

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

FORM 10-Q

(Mark One)

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

For the Quarterly Period ended June 30, 2024

OR

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

For the Transition Period From _____ to _____.

Commission File Number **001-35750**

First Internet Bancorp

(Exact Name of Registrant as Specified in Its Charter)

Indiana

(State or Other Jurisdiction of
Incorporation or Organization)

20-3489991

(I.R.S. Employer
Identification No.)

8701 East 116th Street
Fishers, IN

(Address of Principal Executive Offices)

46038

(Zip Code)

(317) 532-7900

(Registrant's Telephone Number, Including Area Code)

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

Title of each class	Trading Symbols	Name of each exchange on which registered
Common Stock, without par value	INBK	The Nasdaq Stock Market LLC
6.0% Fixed to Floating Subordinated Notes due 2029	INBKZ	The Nasdaq Stock Market LLC

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

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

Non-accelerated Filer ☐

Emerging growth company ☐

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 ☒

As of August 2, 2024, the registrant had 8,667,894 shares of common stock issued and outstanding.

Cautionary Note Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the federal securities laws. These statements are not historical facts, but rather statements based on the current expectations of First Internet Bancorp and its consolidated subsidiaries (the "Company," "we," "our," or "us") regarding our business strategies, intended results and future performance, including without limitation statements concerning the financial condition, results of operations, trends in lending policies and loan programs, plans and prospective business partnerships, objectives, future performance and business of the Company. Forward-looking statements are generally preceded by terms such as "acquire", "anticipate," "attempt," "believe," "can," "change," "continue," "could," "decline," "decrease," "differentiate," "diversify," "driving," "effort," "emerging," "estimate," "expect," "grow," "increase," "intend," "likely," "may," "objective," "plan," "position," "potential," "preliminary," "pursue," "remain," "retain," "should," "slowest," "succeed," "will," "win," "would" or other similar expressions. Such statements are subject to certain risks and uncertainties, including without limitation: changes in market rates and prices that may adversely impact the value of securities, loans, deposits and other financial instruments and the interest rate sensitivity of our balance sheet; changes in bank regulatory conditions, policies or programs, whether arising as a result of new legislation or regulatory initiatives, that could lead to restrictions on activities of banks generally or First Internet Bank (the "Bank") in particular; changes in the enforcement and interpretation of applicable laws and regulations by governmental and self-regulatory agencies, which could require us to change certain business practices, increase compliance risk, reduce our revenue, impose additional costs on us, or otherwise negatively affect our businesses; more restrictive regulatory capital requirements; increased costs, including deposit insurance premiums; increased regulatory scrutiny resulting from bank failures; risks related to potential claims, damages, penalties, fines and reputational damage resulting from pending or future litigation, regulatory proceedings or enforcement actions; the risk that we may be required to make substantial expenditures to keep pace with regulatory initiatives and the rapid technology changes in the financial services market; other general economic conditions, whether national or regional, and conditions in the lending markets in which we participate that may have an adverse effect on the demand for our loans and other products; our credit quality and related levels of nonperforming assets and credit losses, and the value and salability of the real estate that is the collateral for our loans; failures or breaches of or interruptions in the communication and information systems on which we rely to conduct our business that could reduce our revenues, increase our costs or lead to disruptions in our business; our dependence on capital distributions from the Bank; results of examinations of us by our regulators, including the possibility that our regulators may, among other things, require us to increase our allowance for credit losses or to write-down assets; regulation or prohibition of certain income producing activities or changes in the secondary market for loans and other products; our liquidity requirements being adversely affected by changes in our assets and liabilities; the effect of legislative or regulatory developments, including changes in laws concerning taxes, banking, securities, insurance and other aspects of the financial services industry; competitive factors among financial services organizations, including product and pricing pressures and our ability to attract, develop and retain qualified banking professionals; the growth and profitability of noninterest or fee income being less than expected; the loss of any key members of senior management; the effect of changes in accounting policies and practices, as may be adopted by the Financial Accounting Standards Board, the Securities and Exchange Commission (the "SEC"), the Public Company Accounting Oversight Board and other regulatory agencies; and the effect of fiscal and governmental policies of the United States federal government. Additional factors that may affect our results include those discussed in this Quarterly Report on Form 10-Q and our most recent Annual Report on Form 10-K under the heading "Risk Factors" and in other reports filed with the SEC. We caution readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made. The factors listed above could affect our financial performance and could cause our actual results for future periods to differ materially from any opinions or statements expressed with respect to future periods in any current statements.

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

PART I

ITEM 1. FINANCIAL STATEMENTS

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

	June 30, 2024	December 31, 2023
	(Unaudited)	
Assets		
Cash and due from banks	\$ 6,162	\$ 8,269
Interest-bearing deposits	390,624	397,629
Total cash and cash equivalents	396,786	405,898
Securities available-for-sale, at fair value (amortized cost of \$529,657 and \$513,315 in 2024 and 2023, respectively)	488,572	474,855
Securities held-to-maturity, at amortized cost, net of allowance for credit losses of \$0.2 million and \$0.3 million in 2024 and 2023, respectively, (fair value of \$247,430 and \$207,572 in 2024 and 2023, respectively)	270,349	227,153
Loans held-for-sale	19,384	22,052
Loans	3,961,146	3,840,220
Allowance for credit losses - loans	(43,405)	(38,774)
Net loans	3,917,741	3,801,446
Accrued interest receivable	28,118	26,746
Federal Home Loan Bank of Indianapolis stock	28,350	28,350
Cash surrender value of bank-owned life insurance	40,834	40,882
Premises and equipment, net	72,516	73,463
Goodwill	4,687	4,687
Servicing asset, at fair value	13,009	10,567
Other real estate owned	—	375
Accrued income and other assets	62,956	51,098
Total assets	\$ 5,343,302	\$ 5,167,572
Liabilities and Shareholders' Equity		
Liabilities		
Noninterest-bearing deposits	\$ 126,438	\$ 123,464
Interest-bearing deposits	4,147,484	3,943,509
Total deposits	4,273,922	4,066,973
Advances from Federal Home Loan Bank	575,000	614,934
Subordinated debt, net of unamortized debt issuance costs of \$2,007 and \$2,162 in 2024 and 2023, respectively	104,993	104,838
Accrued interest payable	3,419	3,848
Accrued expenses and other liabilities	14,015	14,184
Total liabilities	4,971,349	4,804,777
Commitments and Contingencies		
Shareholders' Equity		
Preferred stock, no par value; 4,913,779 shares authorized; issued and outstanding - none	—	—
Voting common stock, no par value; 45,000,000 shares authorized; 8,667,894 and 8,644,451 shares issued and outstanding in 2024 and 2023, respectively	185,175	184,700
Nonvoting common stock, no par value; 86,221 shares authorized; issued and outstanding - none	—	—
Retained earnings	217,365	207,470
Accumulated other comprehensive loss	(30,587)	(29,375)
Total shareholders' equity	371,953	362,795
Total liabilities and shareholders' equity	\$ 5,343,302	\$ 5,167,572

See Notes to Condensed Consolidated Financial Statements

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

	Three Months Ended		Six Months Ended	
	June 30, 2024	June 30, 2023	June 30, 2024	June 30, 2023
Interest Income				
Loans	\$ 57,094	\$ 46,906	\$ 112,529	\$ 90,749
Securities – taxable	6,476	3,835	12,170	7,441
Securities – non-taxable	970	860	1,939	1,658
Other earning assets	6,421	6,521	12,488	10,307
Total interest income	70,961	58,122	139,126	110,155
Interest Expense				
Deposits	44,495	34,676	86,624	61,946
Other borrowed funds	5,139	5,301	10,441	10,490
Total interest expense	49,634	39,977	97,065	72,436
Net Interest Income	21,327	18,145	42,061	37,719
Provision for credit losses - loans	3,920	753	6,502	10,126
Benefit for credit losses - debt securities held to maturity	(2)	—	(64)	—
Provision for credit losses - off-balance sheet commitments	113	945	41	987
Net Interest Income After Provision for Credit Losses	17,296	16,447	35,582	26,606
Noninterest Income				
Service charges and fees	246	218	466	427
Loan servicing revenue	1,470	850	2,793	1,635
Loan servicing asset revaluation	(829)	(358)	(1,263)	(413)
Mortgage banking activities	—	—	—	76
Gain on sale of loans	8,292	4,868	14,828	8,929
Other	1,854	293	2,556	663
Total noninterest income	11,033	5,871	19,380	11,317
Noninterest Expense				
Salaries and employee benefits	12,462	10,706	24,258	22,500
Marketing, advertising and promotion	609	705	1,345	1,549
Consulting and professional services	1,022	711	1,875	1,637
Data processing	606	520	1,170	1,179
Loan expenses	1,597	1,072	3,042	3,049
Premises and equipment	3,154	2,661	5,980	5,438
Deposit insurance premium	1,172	936	2,317	1,479
Other	1,714	1,359	3,372	2,793
Total noninterest expense	22,336	18,670	43,359	39,624
Income (Loss) Before Income Taxes	5,993	3,648	11,603	(1,701)
Income Tax Provision (Benefit)	218	(234)	647	(2,566)
Net Income	\$ 5,775	\$ 3,882	\$ 10,956	\$ 865
Income Per Share of Common Stock				
Basic	\$ 0.67	\$ 0.44	\$ 1.26	\$ 0.10
Diluted	\$ 0.67	\$ 0.44	\$ 1.25	\$ 0.10
Weighted-Average Number of Common Shares Outstanding				
Basic	8,594,315	8,903,213	8,684,093	8,963,308
Diluted	8,656,215	8,908,180	8,750,017	8,980,262
Dividends Declared Per Share	\$ 0.06	\$ 0.06	\$ 0.12	\$ 0.12

See Notes to Condensed Consolidated Financial Statements

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Net income	\$ 5,775	\$ 3,882	\$ 10,956	\$ 865
Other comprehensive (loss) income				
Securities available-for-sale				
Net unrealized holding (losses) gains recorded within other comprehensive (loss) income before income tax	(551)	(4,810)	(2,625)	302
Income tax (benefit) provision	(126)	(1,107)	(601)	63
Net effect on other comprehensive (loss) income	(425)	(3,703)	(2,024)	239
Securities held-to-maturity				
Amortization of net unrealized holding losses on securities transferred from available-for-sale to held-to-maturity	188	206	422	364
Income tax provision	46	49	103	95
Net effect on other comprehensive income	142	157	319	269
Cash flow hedges				
Net unrealized holding (losses) gains on cash flow hedging derivatives recorded within other comprehensive income (loss) before income tax	(262)	2,094	640	(76)
Income tax (benefit) provision	(60)	481	147	(18)
Net effect on other comprehensive (loss) income	(202)	1,613	493	(58)
Total other comprehensive (loss) income	(485)	(1,933)	(1,212)	450
Comprehensive income	\$ 5,290	\$ 1,949	\$ 9,744	\$ 1,315

See Notes to Condensed Consolidated Financial Statements

First Internet Bancorp
Condensed Consolidated Statements of Changes in Shareholders' Equity - Unaudited
Six Months Ended June 30, 2024 and 2023
(Amounts in thousands except share and per share data)

	Voting and Nonvoting Common Stock	Retained Earnings	Accumulated Other Comprehensive Loss	Total Shareholders' Equity
Balance, January 1, 2024	\$ 184,700	\$ 207,470	\$ (29,375)	\$ 362,795
Net income	—	10,956	—	10,956
Other comprehensive loss	—	—	(1,212)	(1,212)
Dividends declared (\$0.12 per share)	—	(1,061)	—	(1,061)
Recognition of the fair value of share-based compensation	901	—	—	901
Repurchased shares of common stock (10,500)	(283)	—	—	(283)
Excise tax on repurchase of common stock	(3)	—	—	(3)
Deferred stock rights and restricted stock units issued in lieu of cash dividends payable on outstanding deferred stock rights and restricted stock units	2	—	—	2
Common stock redeemed for the net settlement of share-based awards	(142)	—	—	(142)
Balance, June 30, 2024	<u>\$ 185,175</u>	<u>\$ 217,365</u>	<u>\$ (30,587)</u>	<u>\$ 371,953</u>
Balance, January 1, 2023	\$ 192,935	\$ 205,675	\$ (33,636)	\$ 364,974
Impact of adoption of new accounting standards ¹	—	(4,491)	—	(4,491)
Net income	—	865	—	865
Other comprehensive income	—	—	450	450
Dividends declared (\$0.12 per share)	—	(1,076)	—	(1,076)
Recognition of the fair value of share-based compensation	487	—	—	487
Repurchased shares of common stock (364,691)	(6,774)	—	—	(6,774)
Deferred stock rights and restricted stock units issued in lieu of cash dividends payable on outstanding deferred stock rights and restricted stock units	3	—	—	3
Common stock redeemed for the net settlement of share-based awards	(106)	—	—	(106)
Balance, June 30, 2023	<u>\$ 186,545</u>	<u>\$ 200,973</u>	<u>\$ (33,186)</u>	<u>\$ 354,332</u>

¹ Reflects the impact of adopting Accounting Standards Update ("ASU") 2016-13.

