Losses" above and "Analysis of the Allowance for Credit Losses" below for further discussion of the Provision for Credit Losses and the ACL.

The following chart presents trends in non-performing loans by portfolio sub-segment (in millions):



Commercial loans are placed on non-accrual status when (i) management has determined that full repayment of all contractual principal and interest is in doubt, or (ii) the loan is past due 90 days or more as to principal or interest unless the loan is well secured and in the process of collection. Residential and consumer loans, other than government insured pool buyout loans, are generally placed on non-accrual status when they are 90-60 days past due. Additionally, certain residential loans not contractually delinquent but in forbearance may be placed on non-accrual status at management's discretion. When a loan is placed on non-accrual status, uncollected interest accrued is reversed and charged to interest income. Commercial loans are returned to accrual status only after all past due principal and interest has been collected and full repayment of remaining contractual principal and interest is reasonably assured. Residential loans are generally returned to accrual status when less than 90 days past due. Past due status of loans is determined based on the contractual next payment due date. Loans less than 30 days past due are reported as current.

Loss Mitigation Strategies

Criticized or classified commercial loans in excess of certain thresholds are reviewed quarterly by the Criticized Asset Committee, which evaluates the appropriate strategy for collection to mitigate the amount of credit losses and considers the appropriate risk rating for these loans. Criticized asset reports for each relationship are presented by the assigned relationship manager and credit officer to the Criticized Asset Committee until such time as the relationships are returned to a satisfactory credit risk rating or otherwise resolved. The Criticized Asset Committee may require the transfer of a loan to our workout and recovery department, which is tasked to effectively manage the loan with the goal of minimizing losses and expenses associated with restructure, collection and/or liquidation of collateral. Commercial loans with a risk rating of substandard, loans on non-accrual status, and assets classified as OREO or repossessed assets are usually transferred to workout and recovery. Oversight of the workout and recovery department is provided by the Criticized Asset Committee.

Our servicers evaluate each residential loan in default to determine the most effective loss mitigation strategy, which may be modification, short sale, or foreclosure, and pursue the alternative most suitable to the consumer and to mitigate losses to the bank.

Analysis of the Allowance for Credit Losses

The ACL is management's estimate of the amount of expected credit losses over the life of the loan portfolio, or the amount of amortized cost basis not expected to be collected, at the balance sheet date. This estimate encompasses information about historical events, current conditions and reasonable and supportable economic forecasts. Determining the amount of the ACL is complex and requires extensive judgment by management about matters that are inherently uncertain. Given the current level of economic uncertainty, the complexity of the ACL estimate and level of management judgment required, we believe it is possible that the ACL estimate could change, potentially materially, in future periods. Changes in the ACL may result from changes in current economic conditions, our economic forecast, loan portfolio composition, commercial and residential real estate market dynamics in our geographic footprint and circumstances not currently known to us that may impact the financial condition and operations of our borrowers, among other factors.

Expected credit losses are estimated on a collective basis for groups of loans that share similar risk characteristics. For loans that do not share similar risk characteristics with other loans such as collateral dependent loans, expected credit losses are estimated on an individual basis. Expected credit losses are estimated over the contractual terms of the loans, adjusted for expected prepayments, generally excluding expected extensions, renewals, and modifications.

For the substantial majority of portfolio segments and subsegments, including residential loans other than government insured loans, and most commercial and commercial real estate loans, expected losses are estimated using econometric models. The models employ a factor based methodology, leveraging data sets containing extensive historical

loss and recovery information by industry, geography, product type, collateral type and obligor characteristics, to estimate PD and LGD. Measures of PD for commercial loans incorporate current conditions through market cycle or credit cycle adjustments. For residential loans, the models consider FICO and adjusted LTVs. PDs and LGDs are then conditioned on the reasonable and supportable economic forecast. Projected PDs and LGDs, determined based on pool level characteristics, are applied to estimated exposure at default, considering the contractual term and payment structure of loans, adjusted for prepayments, to generate estimates of expected loss. For criticized or classified loans, PDs are adjusted to benchmark PDs established for each risk rating. The ACL estimate incorporates a reasonable and supportable economic forecast through the use of externally developed macroeconomic scenarios applied in the models.

A single economic scenario or a probability weighted blend of economic scenarios may be used. The models ingest numerous national, regional and MSA level variables and data points.

At March 31, 2023 June 30, 2023, we used a combination of weighted third-party provided economic scenarios in calculating the quantitative portion of the ACL, and December 31, 2022, we used a single externally provided baseline scenario in calculating the quantitative portion at December 31, 2022, with a downside scenario informing a qualitative overlay. Each of the ACL These these externally provided scenarios in fact, represent the result of a probability weighting of thousands of individual scenario paths. At December 31, 2022, we incorporated a downside scenario to inform the amount of qualitative reserves, which effectively equated the ACL for most portfolio segments to that determined using a 100% weighted downside scenario. The downside scenario reflected peak unemployment at 6.4% and a trough of negative GDP growth of 3.7%. The substantial majority of the qualitative adjustment related to economic uncertainty determined at December 31, 2022 remained in place at March 31, 2023.

See Note 1 to the consolidated financial statements of the Company's 2022 Annual Report on Form 10-K for more detailed information about our ACL methodology.

The following table provides an analysis of the ACL, provision for (recovery of) credit losses related to the funded portion of loans and net charge-offs by loan segment for the periods indicated (dollars in thousands):

	Non-owner Occupied Commercial										Owner Occupied Commercial and Construction Commercial Industrial Pinnacle Franchise Bridge - Finance Bridge - Equipment Finance Total										Non-Owner Occupied Commercial					Owner Occupied Commercial and municipal Pinnacle							
	Residential		Real Estate		and Land		Real Estate		Industrial		Pinnacle		Finance		Finance		Total		Residential		Real Estate		and Land		Real Estate		Industrial		Finance				
	Balance at December 31, 2021	Balance at December 31, 2021	\$ 9,187	\$ 27,780	\$ 1,031	\$ 21,638	\$ 46,312	\$ 170	\$ 16,746	\$ 3,593	\$ 126,457							Balance at December 31, 2021	\$ 9,187	\$ 27,780	\$ 1,031	\$ 21,638	\$ 46,312	\$ 170									
Provision for (recovery of) credit losses	Provision for (recovery of) credit losses	(256)	12,887	358	(2,145)	376	(30)	(2,801)	(943)	7,446							Provision for (recovery of) credit losses	192	9,175	709	1,129	18,439	(28)										
Charge- offs	Charge- offs	—	(9,180)	—	(35)	(1,360)	—	(96)	—	(10,671)							Charge- offs	(412)	(9,180)	(233)	(2,782)	(6,112)	—										
Recoveries	Recoveries	26	620	—	319	661	—	585	—	2,211							Recoveries	43	1,912	—	324	1,891	—										
Balance at March 31, 2022													\$ 8,957 \$ 32,107 \$ 1,389 \$ 19,777 \$ 45,989 \$ 140 \$ 14,434 \$ 2,650 \$ 125,443													Balance at June 30, 2022							
Balance at December 31, 2022	Balance at December 31, 2022	\$ 11,741	\$ 22,327	\$ 2,424	\$ 20,543	\$ 76,647	\$ 173	\$ 11,747	\$ 2,344	\$ 147,946							Balance at December 31, 2022	\$ 11,741	\$ 22,327	\$ 2,424	\$ 20,543	\$ 76,647	\$ 173										
Impact of adoption of ASU	Impact of adoption of ASU	(117)	—	—	5	(1,676)	—	(6)	—	(1,794)							Impact of adoption of ASU	2022-02	(117)	—	—	5	(1,676)	—									
Balance at January 1, 2023	Balance at January 1, 2023	11,624	22,327	2,424	20,548	74,971	173	11,741	2,344	146,152							Balance at January 1, 2023	11,624	22,327	2,424	20,548	74,971	173										
Provision for (recovery of) credit losses	Provision for (recovery of) credit losses	170	2,004	(706)	(1,528)	17,702	5	70	(122)	17,595							Provision for (recovery of) credit losses	(2,742)	5,738	(32)	(1,922)	30,533	24										
Charge- offs	Charge- offs	—	(35)	—	—	(1,597)	—	(6,267)	—	(7,899)							Charge- offs	—	(813)	—	—	(8,975)	—										
Recoveries	Recoveries	3	31	—	346	2,540	—	24	—	2,944							Recoveries	5	53	—	2,036	3,799	—										
Balance at March 31, 2023													\$ 11,797 \$ 24,327 \$ 1,718 \$ 19,366 \$ 93,616 \$ 178 \$ 5,568 \$ 2,222 \$ 158,792													66/81							