See Notes to Condensed Consolidated Financial Statements

First Internet Bancorp
Condensed Consolidated Statements of Changes in Shareholders' Equity - Unaudited
Three Months Ended June 30, 2024 and 2023
(Amounts in thousands except per share data)

	Voting and Nonvoting Common Stock	Retained Earnings	Accumulated Other Comprehensive Loss	Total Shareholders' Equity
Balance, April 1, 2024	184,720	\$ 212,121	\$ (30,102)	\$ 366,739
Net income	—	5,775	—	5,775
Other comprehensive loss	—	—	(485)	(485)
Dividends declared (\$0.06 per share)	—	(531)	—	(531)
Recognition of the fair value of share-based compensation	458	—	—	458
Excise tax on repurchase of common stock	(3)	—	—	(3)
Balance, June 30, 2024	<u>\$ 185,175</u>	<u>\$ 217,365</u>	<u>\$ (30,587)</u>	<u>\$ 371,953</u>
Balance, April 1, 2023	\$ 189,202	\$ 197,623	\$ (31,253)	\$ 355,572
Net income	—	3,882	—	3,882
Other comprehensive loss	—	—	(1,933)	(1,933)
Dividends declared (\$0.06 per share)	—	(532)	—	(532)
Recognition of the fair value of share-based compensation	115	—	—	115
Repurchased shares of common stock (85,000)	(2,745)	—	—	(2,745)
Excise tax on repurchase of common stock	(27)	—	—	(27)
Balance, June 30, 2023	<u>\$ 186,545</u>	<u>\$ 200,973</u>	<u>\$ (33,186)</u>	<u>\$ 354,332</u>

See Notes to Condensed Consolidated Financial Statements

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

	Six Months Ended June 30,	
	2024	2023
Operating Activities		
Net income	\$ 10,956	\$ 865
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation and amortization	3,846	2,918
Increase in cash surrender value of bank-owned life insurance	(540)	(498)
Provision for credit losses	6,479	11,113
Share-based compensation expense	901	487
Loans originated for sale	(200,500)	(170,112)
Proceeds from sale of loans	214,291	166,469
Gain on loans sold	(14,828)	(9,400)
Gain on sale of other real estate owned	(31)	—
Decrease in fair value of loans held-for-sale	—	143
Gain on derivatives	1,803	368
Gain on bank-owned life insurance	(149)	—
Loan servicing asset revaluation	1,263	413
Net change in accrued income and other assets	(3,370)	(4,985)
Net change in accrued expenses and other liabilities	(1,305)	(2,625)
Net cash provided by (used in) by operating activities	18,816	(4,844)
Investing Activities		
Net loan activity, excluding purchases	(57,851)	(37,490)
Proceeds from sale of other real estate owned	406	—
Maturities and calls of securities available-for-sale	33,701	25,446
Purchase of securities available-for-sale	(50,947)	(14,863)
Maturities and calls of securities held-to-maturity	11,418	11,332
Purchase of securities held-to-maturity	(53,977)	(49,443)
Purchase of premises and equipment	(1,496)	(3,132)
Proceeds from bank-owned life insurance	737	—
Loans purchased	(64,944)	(118,813)
Other investing activities	(10,438)	(2,094)
Net cash used in investing activities	(193,391)	(189,057)
Financing Activities		
Net increase in deposits	206,949	410,951
Cash dividends paid	(1,049)	(1,091)
Repurchase of common stock	(283)	(6,774)
Proceeds from advances from Federal Home Loan Bank	320,000	220,000
Repayment of advances from Federal Home Loan Bank	(360,000)	(220,000)
Other, net	(154)	(106)
Net cash provided by financing activities	165,463	402,980
Net (Decrease) Increase in Cash and Cash Equivalents	(9,112)	209,079
Cash and Cash Equivalents, Beginning of Period	405,898	256,552
Cash and Cash Equivalents, End of Period	\$ 396,786	\$ 465,631
Supplemental Disclosures		
Cash paid during the period for interest	97,494	72,013
Cash paid during the period for taxes	378	818
Loans transferred to other real estate owned	—	106
Cash dividends declared, paid in subsequent period	520	526
Securities purchased during the period, settled in subsequent period	—	2,632

See Notes to Condensed Consolidated Financial Statements

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

Note 1: Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in conformity with U.S. generally accepted accounting principles ("GAAP") for interim financial information and pursuant to the rules and regulations of the U.S. Securities and Exchange Commission ("SEC"). Accordingly, they do not include all of the information or footnotes necessary for a complete presentation of financial condition, results of operations, changes in shareholders' equity, or cash flows in accordance with GAAP. In our opinion, all adjustments (consisting only of normal recurring adjustments) necessary for a fair presentation have been included. The results of operations for the three and six months ended June 30, 2024 are not necessarily indicative of the results expected for the year ending December 31, 2024 or any other period. The June 30, 2024 condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes included in the First Internet Bancorp Annual Report on Form 10-K for the year ended December 31, 2023.

The preparation of the condensed consolidated financial statements in conformity with GAAP requires management to make estimates, judgments, or assumptions that could have a material effect on the carrying value of certain assets and liabilities. These estimates, judgments, and assumptions affect the amounts reported in the condensed consolidated financial statements and the disclosures provided. The determination of the allowance for credit losses, income taxes, valuations and impairments of investment securities and goodwill, as well as fair value measurements of derivatives and loans held-for-sale are highly dependent upon management's estimates, judgments, and assumptions, and changes in any of these could have a significant impact on the condensed consolidated financial statements.

The condensed consolidated financial statements include the accounts of First Internet Bancorp (the "Company"), its wholly owned subsidiary, First Internet Bank of Indiana (the "Bank"), and the Bank's three wholly owned subsidiaries, First Internet Public Finance Corp., JKH Realty Services, LLC and SPF15, Inc. All significant intercompany accounts and transactions have been eliminated in consolidation.

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

Note 2: Earnings Per Share

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

The following is a reconciliation of the weighted-average common shares for the basic and diluted earnings per share computations for the three and six months ended June 30, 2024 and 2023.

(dollars in thousands, except share and per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Basic earnings per share				
Net income	\$ 5,775	\$ 3,882	\$ 10,956	\$ 865
Weighted-average common shares	8,594,315	8,903,213	8,684,093	8,963,308
Basic earnings per common share	\$ 0.67	\$ 0.44	\$ 1.26	\$ 0.10
Diluted earnings per share				
Net income	\$ 5,775	\$ 3,882	\$ 10,956	\$ 865
Weighted-average common shares	8,594,315	8,903,213	8,684,093	8,963,308
Dilutive effect of equity compensation	61,900	4,967	65,924	16,954
Weighted-average common and incremental shares	8,656,215	8,908,180	8,750,017	8,980,262
Diluted earnings per common share ¹	\$ 0.67	\$ 0.44	\$ 1.25	\$ 0.10

¹ Potential dilutive common shares are excluded from the computation of diluted EPS in the periods where the effect would be antidilutive. There were no antidilutive shares for both the three and six months ended June 30, 2024. Excluded from the computation of diluted EPS were weighted-average antidilutive shares totaling 79,313 and 35,033 for the three and six months ended June 30, 2023, respectively.

¹ Potential dilutive common shares are excluded from the computation of diluted EPS in the periods where the effect would be antidilutive. There were no antidilutive shares for both the three and six months ended June 30, 2024. Excluded from the computation of diluted EPS were weighted-average antidilutive shares totaling 79,313 and 35,033 for the three and six months ended June 30, 2023, respectively.

Note 3: **Securities**

The following tables summarize securities AFS and securities HTM as of June 30, 2024 and December 31, 2023.

(in thousands)	June 30, 2024			
	Amortized Cost	Gross Unrealized		Fair Value
		Gains	Losses	
Securities available-for-sale				
U.S. Government-sponsored agencies	\$ 88,694	\$ 505	\$ (1,453)	\$ 87,746
Municipal securities	68,057	31	(3,676)	64,412
Agency mortgage-backed securities - residential ¹	262,758	162	(32,875)	230,045
Agency mortgage-backed securities - commercial	37,986	202	(1,297)	36,891
Private label mortgage-backed securities - residential	26,709	86	(1,164)	25,631
Asset-backed securities	8,383	47	(1)	8,429
Corporate securities	37,070	106	(1,758)	35,418
Total available-for-sale	\$ 529,657	\$ 1,139	\$ (42,224)	\$ 488,572

(in thousands)	June 30, 2024					
	Amortized Cost	Gross Unrealized		Fair Value	Allowance for Credit	Net Carrying Value
		Gains	Losses		Losses	
Securities held-to-maturity						
Municipal securities	\$ 13,371	\$ —	\$ (1,045)	\$ 12,326	\$ (3)	\$ 13,368
Mortgage-backed securities - residential	213,440	15	(18,118)	195,337	—	213,440
Mortgage-backed securities - commercial	5,738	—	(1,039)	4,699	—	5,738
Corporate securities	38,029	—	(2,961)	35,068	(226)	37,803
Total held-to-maturity	\$ 270,578	\$ 15	\$ (23,163)	\$ 247,430	\$ (229)	\$ 270,349

¹ Includes \$0.3 million of additional premium related to terminated interest rate swaps associated with agency mortgage-backed securities - residential as of June 30, 2024.

(in thousands)	December 31, 2023			
	Amortized Cost	Gross Unrealized		Fair Value
		Gains	Losses	
Securities available-for-sale				
U.S. Government-sponsored agencies	\$ 96,404	\$ 402	\$ (1,629)	\$ 95,177
Municipal securities	69,494	356	(1,404)	68,446
Agency mortgage-backed securities - residential ¹	237,798	101	(31,250)	206,649
Agency mortgage-backed securities - commercial	40,215	9	(1,339)	38,885
Private label mortgage-backed securities - residential	21,742	144	(1,107)	20,779
Asset-backed securities	8,071	17	(7)	8,081
Corporate securities	39,591	25	(2,778)	36,838
Total available-for-sale	\$ 513,315	\$ 1,054	\$ (39,514)	\$ 474,855

(in thousands)	December 31, 2023					
	Amortized Cost	Gross Unrealized		Fair Value	Allowance for Credit Losses	Net Carrying Value
		Gains	Losses			
Securities held-to-maturity						
Municipal securities	\$ 13,892	\$ 1	\$ (853)	\$ 13,040	\$ (3)	\$ 13,889
Agency mortgage-backed securities - residential	166,750	4	(14,112)	152,642	—	166,750
Agency mortgage-backed securities - commercial	5,767	—	(1,246)	4,521	—	5,767
Corporate securities	41,037	—	(3,668)	37,369	(290)	40,747
Total held-to-maturity	<u>\$ 227,446</u>	<u>\$ 5</u>	<u>\$ (19,879)</u>	<u>\$ 207,572</u>	<u>\$ (293)</u>	<u>\$ 227,153</u>

¹ Includes \$0.4 million of additional premium related to terminated interest rate swaps associated with agency mortgage-backed securities - residential as of December 31, 2023.

Accrued interest receivable on AFS and HTM securities at June 30, 2024 was \$ 2.8 million and \$1.3 million, respectively, compared to \$2.9 million and \$1.2 million, respectively, at December 31, 2023, and is included in accrued interest receivable on the condensed consolidated balance sheet. The Company elected to exclude all accrued interest receivable from securities when estimating credit losses.

At both June 30, 2024 and December 31, 2023, over 95% of mortgage-backed securities (including both AFS and HTM) held by the Company are issued by U.S. government-sponsored entities and agencies. These securities are either explicitly or implicitly guaranteed by the U.S. government and have a long history of no credit losses; therefore, the Company did not record an ACL on these securities.

Additionally, the Company evaluated credit impairment for individual AFS securities that are in an unrealized loss position and determined that the unrealized losses are unrelated to credit quality and are primarily attributable to changes in interest rates and volatility in the financial markets. As the Company does not intend to sell the AFS securities that are in an unrealized loss position, and it is unlikely that it will be required to sell these securities before recovery of their amortized cost basis, the Company did not record an ACL on these securities.

In accordance with the adoption of ASC 326, the Company also evaluated its HTM securities that are in an unrealized loss position and considered issuer bond ratings, historical loss rates for bond ratings and economic forecasts. As a result, the Company recorded in an initial ACL in retained earnings of \$0.3 million on January 1, 2023. The Company reevaluated these securities at June 30, 2024 and determined no additional ACL was necessary.

The carrying value of securities at June 30, 2024 is shown below by their contractual maturity date. Actual maturities will differ because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

(in thousands)	Available-for-Sale	
	Amortized Cost	Fair Value
Within one year	\$ 10,001	\$ 9,825
One to five years	21,133	21,530
Five to ten years	72,660	70,261
After ten years	90,027	85,960
	<u>193,821</u>	<u>187,576</u>
Agency mortgage-backed securities - residential	262,758	230,045
Agency mortgage-backed securities - commercial	37,986	36,891
Private label mortgage-backed securities - residential	26,709	25,631
Asset-backed securities	8,383	8,429
Total	<u>\$ 529,657</u>	<u>\$ 488,572</u>

(in thousands)	Held-to-Maturity	
	Amortized Cost	Fair Value
Within one year	\$ 1,005	\$ 995
One to five years	12,611	12,029
Five to ten years	34,278	31,345
After ten years	3,506	3,025
	51,400	47,394
Agency mortgage-backed securities - residential	213,440	195,337
Agency mortgage-backed securities - commercial	5,738	4,699
Total	\$ 270,578	\$ 247,430

There were no gross gains or losses resulting from the sale of available-for-sale securities during the three and six months ended June 30, 2024 and June 30, 2023, respectively.

Certain investments in debt securities are reported in the condensed consolidated financial statements at an amount less than their historical cost. The total fair value of these investments at June 30, 2024 and December 31, 2023 was \$ 603. million and \$578.9 million, which was approximately 82% and 85%, respectively, of the Company's AFS and HTM securities portfolios. As of June 30, 2024, the Company's security portfolio consisted of 553 securities, of which 493 were in an unrealized loss position. As of December 31, 2023, the Company's security portfolio consisted of 512 securities, of which 434 were in an unrealized loss position. The unrealized losses are related to the categories noted below.

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

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

Agency Mortgage-Backed and Private Label Mortgage-Backed Securities

The unrealized losses on the Company's investments in agency mortgage-backed and private label mortgage-backed securities were caused primarily by interest rate changes. The Company expects to recover the amortized cost basis over the terms of the securities. The Company does not intend to sell the investments and it is not likely that the Company will be required to sell the investments before recovery of their amortized cost basis, which may be upon maturity.

The following tables show the securities portfolio's gross unrealized losses and fair value, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position at June 30, 2024 and December 31, 2023.