Balance at June 30, 2023										Balance at June 30, 2023					
Net Charge-offs to Average Loans	Net Charge-offs to Average Loans	Net Charge-offs to Average Loans								Net Charge-offs to Average Loans					
Three Months Ended															
March 31, 2022	— %	0.64 %	— %	(0.06) %	0.05 %	— %	(0.61) %	— %	0.15 %						
Three Months Ended															
March 31, 2023	— %	— %	— %	(0.08) %	(0.05) %	— %	15.83 %	— %	0.08 %						
Six Months Ended															
June 30, 2022										0.01 %	0.27 %	0.25 %	0.26 %	0.15 %	—
Six Months Ended															
June 30, 2023										— %	0.03 %	— %	(0.22) %	0.15 %	—

The following table shows the distribution of the ACL at the dates indicated (dollars in thousands):

		March 31, 2023		December 31, 2022		June 30, 2023		March 31, 2023		December 31, 2022		
		Total	% ⁽¹⁾	Total	% ⁽¹⁾	Total	% ⁽¹⁾	Total	% ⁽¹⁾	Total	% ⁽¹⁾	
Residential	Residential	\$ 11,797	35.3 %	\$ 11,741	35.7 %	Residential	\$ 8,887	34.9 %	\$ 11,797	35.3 %	\$ 11,741	35.7 %
Non-owner occupied commercial real estate	Non-owner occupied commercial real estate	24,327	21.5 %	22,327	21.7 %	Non-owner occupied commercial real estate	27,305	21.5 %	24,327	21.5 %	22,327	21.7 %
Construction and land	Construction and land	1,718	1.3 %	2,424	1.2 %	Construction and land	2,392	1.6 %	1,718	1.3 %	2,424	1.2 %
CRE	CRE	26,045		24,751		CRE	29,697		26,045		24,751	
Owner occupied commercial real estate	Owner occupied commercial real estate	19,366	7.5 %	20,543	7.6 %	Owner occupied commercial real estate	20,662	7.4 %	19,366	7.5 %	20,543	7.6 %
Commercial and industrial (2)	Commercial and industrial (2)	93,616	28.6 %	76,647	28.0 %	Commercial and industrial (2)	100,328	28.9 %	93,616	28.6 %	76,647	28.0 %
Pinnacle		178	3.7 %	173	3.7 %							
Bridge - franchise finance		5,568	1.0 %	11,747	1.0 %							
Bridge - equipment finance		2,222	1.1 %	2,344	1.1 %							
Pinnacle - municipal finance						Pinnacle - municipal finance						
Franchise finance						Franchise finance						
Equipment finance						Equipment finance						
		120,950		111,454			128,249		120,950		111,454	
		\$158,792	100.0 %	\$147,946	100.0 %		\$166,833	100.0 %	\$158,792	100.0 %	\$147,946	100.0 %

(1) Represents percentage of loans receivable in each category to total loans receivable.

(2) Includes mortgage warehouse lending.

The following table presents the ACL as a percentage of loans at the dates indicated:

		March 31, 2023		December 31, 2022		June 30, 2023		March 31, 2023		December 31, 2022	
		Residential	Commercial	Residential	Commercial	Residential	Commercial	Residential	Commercial	Residential	Commercial
Residential	Residential	0.13	%	0.13	%	0.10	%	0.13	%	0.13	%
Commercial:	Commercial:										
CRE	CRE	0.46	%	0.43	%	0.52	%	0.46	%	0.43	%
Commercial and industrial	Commercial and industrial	1.25	%	1.10	%	1.35	%	1.25	%	1.10	%
Pinnacle		0.02	%	0.02	%						
Bridge - franchise finance		2.33	%	4.63	%						
Bridge - equipment finance		0.83	%	0.82	%						
Pinnacle - municipal finance										Pinnacle - municipal finance	0.02 %
Franchise finance										Franchise finance	2.07 %
Equipment finance										Equipment finance	1.16 %
Total commercial	Total commercial	0.91	%	0.85	%	0.99	%	0.91	%	0.85	%
		0.64	%	0.59	%	0.68	%	0.64	%	0.59	%

Significant offsetting factors Factors contributing to the change in the ACL during the three months ended **March 31, 2023** **June 30, 2023** are depicted in the chart below (dollars in millions):



Changes in the ACL during the three months ended **March 31, 2023** **June 30, 2023**

As depicted in the chart above, the primary drivers of the increase in the ACL from **December 31, 2022** **March 31, 2023** to **March 31, 2023** **June 30, 2023** were increases in specific reserves, changes in the related to a less favorable baseline economic forecast coupled with heavier weighting of a downside economic forecast scenario and new production, an increase in certain qualitative factors, partially offset by net charge-offs and charge-offs. There was a decrease in shift from the qualitative to the quantitative ACL related to the economic forecast during the quarter ended June 30, 2023 as the quantitative modeling is now encompassing certain qualitative loss factors, dynamics that were captured qualitatively at the prior quarter-end. The ACL as a percentage of loans was increased to 0.68% at June 30, 2023, from 0.64% at March 31, 2023.

The ACL for the CRE portfolio sub-segment, including non-owner occupied CRE and construction and land, increased by \$3.7 million during the three months ended June 30, 2023, compared from 0.46% to 0.59% at December 31, 2022. 0.52% of loans. The increase in the ACL for this segment was primarily driven by the economic forecast and changes in qualitative overlay related to the CRE office portfolio. At June 30, 2023, the ACL for the CRE office portfolio totaled \$15.3 million, or 0.83% of loans.

The ACL for the commercial and industrial sub-segment, including owner-occupied commercial real estate, increased by \$15.8 million during the three months ended **March 31, 2023** **June 30, 2023**, from 1.10% 1.25% to 1.25% 1.35% of loans. The most significant contributing factor was an increase in certain specific reserves. Changes in the ACL for this segment was primarily driven by the economic forecast, also contributed to this increase, partially offset by net charge offs and decreases in specific reserves.

The ACL for the BFG franchise finance portfolio segment decreased by \$6.2 million during the three months ended **March 31, 2023** **June 30, 2023**, from 4.63% 2.33% to 2.33% 2.07% of loans. Substantially all This decrease is primarily a result of this decrease was due net charge-offs during the quarter.

The ACL for the equipment finance portfolio segment increased by \$0.5 million during the three months ended June 30, 2023, from 0.83% to 1.16% of loans, resulting primarily from an increase in classified loans during the charge-off of a loan that had been fully reserved for at December 31, 2022 quarter.

The estimate of the ACL at **March 31, 2023** **June 30, 2023** was informed by forecasted economic scenarios published in **March** **June** 2023, a wide variety of additional economic data, information about borrower financial condition and collateral values and other relevant information. The economic forecast used in modeling the quantitative portion of the ACL as at June 30, 2023 was modeled using a weighting of **March 31, 2023**, was a baseline, downside and upside third-party provided economic scenarios, with the highest weighting ascribed to the baseline forecast. Also, see scenario and the preceding discussion related lowest weighting ascribed to incorporation of economic forecasts in the ACL estimate, upside scenario. Some of the data points informing the reasonable and supportable economic forecast used in estimating the quantitative portion of the ACL at **March 31, 2023** **June 30, 2023** included:

- Labor market assumptions, which reflected national unemployment peaking at 3.5% for 4.29% in the second quarter of 2023, increasing to 4.0% by baseline scenario and 7.9% in the end of 2023 through 2024; downside scenarios;
- Annualized growth in GDP troughing at 1.0% for the second quarter of 2023, declining to 1%, averaging 1.9% for 2023 and 2024;
- S&P 500 flat 0.6% in the second quarter of 2023 with gains of 11.5% baseline and 2.4% by the end of 2023 and 2024, respectively;

- HPI decline of 5.2% (3.1%) in the second quarter downside scenario.

The above is provided to give a high level overview of 2023, with further declines the nature and severity of 3.6% and 3.5% by the end of 2023 and 2024, respectively.

Additional economic forecast scenarios used in estimating the ACL. Numerous additional variables and assumptions not explicitly stated, including but not limited to detailed commercial property forecasts, projected stock market volatility indices and a variety of assumptions about market interest rates and spreads also contributed to the overall impact economic conditions and the economic forecast had on the ACL estimate. Furthermore, while the variables presented above are at the national level, many most of the variables are regionalized at the market and submarket level in the models.

For additional information about the ACL, see Note 4 to the consolidated financial statements.

Deposits

The Company has a diverse deposit book by industry sector, with no deposits from venture capital or cryptocurrency-related businesses. sector. Our largest deposit industry sector segment at June 30, 2023 was the title solutions, insurance industry, with approximately \$2.0 billion \$2.7 billion in total deposits, spread across over 8,000 accounts and over 950 relationships at March 31, 2023, deposits; no other industry sectors exceeded \$1.0 billion at March 31, 2023. Over 85% 80% of title sector deposits were in operating accounts. Approximately 61% 60% of our deposits are were commercial or municipal in nature, deposits, with over approximately 80% of commercial deposits considered relationship-based.

The following table presents information about the Company's insured and collateralized deposits as of March 31, 2023 June 30, 2023 (dollars in thousands):

Total deposits	\$ 25,722,898	25,838,652
Estimated amount of uninsured deposits	\$ 12,961,274	11,841,313
Less: collateralized deposits		(2,866,453) (2,829,962)
Less: affiliate deposits		(231,159) (239,117)
Adjusted uninsured deposits	\$ 9,863,662	8,772,234
Estimated insured and collateralized deposits	\$ 15,859,236	17,066,418
Insured and collateralized deposits to total deposits		62.66 %

In response to the recent events impacting the banking sector, we increased deposits in the insured ICS program by \$164 million during the three months ended March 31, 2023 to \$282 million.

See the section entitled "Liquidity" below for a further discussion of the impact of March, 2023 events impacting the banking sector on the Bank's deposits.

Time deposit accounts with balances of \$250,000 or more totaled \$819 million \$884 million and \$730 million at March 31, 2023 June 30, 2023 and December 31, 2022, respectively. The following table shows scheduled maturities of uninsured time deposits as of March 31, 2023 June 30, 2023 (in thousands):

Three months or less	\$ 77,688	192,239
Over three through six months	\$ 181,972	320,028
Over six through twelve months	\$ 448,020	225,707
Over twelve months	\$ 5,593	16,224
	\$ 713,273	754,198

The estimated amount of uninsured deposits at March 31, 2023 June 30, 2023 and December 31, 2022 was \$13.0 billion \$11.8 billion and \$18.2 billion, \$18.2 billion, respectively. Collateralized and affiliate deposits are included in these amounts.

For additional information about Deposits, see Note 10 to the consolidated financial statements.

Borrowings

In addition to deposits, we utilize FHLB advances as a funding source; the advances provide us with additional flexibility in managing both term and cost of funding and in managing interest rate risk. FHLB advances were elevated at March 31, 2023 due to March, 2023 events impacting the banking industry. FHLB advances are secured by qualifying residential first mortgage and commercial real estate loans and MBS. The following table presents information about the contractual balance of outstanding FHLB advances, as of March 31, 2023 June 30, 2023 (dollars in thousands):

Maturing in:	Maturing in:	Weighted Average		Weighted Average	
		Amount	Rate	Amount	Rate
2023 - One month or less	2023 - One month or less	\$ 3,920,000	4.89 %	\$ 4,045,000	5.21 %

2023 - Over one month	2023 - Over one month		2023 - Over one month	
	3,630,000	5.09	%	1,930,000
Total contractual balance outstanding	Total contractual balance outstanding	\$ 7,550,000		5.24 %
			\$ 5,975,000	

The table above reflects contractual maturities of outstanding advances and does not incorporate the impact that interest rate swaps designated as cash flow hedges have on the duration or cost of borrowings. FHLB advances drawn down in March, 2023 were typically one month advances to provide for maximum flexibility in managing liquidity during a volatile time. Management is currently evaluating the optimal term structure of the advance portfolio in light of the Bank's current liquidity and interest rate risk profile.

The table below presents information about outstanding interest rate swaps hedging the variability of interest cash flows on the FHLB advances included in the table above, as of **March 31, 2023** **June 30, 2023** (dollars in thousands):

Cash flow hedges maturing in:	Notional Amount			Weighted Average Rate			Notional Amount			Weighted Average Rate		
	2023	2024	2025	2026	Thereafter	2023	2024	2025	2026	Thereafter	2023	2024
Cash flow hedges maturing in:						Cash flow hedges maturing in:						
2023	2023	\$ 35,000		2.82 %		2023	\$ 35,000		2.82 %			
2024	2024	535,000		2.40 %		2024		535,000	2.40 %			
2025	2025	425,000		2.28 %		2025		625,000	2.74 %			
2026	2026	130,000		1.93 %		2026		930,000	3.23 %			
Thereafter	Thereafter	25,000		2.50 %		Thereafter		25,000	2.50 %			
		\$ 1,150,000		2.32 %				\$ 2,150,000	2.87 %			

See Note 6 to the consolidated financial statements and "Interest Rate Risk" below for more information about derivative instruments.