		June 30, 2024					
		Less Than 12 Months		12 Months or Longer		Total	
(in thousands)		Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Securities available-for-sale							
U.S. Government-sponsored agencies	\$	22,285	\$ (97)	\$ 19,514	\$ (1,356)	\$ 41,799	\$ (1,453)
Municipal securities		4,452	(195)	54,022	(3,481)	58,474	(3,676)
Agency mortgage-backed securities- residential		27,981	(137)	181,940	(32,738)	209,921	(32,875)
Agency mortgage-backed securities- commercial		—	—	13,026	(1,297)	13,026	(1,297)
Private label mortgage-backed securities - residential		4,924	(32)	11,387	(1,132)	16,311	(1,164)
Asset-backed securities		1,348	(1)	—	—	1,348	(1)
Corporate securities		4,625	(375)	22,650	(1,383)	27,275	(1,758)
Total	\$	65,615	\$ (837)	\$ 302,539	\$ (41,387)	\$ 368,154	\$ (42,224)

		December 31, 2023					
		Less Than 12 Months		12 Months or Longer		Total	
(in thousands)	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	
Securities available-for-sale							
U.S. Government-sponsored agencies	\$ 41,934	\$ (161)	\$ 24,579	\$ (1,468)	\$ 66,513	\$ (1,629)	
Municipal securities	2,399	(103)	36,193	(1,301)	38,592	(1,404)	
Agency mortgage-backed securities - residential	1,089	(5)	194,095	(31,245)	195,184	(31,250)	
Agency mortgage-backed securities - commercial	21,561	(50)	14,217	(1,289)	35,778	(1,339)	
Private label mortgage-backed securities - residential	3,567	(29)	9,114	(1,078)	12,681	(1,107)	
Asset-backed securities	1,654	(7)	—	—	1,654	(7)	
Corporate securities	1,680	(365)	24,587	(2,413)	26,267	(2,778)	
Total	\$ 73,884	\$ (720)	\$ 302,785	\$ (38,794)	\$ 376,669	\$ (39,514)	

The following tables summarize ratings for the Company's HTM portfolio as of June 30, 2024 and December 31, 2023.

June 30, 2024									
Held-to-Maturity									
(in thousands)	Municipal Securities		Mortgage-Backed Securities - Residential		Mortgage-Backed Securities - Commercial		Corporate Securities		Total
AAA equivalent - agency	\$	—	\$	213,440	\$	5,738	\$	—	\$ 219,178
Aa1/AA+		9,400		—		—		—	9,400
Aa2/AA		2,178		—		—		—	2,178
A1/A+		1,793		—		—		—	1,793
A2/A		—		—		—		5,000	5,000
A3/A-		—		—		—		4,504	4,504
Baa1/BBB+		—		—		—		8,500	8,500
Baa2/BBB		—		—		—		8,500	8,500
Baa3/BBB-		—		—		—		9,525	9,525
Ba1/BB+		—		—		—		2,000	2,000
Total	\$	13,371	\$	213,440	\$	5,738	\$	38,029	\$ 270,578

December 31, 2023									
Held-to-Maturity									
(in thousands)	Municipal Securities		Mortgage-Backed Securities - Residential		Mortgage-Backed Securities - Commercial		Corporate Securities		Total
AAA equivalent - agency	\$	—	\$	166,750	\$	5,767	\$	—	\$ 172,517
Aa1/AA+		9,917		—		—		—	9,917
Aa2/AA		1,538		—		—		—	1,538
A1/A+		1,794		—		—		—	1,794
A2/A		643		—		—		5,000	5,643
A3/A-		—		—		—		4,509	4,509
Baa1/BBB+		—		—		—		8,500	8,500
Baa2/BBB		—		—		—		8,500	8,500
Baa3/BBB-		—		—		—		12,528	12,528
Ba1/BB+		—		—		—		2,000	2,000
Total	\$	13,892	\$	166,750	\$	5,767	\$	41,037	\$ 227,446

Note 4: Loans

Loan balances as of June 30, 2024 and December 31, 2023 are summarized in the table below. Categories of loans include:

<i>(in thousands)</i>	June 30, 2024	December 31, 2023
Commercial loans		
Commercial and industrial	\$ 115,585	\$ 129,349
Owner-occupied commercial real estate	58,089	57,286
Investor commercial real estate	188,409	132,077
Construction	328,922	261,750
Single tenant lease financing	927,462	936,616
Public finance	486,200	521,764
Healthcare finance	202,079	222,793
Small business lending	270,129	218,506
Franchise finance	551,133	525,783
Total commercial loans	3,128,008	3,005,924
Consumer loans		
Residential mortgage	382,549	395,648
Home equity	21,405	23,669
Other consumer loans	396,527	377,614
Total consumer loans	800,481	796,931
Total commercial and consumer loans	3,928,489	3,802,855
Net deferred loan origination fees/costs and premiums/discounts on purchased loans and other [‡]	32,657	37,365
Total loans	3,961,146	3,840,220
Allowance for credit losses	(43,405)	(38,774)
Net loans	\$ 3,917,741	\$ 3,801,446

[‡] Includes carrying value adjustments of \$25.6 million and \$27.8 million related to terminated interest rate swaps associated with public finance loans as of June 30, 2024 and December 31, 2023, respectively.

Risk characteristics of each loan portfolio segment are as follows:

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

Owner-Occupied Commercial Real Estate: The primary source of repayment is the cash flow from the ongoing operations and activities conducted by the borrower, or an affiliate of the borrower, who owns the property. This portfolio segment is generally concentrated in the Midwest and Southwest regions of the United States and its loans are often secured by manufacturing and service facilities.

Investor Commercial Real Estate: These loans are made on a nationwide basis and are underwritten primarily based on the cash flow expected to be generated from the property and are secondarily supported by the value of the real estate. These loans typically incorporate a personal guarantee from the primary sponsor or sponsors. This portfolio segment generally involves larger loan amounts with repayment primarily dependent on the successful leasing and operation of the property securing the loan or the business conducted on the property securing the loan. Investor commercial real estate loans may be more adversely affected by changing economic conditions in the real estate markets, industry dynamics or the overall health of the local economy where the property is located. The properties securing the Company's investor commercial real estate portfolio tend to be diverse in terms of property type. Management monitors and evaluates commercial real estate loans based on property financial performance, collateral value, guarantor strength, economic and industry conditions together with other risk grade criteria. As a general rule, the Company avoids financing special use projects unless other underwriting factors are present to mitigate these additional risks.

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

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

Public Finance: These loans are made on a nationwide basis to governmental and not-for-profit entities to provide both tax-exempt and taxable loans for a variety of purposes including: short-term cash-flow needs; debt refinancing; economic development; quality of life projects; infrastructure improvements; renewable energy projects; and equipment financing. The primary sources of repayment for public finance loans include pledged revenue sources including but not limited to: general obligations; property taxes; income taxes; tax increment revenue; utility revenue; gaming revenues; sales tax; and pledged general revenue. Certain loans may also include an additional collateral pledge of mortgaged property or a security interest in financed equipment.

Healthcare Finance: These loans are made on a nationwide basis to healthcare providers, primarily dentists, for practice acquisition financing or refinancing that occasionally includes owner-occupied commercial real estate and equipment purchases. The sources of repayment are primarily based on the identified cash flows from operations of the borrower and related entities and secondarily on the underlying collateral provided by the borrower.

Small Business Lending: These loans are made on a nationwide basis to small businesses and generally carry a partial guaranty from the U.S. Small Business Administration ("SBA") under its 7(a) loan program. We generally sell the government guaranteed portion of SBA loans into the secondary market while retaining the non-guaranteed portion of the loan and the servicing rights. Loans in the small business lending portfolio have sources of repayment that are primarily based on the identified cash flows of the borrower and secondarily on any underlying collateral provided by the borrower. Loans may, but do not always, have a collateral shortfall. For SBA loans where the guaranteed portion is retained, the SBA guaranty provides a tertiary source of repayment to the Bank in event of borrower default. Cash flows of borrowers, however, may not be as expected and collateral securing these loans may fluctuate in value. Loans are made for a broad array of purposes including, but not limited to, providing operating cash flow, funding ownership changes, and facilitating equipment and commercial real estate purchases.

Franchise Finance: These loans are made on a nationwide basis through our partnership with ApplePie Capital, which through their deep relationships with franchise brands provides franchisees with financing options for new franchise units, recapitalization, expansion, equipment and working capital. The sources of repayment are either based on identified cash flows from existing operations of the borrower or pro forma cash flow for new franchise locations.

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

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

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

Allowance for Credit Losses ("ACL") Methodology

The ACL for loans represents management's estimate of all expected credit losses over the expected life of the Company's existing loan portfolio. Management estimates the ACL balance using relevant available information about the collectability of cash flows, from internal and external sources, including historical information relating to past events, current conditions, and reasonable and supportable forecasts of future economic conditions. When the Company is unable to forecast future economic events, management may revert to historical information.

The Company's methodologies incorporate a one-year reasonable and supportable forecast period with a one-year straight line reversion to the long-term historical average.

The ACL methodology may also consider other adjustments to address changes in conditions, trends, and circumstances such as local industry changes that could have a significant impact on the risk profile of the loan portfolio and provide for adjustments that may not be reflected and/or captured in the historical loss data. These factors include: lending policies, imprecision in forecasting future economic conditions, loan profile, lending staff, problem loan trends, loan review, collateral, credit concentration, or other internal and external factors.

The Company also includes qualitative adjustments to the allowance based on factors and considerations that have not otherwise been fully accounted for. Qualitative adjustments include, but are not limited to:

- Changes in lending policies and procedures, including changes in underwriting standards and collections, charge-offs and recovery practices
- Changes in international, national, regional and local conditions
- Changes in the nature and volume of the portfolio and terms of loans
- Changes in the experience, depth and ability of lending management
- Changes in the volume and severity of past due loans and other similar conditions
- Changes in the quality of the organization's loan review system
- Changes in the value of underlying collateral for collateral dependent loans
- The existence and effect of any concentrations of credit and changes in the levels of such concentrations
- The effect of other external factors (i.e. competition, legal and regulatory requirements) on the level of estimated credit losses

The ACL is measured on a collective or pool basis when similar risk characteristics exist. The Company segments its portfolio generally by Federal Financial Institutions Examination Council ("FFIEC") Call Report codes that align with its lines of business. Additional sub-segmentation may be utilized to identify groups of loans with unique risk characteristics relative to the rest of the portfolio.

Loans that do not share similar risk characteristics are evaluated on an individual basis. These evaluations are typically performed on loans with a deteriorated internal risk rating. The allowance for credit loss is determined based on several methods, including estimating the fair value of the underlying collateral or the present value of expected cash flows.

The Company relies on a third-party platform that offers multiple methodologies to measure historical life-of-loan losses.

Modified Loans to Borrowers Experiencing Financial Difficulty

The Company may make modifications to certain loans in order to alleviate temporary difficulties in the borrower's financial condition and/or constraints on the borrower's ability to repay the loan, and to minimize potential losses to the Company. Modifications may include changes in the amortization terms of the loan, reductions in interest rates, acceptance of interest only payments, and/or reductions to the outstanding loan balance. Such loans are typically placed on nonaccrual status when there is doubt concerning the full repayment of principal and interest or the loan has been delinquent for a period of 90 days or more. These loans may be returned to accrual status when all contractual amounts past due have been brought current, and the borrower's performance under the modified terms of the loan agreement and the ultimate collectability of all contractual amounts due under the modified terms is no longer in doubt. The Company typically measures the ACL on modified loans to borrowers experiencing financial difficulty on an individual basis when the loans are deemed to no longer share risk characteristics that are similar with other loans in the portfolio. The determination of the ACL for these loans is based on a discounted cash flow approach for both those measured collectively and individually, unless the loan is deemed collateral dependent, which requires measurement of the ACL based on the estimated expected fair value of the underlying collateral, less costs to sell. GAAP requires the Company to make certain disclosures related to these loans, including certain types of modifications, as well as how such loans have performed since their modifications.

Provision for Credit Losses

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

Policy for Charging Off Loans

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

The following tables present changes in the balance of the ACL during the three and six months ended June 30, 2024 and 2023.

ands) Three Months Ended June 30, 2024

	Balance, Beginning of Period	(Credit) Provision Charged to Expense	Losses Charged Off	Recoveries	Balance, End of Period
ce for credit losses:					
ercial and industrial	\$ 1,890	(453)	\$—	\$ 2	1,389
-occupied commercial real estate	769	(208)	—	—	561
er commercial real estate	798	374	—	—	1,172
uction	2,942	198	—	—	3,140
tenant lease financing	8,471	(20)	(195)	—	8,256
finance	1,336	(594)	—	—	742
care finance	1,917	(108)	—	—	1,809
usiness lending	8,868	3,633	(573)	65	11,993
ise finance	6,166	402	(577)	—	5,991
ntial mortgage	1,945	167	—	—	2,112
equity	125	(8)	—	1	118
onsumer loans	5,754	497	(160)	31	6,122
	\$ 40,851	3,980	(1,585)	\$ 99	43,405

ands) Six Months Ended June 30, 2024

	Balance, Beginning of Period	(Credit) Provision Charged to Expense	Losses Charged Off	Recoveries	Balance, End of Period
ce for credit losses:					
ercial and industrial	\$ 2,185	(880)	\$—	\$ 4	1,389
-occupied commercial real estate	825	(264)	—	—	561
er commercial real estate	1,311	(139)	—	—	1,172
uction	2,167	973	—	—	3,140
tenant lease financing	8,129	322	(195)	—	8,256
finance	1,372	(630)	—	—	742
care finance	1,976	(167)	—	—	1,809
usiness lending	6,532	6,218	(862)	105	11,993
ise finance	6,363	205	(577)	—	5,991
ntial mortgage	2,054	126	(69)	1	2,112
equity	171	(56)	—	3	118
onsumer loans	5,689	714	(335)	54	6,122
	\$ 38,754	6,582	(2,088)	\$167	43,405

(in thousands)

Three Months Ended June 30, 2023						
Allowance for credit losses:	Balance, Beginning of Period	(Credit) Provision Charged to Expense	Losses Charged Off	Recoveries	Balance, End of Period	
Commercial and industrial	\$ 1,437	\$ 195	\$ —	\$ 217	\$ 1,849	
Owner-occupied commercial real estate	712	77	—	—	789	
Investor commercial real estate	1,276	140	—	—	1,416	
Construction	1,551	389	—	—	1,940	
Single tenant lease financing	10,273	(303)	—	—	9,970	
Public finance	1,570	(61)	—	—	1,509	
Healthcare finance	3,695	(1,249)	(25)	—	2,421	
Small business lending	2,340	1,599	(1,358)	37	2,618	
Franchise finance	4,672	143	(331)	—	4,484	
Residential mortgage	2,561	(12)	—	1	2,550	
Home equity	254	(32)	—	2	224	
Other consumer loans	6,538	(133)	(150)	33	6,288	
Total	\$ 36,879	\$ 753	\$ (1,864)	\$ 290	\$ 36,058	

(in thousands)

Six Months Ended June 30, 2023						
Allowance for credit losses:	Balance, Beginning of Period	Adoption of CECL	(Credit) Provision Charged to Expense	Losses Charged Off	Recoveries	Balance, End of Period
Commercial and industrial	\$ 1,711	\$ (120)	\$ 7,005	\$ (6,965)	\$ 218	\$ 1,849
Owner-occupied commercial real estate	651	62	76	—	—	789
Investor commercial real estate	1,099	(191)	508	—	—	1,416
Construction	2,074	(435)	301	—	—	1,940
Single tenant lease financing	10,519	(346)	(203)	—	—	9,970
Public finance	1,753	(135)	(109)	—	—	1,509
Healthcare finance	2,997	1,034	(1,585)	(25)	—	2,421
Small business lending	2,168	334	1,493	(1,417)	40	2,618
Franchise finance	3,988	(313)	1,140	(331)	—	4,484
Residential mortgage	1,559	406	582	—	3	2,550
Home equity	69	133	19	—	3	224
Other consumer loans	3,149	2,533	899	(383)	90	6,288
Total	\$ 31,737	\$ 2,962	\$ 10,126	\$ (9,121)	\$ 354	\$ 36,058

Accrued interest receivable on loans totaled \$ 28.1 million and \$26.7 million at June 30, 2024 and December 31, 2023, respectively, and is excluded from the estimate of credit losses. The Company made the accounting policy election to not measure an ACL for accrued interest receivable. Accrued interest deemed uncollectible will be written off through interest income.

In addition to the ACL, the Company established a reserve for off-balance sheet commitments, classified in other liabilities, as required by the adoption of the CECL methodology for measuring credit losses. This reserve is maintained at a level management believes to be sufficient to absorb losses arising from unfunded loan commitments. The day one entry for off-balance sheet commitments resulted in a reserve of \$2.5 million. The adequacy of the reserve for unfunded commitments is determined quarterly based on methodology similar to the methodology for determining

the ACL. The following tables detail activity in the provision (benefit) for credit losses on off-balance sheet commitments for the three and six months ended June 30, 2024.

<i>(in thousands)</i>	Balance March 31, 2024	Provision (Benefit) for credit losses	Balance June 30, 2024
Off-balance sheet commitments			
Commercial loans			
Commercial and industrial	\$ 193	\$ (5)	\$ 188
Construction	3,270	150	3,420
Small business lending	159	(28)	131
Total commercial loans	3,622	117	3,739
Consumer loans			
Residential mortgage	5	(2)	3
Home equity	35	(2)	33
Other consumer	11	—	11
Total consumer loans	51	(4)	47
Total allowance for off-balance sheet commitments	\$ 3,673	\$ 113	\$ 3,786

<i>(in thousands)</i>	Balance December 31, 2023	Provision (Benefit) for credit losses	Balance June 30, 2024
Off-balance sheet commitments			
Commercial loans			
Commercial and industrial	\$ 233	\$ (45)	\$ 188
Owner-occupied commercial real estate	9	(9)	—
Investor commercial real estate	6	(6)	—
Construction	2,889	531	3,420
Healthcare finance	—	—	—
Small business lending	541	(410)	131
Total commercial loans	3,678	61	3,739
Consumer loans			
Residential mortgage	11	(8)	3
Home equity	45	(12)	33
Other consumer	11	—	11
Total consumer loans	67	(20)	47
Total allowance for off-balance sheet commitments	\$ 3,745	\$ 41	\$ 3,786

The following table details activity in the provision for credit losses on off-balance sheet commitments for the three and six months ended June 30, 2023.

<i>(in thousands)</i>	Balance March 31, 2023	Provision (Benefit) for credit losses	Balance June 30, 2023
Off-balance sheet commitments			
Commercial loans			
Commercial and industrial	\$ 149	\$ 39	\$ 188
Owner-occupied commercial real estate	8	—	8
Investor commercial real estate	48	(28)	20
Construction	2,154	743	2,897
Healthcare finance	2	(2)	—
Small business lending	—	242	242
Total commercial loans	2,361	994	3,355
Consumer loans			
Residential mortgage	113	(54)	59
Home equity	62	1	63
Other consumer	10	4	14
Total consumer loans	185	(49)	136
Total allowance for off-balance sheet commitments	\$ 2,546	\$ 945	\$ 3,491

<i>(in thousands)</i>	Pre-ASC 326 Adoption	Impact of ASC 326 Adoption	Provision (Benefit) for credit losses	Balance June 30, 2023
Off-balance sheet commitments				
Commercial loans				
Commercial and industrial	\$ —	\$ 110	\$ 78	\$ 188
Owner-occupied commercial real estate	—	—	8	8
Investor commercial real estate	—	9	11	20
Construction	—	2,193	704	2,897
Healthcare finance	—	2	(2)	—
Small business lending	—	—	242	242
Total commercial loans	—	2,314	1,041	3,355
Consumer loans				
Residential mortgage	—	127	(68)	59
Home equity	—	52	11	63
Other consumer	—	11	3	14
Total consumer loans	—	190	(54)	136
Total allowance for off-balance sheet commitments	\$ —	\$ 2,504	\$ 987	\$ 3,491

The Company utilizes a risk grading matrix to assign a risk grade to each of its commercial loans. A description of the general characteristics of the risk grades is as follows:

- "Pass" - Higher quality loans that do not fit any of the other categories described below.
- "Special Mention" - Loans that possess some credit deficiency or potential weakness, which deserve close attention.
- "Substandard" - Loans that possess a defined weakness or weaknesses that jeopardize the liquidation of the debt. Loans characterized by the distinct possibility that the institution will sustain some loss if the deficiencies are not corrected. Loans that are inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any.
- "Doubtful" - Such loans have been placed on nonaccrual status and may be heavily dependent upon collateral possessing a value that is difficult to determine or based upon some near-term event that lacks clear certainty. These loans have all of the weaknesses of those classified as Substandard; however, based on existing conditions, these weaknesses make full collection of the principal balance highly improbable.
- "Loss" - Loans that are considered uncollectible and of such little value that continuing to carry them as assets is not warranted.

The Company does not risk grade its consumer loans. It classifies them as either performing or nonperforming. Below is a description of those classifications:

- "Performing" - Loans that are accruing and full collection of principal and interest is expected.
- "Nonperforming" - Loans that are 90 days delinquent or for which the full collection of principal and interest may be in doubt.

The following tables present the credit risk profile of the Company's commercial and consumer loan portfolios by loan class and by year of origination for the years indicated based on rating category and payment activity as of June 30, 2024 and December 31, 2023.

(in thousands)	June 30, 2024									
	Term Loans (amortized cost basis by origination year)						Revolving loans		Total	
	2024	2023	2022	2021	2020	Prior	amortized cost basis	Revolving loans converted to term		
Commercial and industrial										
Pass	\$ 12,036	\$ 17,401	\$ 16,381	\$ 15,318	\$ 2,431	\$ 19,953	\$ 27,711	\$ —	\$ 111,231	
Special Mention	—	—	4,354	—	—	—	—	—	4,354	
Substandard	—	—	—	—	—	—	—	—	—	
Doubtful	—	—	—	—	—	—	—	—	—	
Total commercial and industrial	12,036	17,401	20,735	15,318	2,431	19,953	27,711	—	115,585	
Year-to-date gross charge-offs	—	—	—	—	—	—	—	—	—	
Owner-occupied commercial real estate										
Pass	3,254	1,475	10,558	7,779	5,814	16,628	—	—	45,508	
Special Mention	—	—	577	905	8,270	1,174	—	—	10,926	
Substandard	—	—	—	—	—	1,655	—	—	1,655	
Doubtful	—	—	—	—	—	—	—	—	—	
Total owner-occupied commercial real estate	3,254	1,475	11,135	8,684	14,084	19,457	—	—	58,089	
Year-to-date gross charge-offs	—	—	—	—	—	—	—	—	—	
Investor commercial real estate										
Pass	52,000	2,894	67,153	24,250	9,737	32,375	—	—	188,409	
Special Mention	—	—	—	—	—	—	—	—	—	
Substandard	—	—	—	—	—	—	—	—	—	
Doubtful	—	—	—	—	—	—	—	—	—	
Total investor commercial real estate	52,000	2,894	67,153	24,250	9,737	32,375	—	—	188,409	
Year-to-date gross charge-offs	—	—	—	—	—	—	—	—	—	
Construction										
Pass	11,886	77,716	152,610	82,159	2,429	—	2,122	—	328,922	
Special Mention	—	—	—	—	—	—	—	—	—	
Substandard	—	—	—	—	—	—	—	—	—	
Doubtful	—	—	—	—	—	—	—	—	—	
Total construction	11,886	77,716	152,610	82,159	2,429	—	2,122	—	328,922	
Year-to-date gross charge-offs	—	—	—	—	—	—	—	—	—	
Single tenant lease financing										
Pass	17,736	52,073	220,920	88,674	64,537	464,691	—	—	908,631	
Special Mention	1,240	—	2,597	4,368	1,166	9,460	—	—	18,831	
Substandard	—	—	—	—	—	—	—	—	—	
Doubtful	—	—	—	—	—	—	—	—	—	
Total single tenant lease financing	18,976	52,073	223,517	93,042	65,703	474,151	—	—	927,462	
Year-to-date gross charge-offs	—	—	—	—	—	195	—	—	195	
Public finance										
Pass	5,957	1,788	12,028	28,790	719	434,798	—	—	484,080	
Special Mention	—	—	—	—	—	2,120	—	—	2,120	
Substandard	—	—	—	—	—	—	—	—	—	
Doubtful	—	—	—	—	—	—	—	—	—	
Total public finance	5,957	1,788	12,028	28,790	719	436,918	—	—	486,200	
Year-to-date gross charge-offs	—	—	—	—	—	—	—	—	—	

June 30, 2024

	Term Loans (amortized cost basis by origination year)						Revolving loans		
(in thousands)	2024	2023	2022	2021	2020	Prior	amortized cost basis	Revolving loans converted to term	Total
Healthcare finance									
Pass	—	—	—	9,472	114,826	77,099	—	—	201,397
Special Mention	—	—	—	—	—	682	—	—	682
Substandard	—	—	—	—	—	—	—	—	—
Doubtful	—	—	—	—	—	—	—	—	—
Total healthcare finance	—	—	—	9,472	114,826	77,781	—	—	202,079
Year-to-date gross charge-offs	—	—	—	—	—	—	—	—	—
Small business lending ¹									
Pass	56,182	118,343	34,334	13,395	10,817	12,013	10,035	—	255,119
Special Mention	—	2,632	660	390	374	592	199	—	4,847
Substandard	—	3,304	2,958	72	1,483	1,883	463	—	10,163
Doubtful	—	—	—	—	—	—	—	—	—
Total small business lending	56,182	124,279	37,952	13,857	12,674	14,488	10,697	—	270,129
Year-to-date gross charge-offs	—	218	487	—	72	85	—	—	862
Franchise finance									
Pass	52,006	247,634	195,745	54,548	—	—	—	—	549,933
Special Mention	—	—	1,200	—	—	—	—	—	1,200
Substandard	—	—	—	—	—	—	—	—	—
Doubtful	—	—	—	—	—	—	—	—	—
Total franchise finance	52,006	247,634	196,945	54,548	—	—	—	—	551,133
Year-to-date gross charge-offs	—	281	—	296	—	—	—	—	577
Consumer loans									
Residential mortgage									
Performing	—	13,973	191,732	87,717	29,250	58,287	—	—	380,959
Nonperforming	—	—	484	332	71	703	—	—	1,590
Total residential mortgage	—	13,973	192,216	88,049	29,321	58,990	—	—	382,549
Year-to-date gross charge-offs	—	—	13	56	—	—	—	—	69
Home equity									
Performing	—	1,228	1,898	372	441	600	15,475	1,391	21,405
Nonperforming	—	—	—	—	—	—	—	—	—
Total home equity	—	1,228	1,898	372	441	600	15,475	1,391	21,405
Year-to-date gross charge-offs	—	—	—	—	—	—	—	—	—
Other consumer									
Performing	54,803	106,976	96,992	37,282	23,548	76,067	805	—	396,473
Nonperforming	—	—	7	27	3	17	—	—	54
Total other consumer	54,803	106,976	96,999	37,309	23,551	76,084	805	—	396,527
Gross charge-offs	—	100	90	57	1	87	—	—	335
Total Loans	\$ 267,100	\$ 647,437	\$ 1,013,188	\$ 455,850	\$ 275,916	\$ 1,210,797	\$ 56,810	\$ 1,391	\$ 3,928,489
Total year-to-date gross charge-offs	\$ —	\$ 599	\$ 590	\$ 409	\$ 73	\$ 367	\$ —	\$ —	\$ 2,038

¹ Balance in "Substandard" is partially guaranteed by the U.S. government.