Outstanding notes payable and other borrowings consisted of the following at the dates indicated (in thousands):

	March 31, 2023		December 31, 2022		June 30, 2023		December 31, 2022	
Senior notes:	Senior notes:				Senior notes:			
Principal amount of 4.875% senior notes maturing on November 17, 2025	Principal amount of 4.875% senior notes maturing on November 17, 2025	\$ 400,000	\$ 400,000		Principal amount of 4.875% senior notes maturing on November 17, 2025	\$ 394,621	\$ 400,000	
Unamortized discount and debt issuance costs	Unamortized discount and debt issuance costs	(2,376)	(2,586)		Unamortized discount and debt issuance costs	(2,134)	(2,586)	
		397,624	397,414			392,487	397,414	
Subordinated notes:	Subordinated notes:				Subordinated notes:			
Principal amount of 5.125% subordinated notes maturing on June 11, 2030	Principal amount of 5.125% subordinated notes maturing on June 11, 2030	300,000	300,000		Principal amount of 5.125% subordinated notes maturing on June 11, 2030	300,000	300,000	
Unamortized discount and debt issuance costs	Unamortized discount and debt issuance costs	(4,745)	(4,880)		Unamortized discount and debt issuance costs	(4,609)	(4,880)	
		295,255	295,120			295,391	295,120	
Total notes	Total notes	692,879	692,534		Total notes	687,878	692,534	
Finance leases	Finance leases	27,908	28,389		Finance leases	27,424	28,389	
Notes and other borrowings	Notes and other borrowings	\$ 720,787	\$ 720,923		Notes and other borrowings	\$ 715,302	\$ 720,923	

During the three months ended June 30, 2023, the Bank purchased \$5.4 million of outstanding senior notes in the open market at a price of \$4.8 million, an implied yield of approximately 10%.

Liquidity and Capital Resources

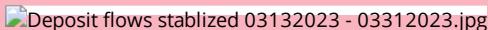
Liquidity

Liquidity involves our ability to generate adequate funds to support planned interest earning asset growth, meet deposit withdrawal and credit line usage requests, maintain reserve requirements, conduct routine operations, pay dividends, service outstanding debt and meet other contractual obligations.

BankUnited's ongoing liquidity needs have historically been met primarily by cash flows from operations, deposit growth, the investment portfolio, its amortizing loan portfolio and FHLB advances. FRB discount window borrowings, reverse repurchase agreement capacity and a letter of credit with the FHLB provide additional sources of contingent liquidity. For the three six months ended **March 31, 2023** **June 30, 2023** and 2022 net cash provided by operating activities was **\$141 million** **\$424 million** and **\$457 million** **\$1.1 billion**, respectively. The decline in cash flows from operating activities for the comparative periods is primarily related to fluctuations in the daily cash settlement of derivative positions centrally cleared through the CME, and a lower volume of re-securitization of early buyout loans, loans and fluctuations in the timing of income tax refunds/payments.

Available liquidity sources include cash; secured funding, such as borrowing capacity at the Federal Home Loan Bank of Atlanta, the Federal Reserve Discount Window and the BTFP; and unencumbered securities. Additional sources of liquidity include cash flows from operations, wholesale deposits, cash flow from the Bank's amortizing securities and loan portfolios, and the sale of investment securities. Management also has the ability to exert substantial control over the rate and timing of loan production, and resultant requirements for liquidity to fund new loans.

The closures Systemic events of two regional banks in March, 2023 led to a heightened level of deposit outflows during the week following those events. Deposit flows subsequently stabilized and have since remained within the range of what management considers to be normal operating activity. The following graph depicts aggregate deposit flows for the quarter ended March 31, 2023:



During the week of 3/13/2023, there were deposit outflows totaling \$1.9 billion attributable to ten larger institutional customers. We reviewed the activity through March 31, 2023 for the remainder of the 200 largest depositors as of March 10, 2023 and did not see any significant indication of unusual deposit flow activity.

Following recent events impacting impacted liquidity in the banking system, in March, we particularly for mid-size and regional banks, including BankUnited. Immediately following those events, management took a number of prudent actions to maximize same-day BankUnited's same day available liquidity:

- Monetized liquidity levels and enhance liquidity management. We activated our contingency funding plan, enhanced daily and intra-day monitoring and reporting, pledged additional securities and loan collateral by pledging to the FHLB and FRB;
- Increased FRB, increased the amount of cash held at the FRB;
- Increased deposits in the insured ICS program by increasing customer awareness of this product; on balance sheet and
- Maintained regular communication enhanced communications with funding sources, customers, counterparties and counterparties.

other stakeholders. While deposit flows and liquidity conditions appear to have substantially stabilized, we have kept in place enhanced monitoring and reporting of liquidity levels and deposit flows and have maintained higher levels of assets pledged at the FHLB and FRB.

At **March 31, 2023** **June 30, 2023**, the Bank had total same day available liquidity of approximately **\$9.4 billion** **\$14.7 billion**, consisting of cash of **\$0.9 billion** **\$301 million**, borrowing capacity at the Federal Home Loan Bank of **\$2.9 billion** **\$4.6 billion**, borrowing capacity at the FRB of **\$4.6 billion** **\$8.9 billion** and unencumbered securities of **\$1.0 billion** **\$871 million**. As of April 21, 2023, available liquidity increased to **\$12.3 billion**.

At **March 31, 2023** **June 30, 2023**, the ratio of estimated insured and collateralized deposits to total deposits was **62%** **66%** and the ratio of available liquidity to estimated uninsured, uncollateralized deposits was **95%** **167%**. The ratio of available liquidity to estimated uninsured, uncollateralized deposits improved to 128% during the month of April, 2023.

The ALM policy establishes limits or operating thresholds and guidelines for a number of measures of liquidity which are monitored at least monthly by the ALCO and quarterly by the Board of Directors. In the current environment, many of these metrics are being monitored more frequently, at least weekly. The Management is currently in the process of re-evaluating all of these measures to ascertain whether, in view of recent events, additional measures should be added or any of the existing measures should be refined in light of new data. Some of the primary measures used to dimension liquidity risk and manage liquidity are the ratio of available liquidity (excluding availability at the FRB) to volatile liabilities, and a liquidity stress test coverage ratio, the ratio of same day available liquidity to uninsured and uncollateralized deposits, wholesale funding levels, and depositor concentrations. Other measures employed to monitor and manage liquidity include but are not limited to a 30-day total liquidity ratio (also excluding availability at the FRB), a one-year liquidity ratio, a wholesale funding ratio, concentrations of large deposits, a measure of on-balance sheet available liquidity, the ratio of FHLB advances loan to total assets deposits ratio and the ratio of non-interest bearing deposits to total deposits, which is reflective of the quality and cost, rather than the quantity, of available liquidity.

The ALM policy stipulates that BankUnited's liquidity is within policy limits if the available liquidity/volatile liabilities ratio and liquidity stress test ratios exceed 100%. At **March 31, 2023** **June 30, 2023**, BankUnited's available liquidity/volatile liabilities ratio was **169%** on a trailing average basis and **136%** on a spot basis **147%** and the liquidity stress test ratio was **150%** **193%**. Due to the events impacting the banking industry in March and the resultant increase in FHLB advances, the wholesale funding ratio was **has remained elevated** at **March 31, 2023**; because additional assets were pledged to the FHLB and FRB, the on-balance sheet available liquidity metric was lower than is typical. The Company has a comprehensive contingency liquidity funding plan and conducts a quarterly liquidity stress test, the results of which are reported to the risk committee of the Board of Directors, through June 30, 2023.

As a holding company, BankUnited, Inc. is a corporation separate and apart from its banking subsidiary, and therefore, provides for its own liquidity. BankUnited, Inc.'s main sources of funds include management fees and dividends from the Bank, access to capital markets and, to a lesser extent, its own securities portfolio. There are regulatory limitations that may affect the ability of the Bank to pay dividends to BankUnited, Inc. Management believes that such limitations will not impact our ability to meet our ongoing near-term cash obligations.

Macro factors, including the recent events impacting the banking sector and the FRB's quantitative tightening policy stance, have led to reduced deposit levels across the banking system. As depicted above, BankUnited's total deposits declined by \$1.8 billion during the three months ended March 31, 2023, and there is uncertainty as to the future impact of monetary policy on deposit levels both system-wide and at BankUnited. We believe that we have sufficient sources of liquidity, as described above, to satisfy our liquidity needs and cash requirements over the next twelve months.

Capital

Pursuant to the FDIA, the federal banking agencies have adopted regulations setting forth a five-tier system for measuring the capital adequacy of the financial institutions they supervise. At **March 31, 2023** **June 30, 2023** and December 31, 2022, the Company and the Bank had capital levels that exceeded both the regulatory well-capitalized guidelines and all internal capital ratio targets. Upon adoption of ASU 2016-13 on January 1, 2020, the Company elected the option to temporarily delay the effects of CECL on regulatory capital for two years, followed by a three-year transition period.

The following table provides information regarding regulatory capital for the Company and the Bank as of **March 31, 2023** **June 30, 2023** (dollars in thousands):

	March 31, 2023								June 30, 2023							
					Required to be Considered Adequately								Required to be Considered Adequately			
	Required to be Considered Well		Required to be Considered Adequately		Capitalized Including Capital Conservation		Buffer		Required to be Considered Well		Required to be Considered Adequately		Capitalized			
	Actual	Amount	Ratio	Capitalized	Amount	Ratio	Capitalized	Buffer	Actual	Amount	Ratio	Capitalized	Amount	Ratio	Capitalized	Amount
BankUnited, Inc.:									BankUnited, Inc.:							
Tier 1 leverage	Tier 1 leverage	\$2,785,134	7.40 %	N/A (1)	N/A (1)	\$1,504,788	4.00 %	N/A (1)	N/A (1)	\$2,829,150	7.55 %	N/A (1)	N/A (1)	\$1,498,707	4.00 %	
CET1 risk-based capital	CET1 risk-based capital	\$2,785,134	10.81 %	\$1,675,144	6.50 %	\$1,159,715	4.50 %	\$1,804,002	7.00 %	\$2,829,150	11.15 %	\$1,648,909	6.50 %	\$1,141,552	4.50 %	
Tier 1 risk-based capital	Tier 1 risk-based capital	\$2,785,134	10.81 %	\$2,061,716	8.00 %	\$1,546,287	6.00 %	\$2,190,574	8.50 %	\$2,829,150	11.15 %	\$2,029,426	8.00 %	\$1,522,069	6.00 %	
Total risk-based capital	Total risk-based capital	\$3,235,366	12.55 %	\$2,577,145	10.00 %	\$2,061,716	8.00 %	\$2,706,003	10.50 %	\$3,288,915	12.96 %	\$2,536,782	10.00 %	\$2,029,426	8.00 %	
BankUnited:	BankUnited:								BankUnited:							
Tier 1 leverage	Tier 1 leverage	\$3,215,157	8.58 %	\$1,874,365	5.00 %	\$1,499,492	4.00 %	N/A	N/A	\$3,283,670	8.79 %	\$1,868,598	5.00 %	\$1,494,879	4.00 %	
CET1 risk-based capital	CET1 risk-based capital	\$3,215,157	12.52 %	\$1,668,717	6.50 %	\$1,155,266	4.50 %	\$1,797,080	7.00 %	\$3,283,670	12.99 %	\$1,642,951	6.50 %	\$1,137,428	4.50 %	
Tier 1 risk-based capital	Tier 1 risk-based capital	\$3,215,157	12.52 %	\$2,053,806	8.00 %	\$1,540,354	6.00 %	\$2,182,168	8.50 %	\$3,283,670	12.99 %	\$2,022,094	8.00 %	\$1,516,570	6.00 %	
Total risk-based capital	Total risk-based capital	\$3,365,388	13.11 %	\$2,567,257	10.00 %	\$2,053,806	8.00 %	\$2,695,620	10.50 %	\$3,443,435	13.62 %	\$2,527,617	10.00 %	\$2,022,094	8.00 %	

(1) There is no Tier 1 leverage ratio component in the definition of a well-capitalized bank holding company.

We believe we are well positioned, from a capital perspective, to withstand an economic downturn. CET1 risk-based capital, including AOCI would be **9.4%** **9.7%** at **BankUnited, Inc.** and **11.1%** **11.5%** at **BankUnited N.A.** as of **March 31, 2023** **June 30, 2023**. We continually re-evaluate our stress testing framework and adapt it to evolving macro-economic conditions as necessary. The majority of our commercial portfolio is subject to quarterly stress test analysis. On an annual basis, we also run a rigorous stress test of our entire balance sheet incorporating the FRB's CCAR scenarios as well as additional idiosyncratic scenarios reflective of evolving macro-economic themes. The latest stress test incorporating the FRB's CCAR severely adverse scenario was performed during the three months ended June 30, 2023. In the CCAR severely adverse scenario, CET1 risk-based capital at the bank level troughs at 11.8%.

We have an active shelf registration statement on file with the SEC that allows the Company to periodically offer and sell in one or more offerings, individually or in any combination, our common stock, preferred stock and other non-equity securities. The shelf registration provides us with flexibility in issuing capital instruments and enables us to more readily access the capital markets as needed to pursue future growth opportunities and to ensure continued compliance with regulatory capital requirements. Our ability to issue securities pursuant to the shelf registration is subject to market conditions.

Interest Rate Risk

A principal component of the Company's risk of loss arising from adverse changes in the fair value of financial instruments, or market risk, is interest rate risk, including the risk that assets and liabilities with similar re-pricing characteristics may not reprice at the same time or to the same degree. A primary objective of the Company's asset/liability management activities is to maximize net interest income, while maintaining acceptable levels of interest rate risk. The ALCO is responsible for establishing policies to manage exposure to interest rate risk, and to ensure procedures are established to monitor compliance with these policies. The policies established by the ALCO are approved at least annually by the Board of Directors or its Risk Committee.

Management believes that the simulation of net interest income in different interest rate environments provides the most meaningful measure of interest rate risk. Income simulation analysis is designed to capture not only the potential of all assets and liabilities to mature or reprice, but also the probability that they will do so. Income simulation also

attends to the relative interest rate sensitivities of these items, and projects their behavior over an extended period of time. Finally, income simulation permits management to assess the probable effects on the balance sheet not only of changes in interest rates, but also of proposed strategies for responding to them.

The income simulation model analyzes interest rate sensitivity by projecting net interest income over twelve and twenty-four month periods in a most likely rate scenario based on a consensus forward curve versus net interest income in alternative rate scenarios. Management continually reviews and refines its interest rate risk management process in response to changes in the interest rate environment, the economic climate and observed customer behavior. Currently, our interest rate risk policy framework is based on modeling instantaneous rate shocks to a static balance sheet, assuming that maturing instruments are replaced with like instruments at forward rates, of plus and minus 100, 200, 300 and 400.

basis point shifts. We also model a variety of yield curve slope, depositor behavior assumptions and dynamic balance sheet scenarios, scenarios, various yield curve slopes, and alternative depositor behavior assumptions. We continually evaluate the scenarios being modeled with a view toward adapting them to changing economic conditions, expectations and trends.