December 31, 2023

(in thousands)	Term Loans (amortized cost basis by origination year)						Revolving loans	Revolving loans	Total
	2023	2022	2021	2020	2019	Prior	amortized cost basis	converted to term	
Commercial and industrial									
Pass	\$ 24,329	\$ 19,382	\$ 15,464	\$ 2,502	\$ 12,365	\$ 8,703	\$ 41,967	\$ —	\$ 124,712
Special Mention	—	4,637	—	—	—	—	—	—	4,637
Substandard	—	—	—	—	—	—	—	—	—
Doubtful	—	—	—	—	—	—	—	—	—
Total commercial and industrial	24,329	24,019	15,464	2,502	12,365	8,703	41,967	—	129,349
Year-to-date gross charge-offs	—	—	6,914	5	130	—	—	—	7,049
Owner-occupied commercial real estate									
Pass	1,492	10,731	7,990	6,591	5,255	12,485	—	—	44,544
Special Mention	—	584	922	8,392	—	1,189	—	—	11,087
Substandard	—	—	—	—	—	1,655	—	—	1,655
Doubtful	—	—	—	—	—	—	—	—	—
Total owner-occupied commercial real estate	1,492	11,315	8,912	14,983	5,255	15,329	—	—	57,286
Year-to-date gross charge-offs	—	—	—	—	—	—	—	—	—
Investor commercial real estate									
Pass	6,571	35,209	26,841	9,864	47,827	5,765	—	—	132,077
Special Mention	—	—	—	—	—	—	—	—	—
Substandard	—	—	—	—	—	—	—	—	—
Doubtful	—	—	—	—	—	—	—	—	—
Total investor commercial real estate	6,571	35,209	26,841	9,864	47,827	5,765	—	—	132,077
Year-to-date gross charge-offs	—	—	—	—	—	591	—	—	591
Construction									
Pass	26,539	153,066	70,175	6,121	—	—	5,849	—	261,750
Special Mention	—	—	—	—	—	—	—	—	—
Substandard	—	—	—	—	—	—	—	—	—
Doubtful	—	—	—	—	—	—	—	—	—
Total construction	26,539	153,066	70,175	6,121	—	—	5,849	—	261,750
Year-to-date gross charge-offs	—	—	—	—	—	—	—	—	—
Single tenant lease financing									
Pass	52,360	221,964	89,075	65,863	142,023	346,695	—	—	917,980
Special Mention	—	4,362	6,698	3,032	—	4,544	—	—	18,636
Substandard	—	—	—	—	—	—	—	—	—
Doubtful	—	—	—	—	—	—	—	—	—
Total single tenant lease financing	52,360	226,326	95,773	68,895	142,023	351,239	—	—	936,616
Year-to-date gross charge-offs	—	—	—	—	—	—	—	—	—
Public finance									
Pass	3,805	30,583	29,750	719	43,611	411,176	—	—	519,644
Special Mention	—	—	—	—	—	2,120	—	—	2,120
Substandard	—	—	—	—	—	—	—	—	—
Doubtful	—	—	—	—	—	—	—	—	—
Total public finance	3,805	30,583	29,750	719	43,611	413,296	—	—	521,764
Year-to-date gross charge-offs	—	—	—	—	—	—	—	—	—

December 31, 2023

(in thousands)	Term Loans (amortized cost basis by origination year)						Revolving loans amortized cost basis	Revolving loans converted to term	Total
	2023	2022	2021	2020	2019	Prior			
Healthcare finance									
Pass	—	—	9,955	124,654	63,486	23,484	—	—	221,579
Special Mention	—	—	—	—	1,214	—	—	—	1,214
Substandard	—	—	—	—	—	—	—	—	—
Doubtful	—	—	—	—	—	—	—	—	—
Total healthcare finance	—	—	9,955	124,654	64,700	23,484	—	—	222,793
Year-to-date gross charge-offs	—	—	—	—	605	—	—	—	605
Small business lending ¹									
Pass	119,149	42,077	15,180	13,948	4,582	9,215	5,388	—	209,539
Special Mention	343	496	—	341	265	698	—	—	2,143
Substandard	1,095	1,854	52	1,777	1,155	417	474	—	6,824
Doubtful	—	—	—	—	—	—	—	—	—
Total small business lending	120,587	44,427	15,232	16,066	6,002	10,330	5,862	—	218,506
Year-to-date gross charge-offs	67	739	416	1,364	—	—	—	—	2,586
Franchise finance									
Pass	256,944	210,617	57,919	—	—	—	—	—	525,480
Special Mention	—	—	—	—	—	—	—	—	—
Substandard	—	—	303	—	—	—	—	—	303
Doubtful	—	—	—	—	—	—	—	—	—
Total franchise finance	256,944	210,617	58,222	—	—	—	—	—	525,783
Year-to-date gross charge-offs	—	331	—	—	—	—	—	—	331
Consumer loans									
Residential mortgage									
Performing	14,942	195,453	91,010	30,092	13,072	48,330	—	—	392,899
Nonperforming	—	738	456	73	—	1,482	—	—	2,749
Total residential mortgage	14,942	196,191	91,466	30,165	13,072	49,812	—	—	395,648
Year-to-date gross charge-offs	—	53	70	—	17	—	—	—	140
Home equity									
Performing	1,369	1,997	436	467	141	585	16,896	1,778	23,669
Nonperforming	—	—	—	—	—	—	—	—	—
Total home equity	1,369	1,997	436	467	141	585	16,896	1,778	23,669
Year-to-date gross charge-offs	—	—	—	—	—	—	—	—	—
Other consumer									
Performing	115,736	106,883	41,598	26,527	27,087	58,902	795	—	377,528
Nonperforming	—	53	—	5	15	13	—	—	86
Total other consumer	115,736	106,936	41,598	26,532	27,102	58,915	795	—	377,614
Year-to-date gross charge-offs	97	115	20	51	56	243	—	—	582
Total Loans	\$ 624,674	\$ 1,040,686	\$ 463,824	\$ 300,968	\$ 362,098	\$ 937,458	\$ 71,369	\$ 1,778	\$ 3,802,855
Total year-to-date gross charge-offs	\$ 164	\$ 1,238	\$ 7,420	\$ 1,420	\$ 808	\$ 834	\$ —	\$ —	\$ 11,884

¹ Balance in "Substandard" is partially guaranteed by the U.S. government.

The following tables present the Company's loan portfolio delinquency analysis as of June 30, 2024 and December 31, 2023.

June 30, 2024						
(in thousands)	30-59 Days Past Due	60-89 Days Past Due	90 Days or More Past Due	Total Past Due	Current	Total Loans
Commercial and industrial	\$ 9	\$ —	\$ —	\$ 9	\$ 115,576	\$ 115,585
Owner-occupied commercial real estate	—	—	—	—	58,089	58,089
Investor commercial real estate	—	—	—	—	188,409	188,409
Construction	—	—	—	—	328,922	328,922
Single tenant lease financing	—	—	—	—	927,462	927,462
Public finance	—	—	—	—	486,200	486,200
Healthcare finance	—	—	—	—	202,079	202,079
Small business lending ¹	5,216	1,329	4,995	11,540	258,589	270,129
Franchise finance	4,442	909	555	5,906	545,227	551,133
Residential mortgage	1,182	2,563	673	4,418	378,131	382,549
Home equity	—	—	—	—	21,405	21,405
Other consumer	194	40	38	272	396,255	396,527
Total	\$ 11,043	\$ 4,841	\$ 6,261	\$ 22,145	\$ 3,906,344	\$ 3,928,489

¹ Balance is partially guaranteed by the U.S. government.

December 31, 2023						
(in thousands)	30-59 Days Past Due	60-89 Days Past Due	90 Days or More Past Due	Total Past Due	Current	Total Loans
Commercial and industrial	\$ 40	\$ 21	\$ —	\$ 61	\$ 129,288	\$ 129,349
Owner-occupied commercial real estate	—	—	—	—	57,286	57,286
Investor commercial real estate	—	—	—	—	132,077	132,077
Construction	—	—	—	—	261,750	261,750
Single tenant lease financing	—	—	—	—	936,616	936,616
Public finance	—	—	—	—	521,764	521,764
Healthcare finance	—	—	—	—	222,793	222,793
Small business lending ¹	2,680	57	2,794	5,531	212,975	218,506
Franchise finance	—	2,923	303	3,226	522,557	525,783
Residential mortgage	70	709	1,663	2,442	393,206	395,648
Home equity	—	—	—	—	23,669	23,669
Other consumer	223	68	53	344	377,270	377,614
Total	\$ 3,013	\$ 3,778	\$ 4,813	\$ 11,604	\$ 3,791,251	\$ 3,802,855

¹ Balance is partially guaranteed by the U.S. government.

Loans are reclassified to a non-accruing status when, in management's judgment, the collateral value and financial condition of the borrower do not justify accruing interest. At the time the accrual is discontinued, all unpaid accrued interest is reversed against earnings. Interest income accrued in prior years, if any, is charged to the allowance for credit losses. Payments subsequently received on nonaccrual loans are applied to principal. A loan is returned to accrual status when principal and interest are no longer past due and collectability is probable, typically after a minimum of nine consecutive months of performance. The Company recorded less than \$0.1 million interest income recognized on nonaccrual loans for both the six months ended June 30, 2024 and 2023.

The following table summarizes the Company's nonaccrual loans and loans past due 90 days or more and still accruing by loan class for the periods indicated:

	June 30, 2024			December 31, 2023		
	Nonaccrual Loans	Nonaccrual Loans with no Allowance for Credit Losses	Total Loans 90 Days or More Past Due and Accruing	Nonaccrual Loans	Nonaccrual Loans with no Allowance for Credit Losses	Total Loans 90 Days or More Past Due and Accruing
<i>(in thousands)</i>						
Small business lending ¹	\$ 10,246	\$ 2,865	\$ 2	\$ 6,824	\$ 904	\$ —
Franchise finance	—	—	555	303	—	—
Residential mortgage	2,117	2,117	—	1,911	1,911	838
Other consumer	54	54	4	86	86	—
Total loans	\$ 12,417	\$ 5,036	\$ 561	\$ 9,124	\$ 2,901	\$ 838

¹ Balance is partially guaranteed by the U.S. government.

Determining fair value for collateral dependent loans requires obtaining a current independent appraisal of the collateral and applying a discount factor, which includes selling costs if applicable, to the value. The fair value of real estate is generally based on appraisals by qualified licensed appraisers. The appraisers typically determine the value of the real estate by utilizing an income or market valuation approach. If an appraisal is not available, the fair value may be determined by using a cash flow analysis. Fair value on other collateral such as business assets is typically ascertained by assessing, either singularly or some combination of, asset appraisals, accounts receivable aging reports, inventory listings and/or customer financial statements. Both appraised values and values based on borrower's financial information are discounted as considered appropriate based on age and quality of the information and current market conditions.

The following tables present the amortized cost basis of collateral dependent loans, which are individually evaluated to determine expected credit losses as of June 30, 2024 and December 31, 2023.

	June 30, 2024				Allowance on Collateral Dependent Loans
	Commercial Real Estate	Residential Real Estate	Other	Total	
<i>(in thousands)</i>					
Owner-occupied commercial real estate	\$ —	\$ —	\$ 1,654	\$ 1,654	\$ —
Small business lending ¹	2,003	—	7,332	9,335	5,144
Residential mortgage	—	2,117	—	2,117	—
Other consumer loans	—	—	54	54	—
Total loans	\$ 2,003	\$ 2,117	\$ 9,040	\$ 13,160	\$ 5,144

¹ Balance is partially guaranteed by the U.S. government.

	December 31, 2023				Allowance on Collateral Dependent Loans
	Commercial Real Estate	Residential Real Estate	Other	Total	
<i>(in thousands)</i>					
Owner-occupied commercial real estate	\$ —	\$ —	\$ 1,654	\$ 1,654	\$ —
Small business lending ¹	2,875	1,210	2,226	6,311	2,391
Residential mortgage	—	1,911	—	1,911	—
Other consumer loans	—	—	86	86	—
Total loans	\$ 2,875	\$ 3,121	\$ 3,966	\$ 9,962	\$ 2,391

¹ Balance is partially guaranteed by the U.S. government.

Loan Modifications to Borrowers Experiencing Financial Difficulty

In January 2023, the Company adopted ASU 2022-02, "Financial Instruments - Credit Losses (Topic 326): Troubled Debt restructurings and Vintage Disclosures" ("ASU 2022-02"), which eliminated the accounting guidance for troubled debt restructurings ("TDRs") while enhancing disclosure requirements for certain loan refinancing and restructurings by creditors when a borrower is experiencing financial difficulty. This guidance was applied on a prospective basis. Upon adoption of this guidance, the Company no longer establishes a specific reserve for modifications to borrowers experiencing financial difficulty. Instead, these modifications are included in their respective loan pool and a historical loss rate is applied to the current loan balance to arrive at the quantitative baseline portion of the ACL.

Modifications to borrowers experiencing financial difficulty may include interest rate reductions, principal or interest forgiveness, forbearances, term extensions and other actions intended to minimize loss and to avoid foreclosure or repossession of collateral. The Company did not have any loan modifications made to borrowers experiencing financial difficulty during the three and six months ended June 30, 2024 and 2023.

Other Real Estate Owned

The Company had no other real estate owned ("OREO") as of June 30, 2024. The Company had \$ 0.4 million in other real estate owned ("OREO") as of December 31, 2023, which consisted of two residential mortgage properties. There were two loans totaling \$0.5 million and one loan totaling \$0.8 million, in the process of foreclosure at June 30, 2024 and December 31, 2023, respectively.

Note 5: Premises and Equipment

The following table summarizes premises and equipment at June 30, 2024 and December 31, 2023.

(in thousands)		June 30, 2024	December 31, 2023
Land	\$	5,598	\$ 5
Construction in process		665	1
Right of use leased asset		17	
Building and improvements		61,971	60
Furniture and equipment		21,403	20
Less: accumulated depreciation		(17,138)	(14
Total	\$	72,516	\$ 73

Note 6: Goodwill

As of June 30, 2024 and December 31, 2023, the carrying amount of goodwill was \$ 4.7 million. There have been no changes in the carrying amount of goodwill for the three and six months ended June 30, 2024 or June 30, 2023. Goodwill is assessed for impairment annually as of August 31, or more frequently if events occur or circumstances change that indicate an impairment may exist. When assessing goodwill for impairment, first, a qualitative assessment can be made to determine whether it is more likely than not that the estimated fair value of a reporting unit is less than its estimated carrying value. If the results of the qualitative assessment are not conclusive, a quantitative goodwill test is performed. Alternatively, a quantitative goodwill test can be performed without performing a qualitative assessment.