The following table presents the impact on forecasted net interest income compared to a "most likely" scenario, based on the consensus forward curve, in static balance sheet, parallel rate shock scenarios of plus and minus 100, 200, 300 and 400 basis points at March 31, 2023 June 30, 2023 and December 31, 2022, as well as minus 100, 200 and 300 basis points scenarios at March 31, 2023 and December 31, 2022. At March 31, 2023, the most likely rate scenario reflected the consensus forward curve as of April 3, 2023 and floored all indices at 0%.

	Down 300	Down 200	Down 100	Plus 100	Plus 200	Plus 300	Plus 400
Model Results at March 31, 2023 - increase (decrease)							
In year 1		(12)%	(5)%	(2)%	1 %	— %	(1)%
In year 2		(20)%	(9)%	(3)%	2 %	2 %	— %
Model Results at December 31, 2022 - increase (decrease)							
In year 1		(10)%	(5)%	(2)%	— %	(1)%	(1)%
In year 2		(18)%	(8)%	(3)%	2 %	2 %	1 %

There are a variety of hedging strategies available and currently under evaluation by management to hedge exposure in a falling rate environment.

	Down 200	Down 100	Plus 100	Plus 200
Model Results at June 30, 2023 - increase (decrease)				
In year 1	(3)%	— %	(1)%	(4)%
In year 2	(9)%	(4)%	— %	(1)%
Model Results at December 31, 2022 - increase (decrease)				
In year 1	(5)%	(2)%	— %	(1)%
In year 2	(8)%	(3)%	2 %	2 %

Management also simulates changes in EVE in various interest rate environments. The following table illustrates the modeled change in EVE in the indicated scenarios at March 31, 2023 June 30, 2023 and December 31, 2022:

	Down 300	Down 200	Down 100	Plus 100	Plus 200	Plus 300	Plus 400	Down 200	Down 100	Plus 100	Plus 200
Model Results at March 31, 2023 - increase (decrease):											
Model Results at June 30, 2023 - increase (decrease):	3 %	5 %	4 %	(6) %	(12) %	(18) %	(24) %	Model Results at June 30, 2023 - increase (decrease):	13 %	11 %	(8) %
Model Results at December 31, 2022 - increase (decrease):	(1) %	4 %	4 %	(5) %	(11) %	(17) %	(23) %	(decrease):	4 %	4 %	(5) %
Model Results at December 31, 2022 - increase (decrease):	(1) %	4 %	4 %	(5) %	(11) %	(17) %	(23) %	(decrease):	4 %	4 %	(5) %

Changes in modeled results at June 30, 2023 compared to results at December 31, 2022 reflect shifts in funding mix and updated assumptions about depositor behavior, impacting both beta and decay assumptions, following the events impacting the banking sector of March, 2023. Results are also impacted by the negative convexity of the residential mortgage portfolio and embedded caps in certain floating rate securities.

Management continually evaluates a variety of hedging strategies that are available to manage interest rate risk. Many assumptions were used by the Company to calculate the impact of changes in interest rates, including the change in rates.

Actual results may not be similar to the Company's projections due to several factors including the timing and frequency of rate changes, market conditions, changes in depositor behavior and loan prepayment speeds and the shape of the yield curve. Actual results may also differ due to the Company's actions, if any, in response to changing rates and

conditions.

Derivative Financial Instruments and Hedging Activities

Interest rate derivatives designated as cash flow or fair value hedging instruments are one of the tools we use to manage interest rate risk. These derivative instruments are used to mitigate exposure to changes in interest cash flows on variable rate liabilities and to changes in the fair value of fixed rate financial instruments, in each case caused by fluctuations in benchmark interest rates, as well as to manage duration of liabilities.

The following table provides information about the Company's derivatives designated as hedging instruments as of **March 31, 2023** **June 30, 2023** (dollars in thousands):