Goodwill was assessed for impairment using a quantitative test performed as of August 31, 2023. The estimated fair value of the reporting unit exceeded the net carrying value, and therefore no goodwill impairment existed as of that date.

Note 7: Servicing Asset

Activity for the servicing asset and the related changes in fair value for the three and six months ended June 2024 and 2023 are shown in the table below.

(in thousands)		Three Months Ended	
		June 30, 2024	June 30, 2023
Balance, beginning of period	\$	11,760	\$ 7,312
Additions:			
Originated		2,078	1,298
Subtractions:			
Paydowns:		(797)	(528)
Changes in fair value due to changes in valuation inputs or assumptions used in the valuation model		(32)	170
Loan servicing asset revaluation	\$	(829)	\$ (358)
Balance, end of period	\$	13,009	\$ 8,252

(in thousands)	Six Months Ended	
	June 30, 2024	June 30, 2023
Balance, beginning of period	\$ 10,567	\$ 6,255
Additions:		
Originated	3,705	2,410
Subtractions		
Paydowns:	(1,408)	(867)
Changes in fair value due to changes in valuation inputs or assumptions used in the valuation model	145	454
Loan servicing asset revaluation	\$ (1,263)	\$ (413)
Balance, end of period	\$ 13,009	\$ 8,252

Loans serviced for others are not included in the condensed consolidated balance sheets. The unpaid principal balances of these loans serviced for others as of June 30, 2024 and December 31, 2023 are shown in the table below.

(in thousands)	June 30, 2024	December 31, 2023
Loan portfolios serviced for:		
SBA guaranteed loans	\$ 676,497	\$ 531,927
Total	\$ 676,497	\$ 531,927

Loan servicing revenue totaled \$1.5 million and \$2.8 million for the three and six months ended June 30, 2024, respectively, and \$ 0.9 million and \$1.6 million for the three and six months ended June 30, 2023, respectively. Loan servicing asset revaluation, which represents the change in fair value of the servicing asset, resulted in a \$0.8 million and \$1.3 million downward valuation for the three and six months ended June 30, 2024, respectively, and a \$ 0.4 million downward valuation for both the three and six months ended June 30, 2023.

The fair value of servicing rights is highly sensitive to changes in underlying assumptions. Though fluctuations in prepayment speeds and changes in secondary market premiums generally have the most substantial impact on the fair value of servicing rights, other influencing factors include changing economic conditions, changes to the discount rate assumption and the weighted average life of the servicing portfolio. Measurement of fair value is limited to the conditions existing and the assumptions used as of a particular point in time; however, those assumptions may change over time. Refer to Note 11 - Fair Value of Financial Instruments for further details.

Note 8: Subordinated Debt

In June 2019, the Company issued \$37.0 million aggregate principal amount of 6.0% Fixed-to-Floating Rate Subordinated Notes due 2029 (the "2029 Notes") in a public offering. The 2029 Notes bear interest at a floating rate equal to three-month Term SOFR plus 4.376%. All interest on the 2029 Notes is payable quarterly. The 2029 Notes are scheduled to mature on June 30, 2029. The 2029 Notes are unsecured subordinated obligations of the Company and may be repaid, without penalty, on any interest payment date on or after June 30, 2024. The 2029 Notes are intended to qualify as Tier 2 capital under regulatory guidelines.

In October 2020, the Company entered into a term loan in the principal amount of \$ 10.0 million, evidenced by a term note due 2030 (the "2030 Note"). The 2030 Note initially bears a fixed interest rate of 6.0% per year to, but excluding, November 1, 2025 and thereafter at a floating rate equal to the then-current benchmark rate (initially three-month Term SOFR plus 5.795%). The 2030 Note is scheduled to mature on November 1, 2030. The 2030 Note is an unsecured subordinated obligation of the Company and may be repaid, without penalty, on any interest payment date on or after November 1, 2025. The 2030 Note is intended to qualify as Tier 2 capital under regulatory guidelines. The Company used the net proceeds from the issuance of the 2030 Note to redeem a subordinated term note that had been entered into in October 2015.

In August 2021, the Company issued \$ 60.0 million aggregate principal amount of 3.75% Fixed-to-Floating Rate Subordinated Notes due 2031 (the "2031 Notes") in a private placement. The 2031 Notes initially bear a fixed interest rate of 3.75% per year to, but excluding, September 1, 2026, and thereafter a floating rate equal to the then-current benchmark rate (initially three-month Term SOFR plus 3.11%). The 2031 Notes are scheduled to mature on September 1, 2031. The 2031 Notes are unsecured subordinated obligations of the Company and may be repaid, without penalty, on any interest payment date on or after September 1, 2026. The 2031 Notes are intended to qualify as Tier 2 capital under regulatory guidelines. The Company used a portion of the net proceeds from the issuance of the 2031 Notes to redeem subordinated notes issued by the Company in 2016. Pursuant to the terms of a Registration Rights Agreement between the Company and the initial purchasers of the 2031 Notes, the Company offered to exchange the 2031 Notes for subordinated notes that are registered under the Securities Act of 1933, as amended, and have substantially the same terms as the 2031 Notes. On December 30, 2021, we completed an exchange of \$59.3 million principal amount of the unregistered 2031 Notes for registered 2031 Notes in satisfaction of our obligations under the registration rights agreement. Holders of \$0.7 million of unregistered 2031 Notes did not participate in the exchange.

The following table presents the principal balance and unamortized discount and debt issuance costs for the 2029 Notes, the 2030 Note, and the 2031 Notes as of June 30, 2024 and December 31, 2023.

(in thousands)	June 30, 2024		December 31, 2023	
	Principal	Unamortized Discount and Debt Issuance	Principal	Unamortized Discount and Debt Issuance
		Costs		Costs
2029 Notes	\$ 37,000	\$ (783)	\$ 37,000	\$ (862)
2030 Notes	10,000	(149)	10,000	(160)
2031 Notes	60,000	(1,075)	60,000	(1,140)
Total	\$ 107,000	\$ (2,007)	\$ 107,000	\$ (2,162)

Note 9: Benefit Plans

Employment Agreements

The Company is party to certain employment agreements with each of its Chief Executive Officer, President and Chief Operating Officer and Executive Vice President and Chief Financial Officer. The employment agreements each provide for annual base salaries and annual bonuses, if any, as determined from time to time by the Compensation Committee of our Board of Directors. The annual bonuses are to be determined with reference to the achievement of annual performance objectives established by the Compensation Committee. The agreements also provide that each of the Chief Executive Officer, President and Chief Operating Officer and Executive Vice President and Chief Financial Officer, may be awarded additional compensation, benefits, or consideration as the Compensation Committee may determine.

The agreements also provide for the continuation of salary and certain other benefits for a specified period of time upon termination of employment under certain circumstances, including resignation for "good reason," termination by the Company without "cause" at any time or any termination of employment within twelve months following a "change in control," along with other specific conditions.

2022 Equity Incentive Plan

The First Internet Bancorp 2022 Equity Incentive Plan (the "2022 Plan") was approved by our Board of Directors and ratified by our shareholders on May 16, 2022. The plan permits awards of incentive and non-statutory stock options, stock appreciation rights, restricted stock awards, stock unit awards, performance awards and other stock-based awards. All employees, consultants and advisors of the Company or any subsidiary, as well as all non-employee directors of the Company, are eligible to receive awards under the 2022 Plan. The 2022 Plan initially authorized the issuance of 400,000 new shares of the Company's common stock plus all shares of common stock that remained available for future grants under the First Internet Bancorp 2013 Equity Incentive Plan (the "2013 Plan").

Award Activity Under 2022 Plan

The Company recorded \$0.4 million and \$0.7 million of share-based compensation expense for the three and six months ended June 30, 2024, respectively, related to stock-based awards under the 2022 Plan. The Company recorded less than \$0.1 million of share-based compensation expense for both the three and six months ended June 30, 2023, related to stock-based awards under the 2022 Plan.

The following table summarizes the stock-based award activity under the 2022 Plan for the six months ended June 30, 2024.

	Restricted Stock Units	Weighted-Average Grant Date Fair Value Per Share	Restricted Stock Awards	Weighted-Average Grant Date Fair Value Per Share	Deferred Stock Units	Weighted-Average Grant Date Fair Value Per Share
Unvested at December 31, 2023	72,354	\$ 24.61	30,030	\$ 11.18	—	\$ —
Granted	75,222	24.13	12,040	31.46	—	—
Vested	(14,294)	24.52	(30,030)	11.18	—	—
Unvested at June 30, 2024	<u>133,282</u>	<u>\$ 24.35</u>	<u>12,040</u>	<u>\$ 31.46</u>	<u>—</u>	<u>\$ —</u>

At June 30, 2024, the total unrecognized compensation cost related to unvested stock-based awards under the 2022 Plan was \$2.8 million with a weighted-average expense recognition period of 2.0 years.

2013 Equity Incentive Plan

The 2013 Plan authorized the issuance of 750,000 shares of the Company's common stock in the form of stock-based awards to employees, directors, and other eligible persons. Although outstanding stock-based awards under the 2013 Plan remain in place according to their terms, our authority to grant new awards under the 2013 Plan terminated upon shareholder approval of the 2022 Plan.

Award Activity Under 2013 Plan

The Company recorded \$0.1 million and \$0.2 million of share-based compensation expense for the three and six months ended June 30, 2024, respectively, related to stock-based awards under the 2013 Plan. The Company recorded less than \$0.1 million and \$0.5 million of share-based compensation expense for the three and six months ended June 30, 2023, respectively, related to stock-based awards under the 2013 Plan.

The following table summarizes the stock-based award activity under the 2013 Plan for the six months ended June 30, 2024.

	Restricted Stock Units	Weighted-Average Grant Date Fair Value Per Share	Restricted Stock Awards	Weighted-Average Grant Date Fair Value Per Share	Deferred Stock Units	Weighted-Average Grant Date Fair Value Per Share
Unvested at December 31, 2023	53,985	\$ 39.86	—	\$ —	—	\$ —
Cancelled/Forfeited	(22,685)	30.45	—	—	—	—
Vested	(8,089)	46.64	—	—	—	—
Unvested at June 30, 2024	<u>23,211</u>	<u>\$ 46.69</u>	<u>—</u>	<u>\$ —</u>	<u>—</u>	<u>\$ —</u>

At June 30, 2024, the total unrecognized compensation cost related to unvested stock-based awards under the 2013 Plan was \$0.2 million with a weighted-average expense recognition period of 0.6 years.

Directors Deferred Stock Plan

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

The following table summarizes the status of deferred stock rights related to the Directors Deferred Stock Plan for the six months ended June 30, 2024.

	Deferred Stock Rights
Outstanding, beginning of period	28,538
Granted	142
Outstanding, end of period	28,680

All deferred stock rights granted during the 2024 period were additional rights issued in lieu of cash dividends payable on outstanding deferred stock rights.

Note 10: Commitments and Credit Risk

In the normal course of business, the Company makes various commitments to extend credit which are not reflected in the accompanying condensed consolidated financial statements. At June 30, 2024 and December 31, 2023, the Company had outstanding loan commitments totaling approximately \$715.0 million and \$755.4 million, respectively.

Note 11: Fair Value of Financial Instruments

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

- Level 1 Quoted prices in active markets for identical assets or liabilities
- Level 2 Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities
- Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities

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

Available-for-Sale Securities

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics or discounted cash flows. The Company did not own any securities classified within Level 1 of the hierarchy as of June 30, 2024 or December 31, 2023.

Level 2 securities include U.S. Government-sponsored agencies, municipal securities, mortgage and asset-backed securities and corporate securities. Matrix pricing is a mathematical technique widely used in the banking industry to value investment securities.

In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy. Fair values are calculated using discounted cash flows. Discounted cash flows are calculated based off of the anticipated future cash flows updated to incorporate loss severities. Rating agency and industry research reports as well as default and deferral activity are reviewed and incorporated into the calculation. The Company did not own any securities classified within Level 3 of the hierarchy as of June 30, 2024 or December 31, 2023.

Loans Held-for-Sale (mandatory pricing agreements)

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

Servicing Asset

Fair value is based on a loan-by-loan basis taking into consideration the origination to maturity dates of the loans, the current age of the loans and the remaining term to maturity. The valuation methodology utilized for the servicing asset begins with generating estimated future cash flows for each servicing asset based on their unique characteristics and market-based assumptions for prepayment speeds and costs to service. The present value of the future cash flows is then calculated utilizing market-based discount rate assumptions (Level 3).

Interest Rate Swap Agreements

The fair values of interest rate swap agreements are estimated using current market interest rates as of the balance sheet date and calculated using discounted cash flows that are observable or that can be corroborated by observable market data (Level 2).

Back-to-Back Swap Agreements

The Company offers interest rate swaps to certain loan customers to allow them to hedge the risk of rising interest rates on their variable rate loans. The Company originates a variable rate loan and enters into a variable-to-fixed interest rate contract with the customer. The Company also enters into an offsetting interest rate swap with a correspondent bank. These back-to-back swap agreements are intended to offset each other and allow the Company to originate a variable rate loan, while providing a contract for fixed interest payments for the customer. The net cash flow for the Company is equal to the interest income received from a variable rate loan originated with the customer. The fair value of these derivatives is based on a discounted cash flow approach. The fair value assets and liabilities of centrally cleared interest rate swaps are net of variation margin settled-to-market (Level 2).

Interest Rate Lock Commitments

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

The following tables present the fair value measurements of assets and liabilities recognized in the accompanying condensed consolidated balance sheets measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at June 30, 2024 and December 31, 2023.

		June 30, 2024			
		Fair Value Measurements Using			
		Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
(in thousands)					
U.S. Government-sponsored agencies	\$	87,746	\$ —	\$ 87,746	\$ —
Municipal securities		64,412	—	64,412	—
Agency mortgage-backed securities - residential		230,045	—	230,045	—
Agency mortgage-backed securities - commercial		36,891	—	36,891	—
Private label mortgage-backed securities - residential		25,631	—	25,631	—
Asset-backed securities		8,429	—	8,429	—
Corporate securities		35,418	—	35,418	—
Total available-for-sale securities	\$	488,572	\$ —	\$ 488,572	\$ —
Servicing asset		13,009	—	—	13,009
Interest rate swap agreements		4,681	—	4,681	—
Interest rate swap agreements - assets (back-to-back)		12	—	12	—
Interest rate swap agreements - liabilities (back-to-back)		(12)	—	(12)	—

		December 31, 2023			
		Fair Value Measurements Using			
		Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
(in thousands)					
U.S. Government-sponsored agencies	\$	95,177	\$ —	\$ 95,177	\$ —
Municipal securities		68,446	—	68,446	—
Agency mortgage-backed securities - residential		206,649	—	206,649	—
Agency mortgage-backed securities - commercial		38,885	—	38,885	—
Private label mortgage-backed securities - residential		20,779	—	20,779	—
Asset-backed securities		8,081	—	8,081	—
Corporate securities		36,838	—	36,838	—
Total available-for-sale securities	\$	474,855	\$ —	\$ 474,855	\$ —
Servicing asset		10,567	—	—	10,567
Interest rate swap agreements		5,139	—	5,139	—
Interest rate swap agreements - assets (back-to-back)		677	—	677	—
Interest rate swap agreements - liabilities (back-to-back)		(677)	—	(677)	—

The following tables reconcile the beginning and ending balances of recurring fair value measurements recognized in the accompanying condensed consolidated balance sheets using significant unobservable (Level 3) inputs for the three and six months ended June 30, 2024 and 2023.

(in thousands)	Three Months Ended	
	Servicing Asset	Interest Rate Lock Commitments
Balance as of April 1, 2024	\$ 11,760	\$ —
Total realized gains		
Additions:		
Originated	2,078	—
Subtractions:		
Paydowns	(797)	—
Change in fair value	(32)	—
Balance, June 30, 2024	\$ 13,009	\$ —
Balance as of April 1, 2023	\$ 7,312	\$ —
Total realized gains		
Additions:		
Originated	1,298	—
Subtractions:		
Paydowns	(528)	—
Change in fair value	170	—
Balance, June 30, 2023	\$ 8,252	\$ —

(in thousands)	Six Months Ended	
	Servicing Asset	Interest Rate Lock Commitments
Balance, January 1, 2024	\$ 10,567	\$ —
Total realized gains		
Additions:		
Originated	3,705	—
Subtractions:		
Paydowns	(1,408)	—
Change in fair value	145	—
Balance, June 30, 2024	\$ 13,009	\$ —
Balance, January 1, 2023	\$ 6,255	\$ 133
Total realized gains		
Additions:		
Originated	2,410	—
Subtractions:		
Paydowns	(867)	—
Change in fair value	454	(133)
Balance, June 30, 2023	\$ 8,252	\$ —

The following describes the valuation methodologies and inputs used for assets measured at fair value on a nonrecurring basis, as well as the general classification of such assets pursuant to the valuation hierarchy.

Individually Analyzed Collateral Dependent Loans

Loans for which it is probable that the Company will not collect all principal and interest due according to contractual terms are measured for impairment. The amount of impairment may be determined based on the fair value of the underlying collateral, less costs to sell, the estimated present value of future cash flows or the loan's observable market price.

If the individually analyzed loan is identified as collateral dependent, the fair value of the underlying collateral, less costs to sell, is used to measure impairment. This method requires obtaining a current independent appraisal of the collateral and applying a discount factor to the value. If the individually analyzed loan is not collateral dependent, the Company utilizes a discounted cash flow analysis to measure impairment.

Individually analyzed loans with a specific valuation allowance based on the value of the underlying collateral or a discounted cash flow analysis are classified as Level 3 assets.

The following table presents the fair value measurements of assets and liabilities recognized in the accompanying condensed consolidated balance sheets measured at fair value on a nonrecurring basis and the level within the fair value hierarchy in which the fair value measurement falls at June 30, 2024 and December 31, 2023.

		June 30, 2024			
		Fair Value Measurements Using			
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Collateral dependent loans	\$ 2,528	\$ —	\$ —		\$ 2,528

		December 31, 2023			
		Fair Value Measurements Using			
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Collateral dependent loans	\$ 2,799	\$ —	\$ —		\$ 2,799

Significant Unobservable (Level 3) Inputs

The following tables present quantitative information about unobservable inputs used in recurring and nonrecurring Level 3 fair value measurements.

(dollars in thousands)	Fair Value at June 30, 2024	Valuation Technique	Significant Unobservable Inputs	Range	Weighted-Average Range
Collateral dependent loans	\$ 2,528	Fair value of collateral	Discount for type of property and current market conditions	0%- 90%	25%
			Prepayment speeds	0% - 25%	11.7%
Servicing asset	13,009	Discounted cash flow	Discount rate	15%	15%

<i>(dollars in thousands)</i>	Fair Value at December 31, 2023	Valuation Technique	Significant Unobservable Inputs	Range	Weighted-Average Range
Collateral dependent loans	\$ 2,799	Fair value of collateral	Discount for type of property and current market conditions	0% - 90%	28%
			Prepayment speeds	0% - 25%	11.3%
Servicing asset	10,567	Discounted cash flow	Discount rate	15%	15%

The following methods were used to estimate the fair value of all other financial instruments recognized in the accompanying condensed consolidated balance sheets at amounts other than fair value.

Cash and Cash Equivalents

For these instruments, the carrying amount is a reasonable estimate of fair value.

Securities Held-to-Maturity

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

Level 2 securities include agency mortgage-backed securities - residential, municipal securities and corporate securities. Matrix pricing is a mathematical technique widely used in the banking industry to value investment securities.

In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy. Fair values are calculated using discounted cash flows. Discounted cash flows are calculated based off of the anticipated future cash flows updated to incorporate loss severities. Rating agency and industry research reports as well as default and deferral activity are reviewed and incorporated into the calculation. The Company did not own any securities classified within Level 3 of the hierarchy as of June 30, 2024 or December 31, 2023.

Loans Held-for-Sale (best efforts pricing agreements)

The fair value of these loans approximates carrying value.

Loans

The fair value of loans is estimated on an exit price basis incorporating discounts for credit, liquidity and marketability factors.

Accrued Interest Receivable

The fair value of these financial instruments approximates carrying value.

Federal Home Loan Bank of Indianapolis Stock

The fair value of this financial instrument approximates carrying value.

Deposits

The fair value of noninterest-bearing and interest-bearing demand deposits, savings and money market accounts approximates carrying value. The fair value of fixed maturity certificates of deposit and brokered deposits are estimated using rates currently offered for deposits of similar remaining maturities.

Advances from Federal Home Loan Bank

The fair value of fixed rate advances is estimated using rates currently available for advances with similar remaining maturities. The carrying value of variable rate advances approximates fair value.

Subordinated Debt

The fair value of the Company's publicly traded subordinated debt is obtained from quoted market prices. The fair value of the Company's remaining subordinated debt is estimated using discounted cash flow analysis, based on current borrowing rates for similar types of debt instruments.

Accrued Interest Payable

The fair value of these financial instruments approximates carrying value.

Commitments

The fair value of commitments to extend credit are based on fees currently charged to enter into similar agreements with similar maturities and interest rates. The Company determined that the fair value of commitments was zero based on the contractual value of outstanding commitments at each of June 30, 2024 and December 31, 2023.

The following tables present the carrying value and estimated fair value of all financial assets and liabilities that are not measured at fair value on a recurring basis at June 30, 2024 and December 31, 2023.

(in thousands)	June 30, 2024					
	Fair Value Measurements Using					
	Carrying Amount	Fair Value	Quoted Prices In Active Market for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Cash and cash equivalents	\$ 396,786	\$ 396,786	\$ 396,786	\$ —	\$ —	—
Securities held-to-maturity, net	270,349	247,430	—	247,430	—	—
Loans held-for-sale (best efforts pricing agreements)	19,384	19,384	—	19,384	—	—
Net loans	3,917,741	3,751,788	—	—	3,751,788	—
Accrued interest receivable	28,118	28,118	28,118	—	—	—
Federal Home Loan Bank of Indianapolis stock	28,350	28,350	—	28,350	—	—
Deposits	4,273,922	4,255,761	1,851,395	—	2,404,366	—
Advances from Federal Home Loan Bank	575,000	565,906	—	565,906	—	—
Subordinated debt	104,993	106,578	36,526	70,052	—	—
Accrued interest payable	3,419	3,419	3,419	—	—	—

December 31, 2023
Fair Value Measurements Using

	Carrying Amount	Fair Value	Quoted Prices In Active Market for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<i>(in thousands)</i>					
Cash and cash equivalents	\$ 405,898	\$ 405,898	\$ 405,898	\$ —	\$ —
Securities held-to-maturity	227,153	207,572	—	207,572	—
Loans held-for-sale (best efforts pricing agreements)	22,052	22,052	—	22,052	—
Net loans	3,801,446	3,611,909	—	—	3,611,909
Accrued interest receivable	26,746	26,746	26,746	—	—
Federal Home Loan Bank of Indianapolis stock	28,350	28,350	—	28,350	—
Deposits	4,066,973	4,059,447	1,796,123	—	2,263,324
Advances from Federal Home Loan Bank	614,934	605,366	—	605,366	—
Subordinated debt	104,838	102,632	32,560	70,072	—
Accrued interest payable	3,848	3,848	3,848	—	—

Note 12: Mortgage Banking Activities

The Bank's residential real estate lending business originated mortgage loans for customers and typically sold a majority of the originated loans into the secondary market. For most of the mortgages sold in the secondary market, the Bank hedged its mortgage banking pipeline by entering into forward contracts for the future delivery of mortgage loans to third party investors and entering into IRLCs with potential borrowers to fund specific mortgage loans that would be sold into the secondary market. To facilitate the hedging of the loans, the Bank elected the fair value option for loans originated and intended for sale in the secondary market under mandatory pricing agreements. Changes in the fair value of loans held-for-sale, IRLCs and forward contracts are recorded in the mortgage banking activities line item within noninterest income. Refer to Note 13 for further information on derivative financial instruments.

During both the three and six months ended June 30, 2024, the Company had no mortgage loans held-for-sale or sold mortgage loans into the secondary market. During the three months ended June 30, 2023, the Company had no mortgage loans held-for-sale and sold \$3.1 million of mortgage loans into the secondary market. During the six months ended June 30, 2023, the Company originated \$ 36.3 million of mortgage loans held-for-sale and sold \$46.5 million of mortgage loans, respectively, into the secondary market. During the first quarter 2023, the Company made the decision to exit the residential mortgage business.

The following table presents the components of income from mortgage banking activities for the three and six months ended June 30, 2024 and 2023.

	Three Months Ended June 30,		Six Months Ended June 30,	
<i>(in thousands)</i>	2024	2023	2024	2023
Gain on loans sold	\$ —	\$ —	\$ —	\$ 471
Loss resulting from the change in fair value of loans held-for-sale	—	—	—	(143)
Loss resulting from the change in fair value of derivatives	—	—	—	(252)
Net revenue from mortgage banking activities	\$ —	\$ —	\$ —	\$ 76

Fluctuations in interest rates and changes in IRLC and loan volume within the mortgage banking pipeline may cause volatility in the fair value of loans held-for-sale and the fair value of derivatives used to hedge the mortgage banking pipeline.

Note 13: Derivative Financial Instruments

The Company uses derivative financial instruments to help manage exposure to interest rate risk and the effects that changes in interest rates may have on net income and the fair value of assets and liabilities. The Company enters into interest rate swap agreements as part of its asset/liability management strategy to help manage its interest rate risk position. Additionally, the Company entered into forward contracts for the future delivery of mortgage loans to third-party investors and entered into IRLCs with potential borrowers to fund specific mortgage loans that were sold into the secondary market. The forward contracts were entered into in order to economically hedge the effect of changes in interest rates resulting from the Company's commitment to fund the loans.

The Company had various interest rate swap agreements designated and qualifying as accounting hedges during the reported periods. Designating an interest rate swap as an accounting hedge allows the Company to recognize gains and losses in the condensed consolidated statements of income within the same period that the hedged item affects earnings. The Company includes the gain or loss on the hedged items in the same line item as the offsetting loss or gain on the related interest rate swaps. For derivative instruments that are designated and qualify as cash flow hedges, any gains or losses related to changes in fair value are recorded in accumulated other comprehensive loss, net of tax. The fair value of interest rate swaps with a positive fair value are reported in accrued income and other assets in the condensed consolidated balance sheets, while interest rate swaps with a negative fair value are reported in accrued expenses and other liabilities in the condensed consolidated balance sheets.

The Company offers interest rate swaps to certain loan customers to allow them to hedge the risk of rising interest rates on their variable rate loans. The Company originates a variable rate loan and enters into a variable-to-fixed interest rate contract with the customer. The Company also enters into an offsetting interest rate swap with a correspondent bank. These back-to-back swap agreements are intended to offset each other and allow the Company to originate a variable rate loan, while providing a contract for fixed interest payments for the customer. The net cash flow for the Company is equal to the interest income received from a variable rate loan originated with the customer. The fair value of these derivatives is based on a discounted cash flow approach. The fair value assets and liabilities of centrally cleared interest rate swaps are net of variation margin settled-to-market.

The IRLCs and forward contracts are not designated as accounting hedges and are recorded at fair value with changes in fair value reflected in noninterest income on the condensed consolidated statements of income. The fair value of derivative instruments with a positive fair value are reported in accrued income and other assets in the condensed consolidated balance sheets, while derivative instruments with a negative fair value are reported in accrued expenses and other liabilities in the condensed consolidated balance sheets.

The following table presents amounts that were recorded on the condensed consolidated balance sheets related to cumulative basis adjustments for interest rate swap derivatives designated as fair value accounting hedges as of June 30, 2024 and December 31, 2023.