		Weighted		Weighted		Weighted		Weighted	
		Average	Pay Rate	Average	Average	Receive Rate	Remaining	Average	Pay Rate
		Notional	/ Strike	Notional	/ Strike	Receive Rate	Remaining	Notional	/ Strike
Hedged Item	Amount	Price		Price		Price	Years	Amount	Price
Derivatives	Derivatives								
designated	designated								
as cash	as cash								
flow	flow								
hedges:	hedges:								
		Variability of		Weighted		Variability		Weighted	
		interest cash		Average		of interest		Average	
Pay-fixed	Pay-fixed	flows on		Pay Rate	Average	cash flows		Pay Rate	Average
interest	interest	variable rate		/ Strike	Receive Rate	3-Month		/ Strike	Receive Rate
rate swaps	rate swaps	borrowings		\$ 475,000	Price	/ Strike Price		2.34%	LIBOR
									2.34%
		Variability of		Weighted		Variability		Weighted	
		interest cash		Average		of interest		Average	
Pay-fixed	Pay-fixed	flows on		Pay Rate	Average	cash flows		Pay Rate	Average
interest	interest	variable rate		/ Strike	Receive Rate	3-Month		/ Strike	Receive Rate
rate swaps	rate swaps	borrowings		\$ 675,000	Price	/ Strike Price		2.31%	LIBOR
									2.34%
		Variability of		Weighted		Variability		Weighted	
		interest cash		Average		of interest		Average	
Pay-fixed	Pay-fixed	flows on		Pay Rate	Average	cash flows		Pay Rate	Average
interest	interest	variable rate		/ Strike	Receive Rate	3-Month		/ Strike	Receive Rate
rate swaps	rate swaps	liabilities		\$ 400,000	Price	/ Strike Price		1.22%	LIBOR
									1.22%
		Variability of		Weighted		Variability		Weighted	
		interest cash		Average		of interest		Average	
Pay-fixed	Pay-fixed	flows on		Pay Rate	Average	cash flows		Pay Rate	Average
interest	interest	variable rate		/ Strike	Receive Rate	3-Month		/ Strike	Receive Rate
rate swaps	rate swaps	liabilities		\$ 400,000	Price	/ Strike Price		1.22%	LIBOR
									1.22%
		Variability of		Weighted		Variability		Weighted	
		interest cash		Average		of interest		Average	
Pay-fixed	Pay-fixed	flows on		Pay Rate	Average	cash flows		Pay Rate	Average
interest	interest	variable rate		/ Strike	Receive Rate	3-Month		/ Strike	Receive Rate
rate swaps	rate swaps	liabilities		\$ 400,000	Price	/ Strike Price		1.22%	LIBOR
									1.22%
		Variability of		Weighted		Variability		Weighted	
		interest cash		Average		of interest		Average	
Pay-fixed	Pay-fixed	flows on		Pay Rate	Average	cash flows		Pay Rate	Average
interest	interest	variable rate		/ Strike	Receive Rate	3-Month		/ Strike	Receive Rate
rate swaps	rate swaps	liabilities		\$ 400,000	Price	/ Strike Price		1.22%	LIBOR
									1.22%
		Variability of		Weighted		Variability		Weighted	
		interest cash		Average		of interest		Average	
Pay-fixed	Pay-fixed	flows on		Pay Rate	Average	cash flows		Pay Rate	Average
interest	interest	variable rate		/ Strike	Receive Rate	3-Month		/ Strike	Receive Rate
rate swaps	rate swaps	liabilities		\$ 400,000	Price	/ Strike Price		1.22%	LIBOR
									1.22%
		Variability of		Weighted		Variability		Weighted	
		interest cash		Average		of interest		Average	
Pay-fixed	Pay-fixed	flows on		Pay Rate	Average	cash flows		Pay Rate	Average
interest	interest	variable rate		/ Strike	Receive Rate	3-Month		/ Strike	Receive Rate
rate swaps	rate swaps	liabilities		\$ 400,000	Price	/ Strike Price		1.22%	LIBOR
									1.22%
		Variability of		Weighted		Variability		Weighted	
		interest cash		Average		of interest		Average	
Pay-fixed	Pay-fixed	flows on		Pay Rate	Average	cash flows		Pay Rate	Average
interest	interest	variable rate		/ Strike	Receive Rate	3-Month		/ Strike	Receive Rate
rate swaps	rate swaps	liabilities		\$ 400,000	Price	/ Strike Price		1.22%	LIBOR
									1.22%
		Variability of		Weighted		Variability		Weighted	
		interest cash		Average		of interest		Average	
Pay-fixed	Pay-fixed	flows on		Pay Rate	Average	cash flows		Pay Rate	Average
interest	interest	variable rate		/ Strike	Receive Rate	3-Month		/ Strike	Receive Rate
rate swaps	rate swaps	liabilities		\$ 400,000	Price	/ Strike Price		1.22%	LIBOR
									1.22%
		Variability of		Weighted		Variability		Weighted	
		interest cash		Average		of interest		Average	
Pay-fixed	Pay-fixed	flows on		Pay Rate	Average	cash flows		Pay Rate	Average
interest	interest	variable rate		/ Strike	Receive Rate	3-Month		/ Strike	Receive Rate
rate swaps	rate swaps	liabilities		\$ 400,000	Price	/ Strike Price		1.22%	LIBOR
									1.22%
		Variability of		Weighted		Variability		Weighted	
		interest cash		Average		of interest		Average	
Pay-fixed	Pay-fixed	flows on		Pay Rate	Average	cash flows		Pay Rate	Average
interest	interest	variable rate		/ Strike	Receive Rate	3-Month		/ Strike	Receive Rate
rate swaps	rate swaps	liabilities		\$ 400,000	Price	/ Strike Price		1.22%	LIBOR
									1.22%
		Variability of		Weighted		Variability		Weighted	
		interest cash		Average		of interest		Average	
Pay-fixed	Pay-fixed	flows on		Pay Rate	Average	cash flows		Pay Rate	Average
interest	interest	variable rate		/ Strike	Receive Rate	3-Month		/ Strike	Receive Rate
rate swaps	rate swaps	liabilities		\$ 400,000	Price	/ Strike Price		1.22%	LIBOR
									1.22%
		Variability of		Weighted		Variability		Weighted	
		interest cash		Average		of interest		Average	
Pay-fixed	Pay-fixed	flows on		Pay Rate	Average	cash flows		Pay Rate	Average
interest	interest	variable rate		/ Strike	Receive Rate	3-Month		/ Strike	Receive Rate
rate swaps	rate swaps	liabilities		\$ 400,000	Price	/ Strike Price		1.22%	LIBOR
									1.22%
		Variability of		Weighted		Variability		Weighted	
		interest cash		Average		of interest		Average	
Pay-fixed	Pay-fixed	flows on		Pay Rate	Average	cash flows		Pay Rate	Average
interest	interest	variable rate		/ Strike	Receive Rate	3-Month		/ Strike	Receive Rate
rate swaps	rate swaps	liabilities		\$ 400,000	Price	/ Strike Price		1.22%	LIBOR
									1.22%
		Variability of		Weighted		Variability		Weighted	
		interest cash		Average		of interest		Average	
Pay-fixed	Pay-fixed	flows on		Pay Rate	Average	cash flows		Pay Rate	Average
interest	interest	variable rate		/ Strike	Receive Rate	3-Month		/ Strike	Receive Rate
rate swaps	rate swaps	liabilities		\$ 400,000	Price	/ Strike Price		1.22%	LIBOR
									1.22%
		Variability of		Weighted		Variability		Weighted	
		interest cash		Average		of interest		Average	
Pay-fixed	Pay-fixed	flows on		Pay Rate	Average	cash flows		Pay Rate	Average
interest	interest	variable rate		/ Strike	Receive Rate	3-Month		/ Strike	Receive Rate
rate swaps	rate swaps	liabilities		\$ 400,000	Price	/ Strike Price		1.22%	LIBOR
									1.22%
		Variability of							

Variability of Pay-fixed interest rate swaps		fair value of Pay-fixed interest rate swaps loans		Daily SOFR		Variability of fair Pay-fixed interest rate swaps	
100,000	1.94%			1.3		100,000	1.94%

\$2,175,000 \$3,175,000

(1) The interest rate collar consists of a combination of zero-premium interest rate options. The Company sold a pay-variable cap with a strike price of 5.58%; sold a 0% floor; and purchased a receive-variable floor with a strike price of 1.50%.

(2) Pay fixed interest rate swaps indexed to LIBOR will fall back to daily SOFR at the next reset date during the third quarter of 2023.

In addition to derivative instruments, the Company has issued callable CDs to hedge interest rate risk in a falling rate environment; the amount of such instruments outstanding at **March 31, 2023** **June 30, 2023** was **\$653 million** **\$699 million**. The short duration of our **AFS investment portfolio** **(1.95)** **(1.94 at March 31, 2023)** **June 30, 2023** also provides a natural offset from an interest rate risk perspective to the longer duration of the residential mortgage portfolio.

See Note 6 to the consolidated financial statements for additional information about derivative financial instruments.

LIBOR Transition

The Company has implemented and is in the process of executing a detailed plan to facilitate the transition from LIBOR to alternative reference rates, with SOFR being the preferred alternative to LIBOR. A discussion of the Company's LIBOR transition plan and activities appears **As discussed in the "LIBOR Transition" section in the MD&A of the Company's 2022 Annual Report on Form 10-K.**

10-K, the FCA, which regulates USD LIBOR, discontinued the one-week and two-month LIBOR tenors effective December 31, 2021 and remaining tenors were discontinued effective June 30, 2023. The Company executed a comprehensive roadmap to amend the terms of LIBOR-based financial instruments, generally replacing LIBOR with SOFR as the preferred alternative reference rate. Remaining financial instruments indexed to LIBOR at June 30, 2023, are summarized in the table below **presents information about the Company's exposure to instruments that reference LIBOR as of March 31, 2023** (in thousands). We believe the fallback provisions of these:

	Amount
Investment securities	\$ 3,160,788
Loans	1,160,570
Interest rate derivative contracts ⁽¹⁾	690,678
	<u>\$ 5,012,036</u>

(1) Represents notional amount.

These instruments will provide for a smooth transition convert to an alternative reference rate, prior to or as of generally SOFR, based on their contractual provisions at the June 30, 2023 termination next scheduled interest rate reset date.

	Maturing			Total
	Prior to June 30, 2023	After June 30, 2023		
Investment securities	\$ —	\$ 3,551,397	\$ 3,551,397	\$ 3,551,397
Loans	57,395	2,884,759	2,942,154	
Interest rate derivative contracts ⁽¹⁾	4,782	1,748,985	1,753,767	
	<u>\$ 62,177</u>	<u>\$ 8,185,141</u>	<u>\$ 8,247,318</u>	

(1) Represents notional amount.

Non-GAAP Financial Measures

Tangible book value per common share is a non-GAAP financial measure. Management believes this measure is relevant to understanding the capital position and performance of the Company. Disclosure of this non-GAAP financial measure also provides a meaningful basis for comparison to other financial institutions as it is a metric commonly used in the banking industry. The following table reconciles the non-GAAP financial measurement of tangible book value per common share to the comparable GAAP financial measurement of book value per common share at the dates indicated (in thousands except share and per share data):

		March 31, 2023		December 31, 2022		June 30, 2023		March 31, 2023	
		Total stockholders' equity	\$ 2,481,394	Total stockholders' equity	\$ 2,435,981	Total stockholders' equity	\$ 2,526,310	\$ 2,481,394	

Less: goodwill and other intangible assets	Less: goodwill and other intangible assets	77,637	77,637	Less: goodwill and other intangible assets	77,637	77,637
Tangible stockholders' equity	Tangible stockholders' equity	\$ 2,403,757	\$ 2,358,344	Tangible stockholders' equity	\$ 2,448,673	\$ 2,403,757
Common shares issued and outstanding	Common shares issued and outstanding	74,423,365	75,674,587	Common shares issued and outstanding	74,429,948	74,423,365
Book value per common share	Book value per common share	\$ 33.34	\$ 32.19	Book value per common share	\$ 33.94	\$ 33.34
Tangible book value per common share	Tangible book value per common share	\$ 32.30	\$ 31.16	Tangible book value per common share	\$ 32.90	\$ 32.30

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

See the section entitled "Interest Rate Risk" included in Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations."

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this Form 10-Q, we carried out an evaluation under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as defined in Exchange Act Rules 13a-15(e) and 15d-15(e). Based upon that evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that our disclosure controls and procedures were effective.

During the quarter ended **March 31, 2023** **June 30, 2023**, there were no changes in the Company's internal control over financial reporting, that 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 as plaintiff or defendant in various legal actions arising in the normal course of business. In the opinion of management, based upon currently available information and the advice of legal counsel, the likelihood is remote that **any adverse** impact of these proceedings, either individually or in the aggregate, would be material to the Company's consolidated financial position, results of operations or cash flows.

Item 1A. Risk Factors

Except as set forth below there have been no material changes in the risk factors disclosed by the Company in its 2022 Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 22, 2023.

Recent events affecting the banking industry predicated by the failure of three regional banks and resulting media coverage may have eroded customer confidence in the banking system and have adversely impacted liquidity, particularly for regional banks like BankUnited.

Recent bank failures have generated significant market volatility and adversely impacted stock prices among publicly traded bank holding companies and, in particular, regional banks like the Company. Many regional banks, including BankUnited, experienced higher than normal deposit outflows immediately following the first regional bank failures in March 2023. These developments have negatively impacted customer confidence in the safety and soundness of regional banks. As a result of these recent events, customers may choose to maintain deposits with larger financial institutions or in other higher yielding alternatives, which could materially adversely impact the Company's liquidity, loan funding capacity, net interest margin, capital and results of operations. While the Department of the Treasury, the Federal Reserve, and the FDIC have made statements regarding the safety and soundness of the banking system and taken actions to ensure that depositors of recently failed banks would have access to their deposits, including uninsured deposit accounts, there is no guarantee that such actions will be successful in restoring customer confidence in regional banks and the banking system more broadly.

These recent events may result in potentially adverse changes to laws or regulations governing banks and bank holding companies or in the impositions of restrictions through supervisory or enforcement activities, including higher capital or liquidity requirements, which could have a material impact on our business. The cost of resolving the recent bank failures may prompt the FDIC to increase its deposit insurance premiums or assessments.

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

Period	Issuer Purchases of Equity Securities			
	Total number of shares purchased ⁽¹⁾	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs	Maximum number (or approximate dollar value) of shares that may yet be purchased under the plans or programs ⁽²⁾

January 1 - January 31, 2023	934,888	\$ 33.89	934,888	\$ 43,531,065
February 1 - February 28, 2023	94,920	\$ 34.97	94,920	\$ 40,211,428
March 1 - March 31, 2023	604,437	\$ 32.44	604,437	\$ 20,603,265
Total	1,634,245	\$ 33.42	1,634,245	

None.

(1) The total number of shares purchased during

Item 5. Other Information

During the periods indicated includes shares purchased as part of a publicly announced program.

(2) On September 13, 2022 three months ended June 30, 2023, the Company's Board of Directors authorized the repurchase of up to an additional \$150 million no director or officer (as defined in shares of its outstanding common stock. No time limit was set for the completion Exchange Act Rule 16a-1(f)) of the share repurchase program, and the program may be suspended Company adopted or discontinued without prior notice at any time. The authorization does not require the Company to acquire any specified number terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408 of common shares, Regulation S-K.

Item 6. Exhibits

Exhibit Number	Description	Location
31.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith
31.2	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Filed herewith
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Filed herewith
101.INS	The instance document does not appear in the interactive data file because its XBRL tags are embedded within the inline XBRL document	Filed herewith
101.SCH	XBRL Taxonomy Extension Schema	Filed herewith
101.CAL	XBRL Taxonomy Extension Calculation Linkbase	Filed herewith
101.DEF	XBRL Taxonomy Extension Definition Linkbase	Filed herewith
101.LAB	XBRL Taxonomy Extension Label Linkbase	Filed herewith
101.PRE	XBRL Taxonomy Extension Presentation Linkbase	Filed herewith

SIGNATURE

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 this 2nd day of [May](#) August 2023.

/s/ Rajinder P. Singh

Rajinder P. Singh

Chairman, President and Chief Executive Officer

/s/ Leslie N. Lunak

Leslie N. Lunak

Chief Financial Officer

6465

**Certification of Chief Executive Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Rajinder P. Singh, certify that:

1. I have reviewed this quarterly report on Form 10-Q of BankUnited, 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.

/s/ Rajinder P. Singh

Rajinder P. Singh

Chairman, President and Chief Executive Officer

Date: May 2, 2023 August 2, 2023

**Certification of Chief Financial Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Leslie N. Lunak, certify that:

1. I have reviewed this quarterly report on Form 10-Q of BankUnited, 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.

/s/ Leslie N. Lunak

Leslie N. Lunak

Chief Financial Officer

Date: **May 2, 2023** **August 2, 2023**

Exhibit 32.1

**Certification of Chief Executive Officer 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 BankUnited, Inc. (the "Company") on Form 10-Q for the quarter ended **March 31, 2023** **June 30, 2023**, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Rajinder P. Singh, as Chief Executive Officer of the Company, certify, to the best of my knowledge, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- 1) The Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934; and
- 2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Rajinder P. Singh

Rajinder P. Singh

Chairman, President and Chief Executive Officer

Date: **May 2, 2023** **August 2, 2023**

**Certification of Chief Financial Officer 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 BankUnited, Inc. (the "Company") on Form 10-Q for the quarter ended **March 31, 2023** **June 30, 2023**, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Leslie N. Lunak, as Chief Financial Officer of the Company, certify, to the best of my knowledge, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- 1) The Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934; and
- 2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Leslie N. Lunak

Leslie N. Lunak
Chief Financial Officer

Date: May 2, 2023 **August 2, 2023**

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