(in thousands)	Carrying amount of the hedged asset		Cumulative amount of fair value hedging adjustment included in the carrying amount of the hedged assets	
	Line item in the condensed consolidated balance sheets in which the hedged item is included			
	June 30, 2024	December 31, 2023	June 30, 2024	December 31, 2023
Securities available-for-sale ¹	\$ 68,064	\$ 69,504	\$ (549)	\$ (1,143)

¹ These amounts include the amortized cost basis of closed portfolios used to designate hedging relationships in which the hedged item is the last layer expected to be remaining at the end of the hedging relationship. The designated hedged items were \$0.0 million at both June 30, 2024 and December 31, 2023.

The following tables present a summary of interest rate swap derivatives designated as fair value accounting hedges of fixed-rate receivables used in the Company's asset/liability management activities at June 30, 2024 and December 31, 2023, identified by the underlying interest rate-sensitive instruments.

(dollars in thousands)

June 30, 2024

Instruments Associated With	Notional Value	Weighted- Average Remaining Maturity (years)	Fair Value	Weighted-Average Ratio	
				Receive	Pay
Securities available-for-sale	\$ 50,000	0.3	\$ 556	3-month SOFR	2.33 %
Total swap portfolio at June 30, 2024	\$ 50,000	0.3	\$ 556	3-month SOFR	2.33 %

(dollars in thousands)

December 31, 2023

Instruments Associated With	Notional Value	Weighted- Average Remaining Maturity (years)	Fair Value	Weighted-Average Ratio	
				Receive	Pay
Securities available-for-sale	\$ 50,000	0.8	\$ 1,153	3-month SOFR	2.33 %
Total swap portfolio at December 31, 2023	\$ 50,000	0.8	\$ 1,153	3-month SOFR	2.33 %

In March 2021, the Company terminated the last layer of interest rate swaps associated with available-for-sale agency mortgage-backed securities - residential, which resulted in swap termination payments to counterparties totaling \$1.9 million. The corresponding fair value hedging adjustment was allocated pro-rata to the underlying hedged securities and is being amortized over the remaining lives of the designated securities. The Company had amortization expense totaling less than \$0.1 million for both the three and six months ended June 30, 2024 and 2023, which was recognized as a reduction to interest income on securities.

In June 2020, the Company terminated all fair value hedging relationships associated with loans, which resulted in swap termination payments to counterparties totaling \$ 46.1 million. The corresponding loan fair value hedging adjustment as of the date of termination is being amortized over the remaining lives of the designated loans, which have a weighted average term to maturity of 10.0 years as of June 30, 2024. The Company had amortization expense totaling \$ 1.2 million and \$2.2 million for the three and six months ended June 30, 2024, respectively, and \$ 1.0 million and \$2.0 million for the three and six months ended June 30 2023, respectively, related to these previously terminated fair value hedges was recognized as a reduction to interest income on loans.

The following tables present a summary of interest rate swap derivatives designated as cash flow accounting hedges of variable-rate liabilities used in the Company's asset/liability management activities at June 30, 2024 and December 31, 2023.

(dollars in thousands)

June 30, 2024

Cash Flow Hedges	Notional Value	Weighted- Average Remaining Maturity (years)	Fair Value	Weighted-Average Ratio	
				Receive	Pay
Interest rate swaps	\$ 110,000	2.6	\$ 4,623	3-month SOFR	2.88 %
Interest rate swaps	20,000	0.0	3	Fed Funds Effective	2.78 %

(dollars in thousands)

December 31, 2023

Cash Flow Hedges	Notional Value	Weighted- Average Remaining Maturity (years)	Fair Value	Weighted-Average Ratio	
				Receive	Pay
Interest rate swaps	\$ 110,000	3.1	\$ 3,596	3-month SOFR	2.88 %
Interest rate swaps	40,000	0.4	390	Fed Funds Effective	2.78 %

These derivative financial instruments were entered into for the purpose of managing the interest rate risk of certain assets and liabilities. The Company received \$ 5.5 million and \$5.2 million of cash collateral from counterparties as security for their obligations related to these swap transactions at June 30, 2024 and December 31, 2023. The Company had no pledged cash collateral as of June 30, 2024 and December 31, 2023 to counterparties on interest rate swap agreements as security for its obligations related to these agreements. Collateral posted and received is dependent on the market valuation of the underlying hedges.

The following table presents the notional amount and fair value of interest rate swaps utilized by the Company at June 30, 2024 and December 31, 2023.

	June 30, 2024		December 31, 2023	
	Notional Amount	Fair Value	Notional Amount	Fair Value
<i>(in thousands)</i>				
Asset Derivatives				
<u>Derivatives designated as hedging instruments</u>				
Interest rate swaps associated with securities available-for-sale	\$ 50,000	\$ 556	\$ 50,000	\$ 1,153
Interest rate swaps associated with liabilities	130,000	4,626	150,000	3,986
<u>Derivatives not designated as hedging instruments</u>				
Back-to-back swaps	12,325	12	1,778	677
Total contracts	<u>\$ 192,325</u>	<u>\$ 5,194</u>	<u>\$ 201,778</u>	<u>\$ 5,816</u>
Liability Derivatives				
<u>Derivatives not designated as hedging instruments</u>				
Back-to-back swaps	\$ 12,325	\$ (12)	\$ 1,778	\$ (677)
Total contracts	<u>\$ 12,325</u>	<u>\$ (12)</u>	<u>\$ 1,778</u>	<u>\$ (677)</u>

The fair value of interest rate swaps was estimated using a discounted cash flow method that incorporates current market interest rates as of the balance sheet date.

Back-to-back swaps consist of two interest-rate swaps (a customer swap and an offsetting counterparty swap). As a result of this offsetting relationship, no net gains or losses are recognized in income.

The following table presents the effects of the Company's cash flow hedge relationships on the condensed consolidated statements of comprehensive income during the three and six months ended June 30, 2024 and 2023.

	Amount of (Loss) Gain Recognized in Other Comprehensive Income in The Three Months Ended		Amount of Gain (Loss) Recognized in Other Comprehensive Income (Loss) in The Six Months Ended	
	June 30, 2024	June 30, 2023	June 30, 2024	June 30, 2023
<i>(in thousands)</i>				
Interest rate swap agreements	\$ (262)	\$ 2,094	\$ 640	\$ (76)

The following table summarizes the periodic changes in the fair value of derivatives not designated as hedging instruments on the condensed consolidated statements of income for the three and six months ended June 30, 2024 and 2023.

	Amount of Gain / (Loss) Recognized in the Three Months Ended		Amount of Gain / (Loss) Recognized in the Six Months Ended	
	June 30, 2024	June 30, 2023	June 30, 2024	June 30, 2023
<i>(in thousands)</i>				
Liability Derivatives				
<u>Derivatives not designated as hedging instruments</u>				
IRLCs	\$ —	\$ —	\$ —	\$ (133)
Forward contracts	—	—	—	(119)

The following table presents the effects of the Company's interest rate swap agreements on the condensed consolidated statements of operations during the three and six months ended June 30, 2024 and 2023.

(in thousands)

Line item in the condensed consolidated statements of operations	Three Months Ended		Six Months Ended	
	June 30, 2024	June 30, 2023	June 30, 2024	June 30, 2023
Interest income				
Securities - non-taxable	\$ 415	\$ 354	\$ 829	\$ 648
Total interest income	415	354	829	648
Interest expense				
Deposits	(169)	(539)	(424)	(957)
Other borrowed funds	(760)	(595)	(1,522)	(1,117)
Total interest expense	(929)	(1,134)	(1,946)	(2,074)
Net interest income	\$ 1,344	\$ 1,488	\$ 2,775	\$ 2,722

Note 14: Accumulated Other Comprehensive Loss

The components of accumulated other comprehensive loss, included in shareholders' equity, for the six months ended June 30, 2024 and 2023, respectively, are presented in the table below.

(in thousands)	Unrealized Losses On Debt Securities		Unrealized Losses On Debt Securities Transferred From Available-For-Sale To Held-To-Maturity		Cash Flow Hedges		Total
	Unrealized Losses On Debt Securities	Maturity	Unrealized Losses On Debt Securities Transferred From Available-For-Sale To Held-To-Maturity	Cash Flow Hedges	Cash Flow Hedges		
Balance, January 1, 2024	\$ (30,174)	\$ (2,939)	\$ 3,738	\$ (29,375)			
Other comprehensive (loss) income before reclassifications from accumulated other comprehensive loss before tax	(2,625)	—	640	(1,985)			
Reclassifications from accumulated other comprehensive loss to earnings before tax	—	422	—	422			
Other comprehensive (loss) gain before tax	(2,625)	422	640	(1,563)			
Income tax (benefit) provision	(601)	103	147	(351)			
Other comprehensive (loss) gain - net of tax	(2,024)	319	493	(1,212)			
Balance, June 30, 2024	\$ (32,198)	\$ (2,620)	\$ 4,231	\$ (30,587)			
Balance, January 1, 2023	\$ (35,831)	\$ (3,519)	\$ 5,714	\$ (33,636)			
Other comprehensive income (loss) before reclassifications from accumulated other comprehensive loss before tax	302	—	(76)	226			
Reclassifications from accumulated other comprehensive loss to earnings before tax	—	364	—	364			
Other comprehensive gain (loss) before tax	302	364	(76)	590			
Income tax provision (benefit)	63	95	(18)	140			
Other comprehensive income (loss) - net of tax	239	269	(58)	450			
Balance, June 30, 2023	\$ (35,592)	\$ (3,250)	\$ 5,656	\$ (33,186)			

The components of accumulated other comprehensive loss, included in stockholders' equity, for the three months ended June 30, 2024 and 2023, respectively, are presented in the table below.

(in thousands)	Unrealized Losses On Debt Securities Transferred From			
	Unrealized Losses On Debt Securities	Available-For-Sale To Held-To-Maturity	Cash Flow Hedges	Total
Balance, April 1, 2024	\$ (31,773)	\$ (2,762)	\$ 4,433	\$ (30,102)
Other comprehensive loss before reclassifications from accumulated other comprehensive loss before tax	(551)	—	(262)	(813)
Reclassifications from accumulated other comprehensive loss to earnings before tax	—	188	—	188
Other comprehensive (loss) gain before tax	(551)	188	(262)	(625)
Income tax (benefit) provision	(126)	46	(60)	(140)
Other comprehensive (loss) income - net of tax	(425)	142	(202)	(485)
Balance, June 30, 2024	\$ (32,198)	\$ (2,620)	\$ 4,231	\$ (30,587)
Balance, April 1, 2023	\$ (31,889)	\$ (3,407)	\$ 4,043	\$ (31,253)
Other comprehensive (loss) income before reclassifications from accumulated other comprehensive loss before tax	(4,810)	—	2,094	(2,716)
Reclassifications from accumulated other comprehensive loss to earnings before tax	—	206	—	206
Other comprehensive (loss) gain before tax	(4,810)	206	2,094	(2,510)
Income tax (benefit) provision	(1,107)	49	481	(577)
Other comprehensive (loss) income - net of tax	(3,703)	157	1,613	(1,933)
Balance, June 30, 2023	\$ (35,592)	\$ (3,250)	\$ 5,656	\$ (33,186)

Details About Accumulated Other Comprehensive Loss Components	Amounts Reclassified from Accumulated Other Comprehensive Loss for the		Amounts Reclassified from Accumulated Other Comprehensive Loss for the		Affected Line Item in the Statements of Operations
	Three Months Ended June 30, 2024	Three Months Ended June 30, 2023	Six Months Ended June 30, 2024	Six Months Ended June 30, 2023	
Reclassifications from accumulated other comprehensive loss to earnings before tax	\$ (188)	(206)	\$ (422)	\$ (364)	Interest income (loss)
Total amount reclassified before tax	(188)	(206)	(422)	(364)	Income (loss) before income taxes
Tax benefit	(46)	(49)	(103)	(95)	Income tax provision (benefit)
Total reclassifications from accumulated other comprehensive loss	<u>\$ (142)</u>	<u>\$ (157)</u>	<u>\$ (319)</u>	<u>\$ (269)</u>	Net income

Note 15: Recent Accounting Pronouncements

ASU 2023-02 - *Investments - Equity Method and Joint Ventures (Topic 323): Accounting for Investments in Tax Credit Structures Using the Proportional Amortization Method (March 2023)*

In March 2023, the FASB issued ASU No. 2023-02, Investments - Equity Method and Joint Ventures (Topic 323): Accounting for Investments in Tax Credit Structures Using the Proportional Amortization Method. This ASU permits companies to account for tax equity investments, regardless of the tax credit program from which the income tax credits are received, using the proportional amortization method if certain conditions are met. The Company adopted this guidance on January 1, 2024 and it did not have a material impact on its consolidated financial statements.

ASU 2023-07 - *Segment Reporting (Topic 280): Improvements to Reportable Segments (November 2023)*

In November 2023, the FASB issued ASU No. 2023-07, Segment Reporting (Topic 280) - Improvements to Reportable Segments. This ASU enhances financial reporting by requiring disclosure of incremental segment information on an annual and interim basis. The guidance is effective for fiscal years beginning after December 15, 2023 and for interim periods within fiscal years beginning after December 15, 2024 with early adoption permitted. The Company is currently evaluating the impact of this ASU on its condensed consolidated financial statements.

ASU 2023-09 - *Income Taxes (Topic 740): Improvements to Income Tax Disclosures (December 2023)*

In December 2023, the FASB issued ASU No. 2023-09, Income Taxes (Topic 740) - Improvements to Income Tax Disclosures. This ASU enhances the transparency and usefulness of income tax disclosures, which addresses investor requests for more transparency about income tax disclosures related primarily to the rate reconciliation and income taxes paid information. The guidance is effective for annual periods beginning after December 15, 2024 with early adoption permitted. The Company is currently evaluating the impact of this ASU on its condensed consolidated financial statements.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our condensed consolidated financial statements and related notes appearing elsewhere in this report. This discussion and analysis includes certain forward-looking statements that involve risks, uncertainties, and assumptions. You should review the "Risk Factors" sections of this report and our Annual Report on Form 10-K for the year ended December 31, 2023 for a discussion of important factors that could cause actual results to differ materially from the results described in or implied by such forward-looking statements. See also "Cautionary Note Regarding Forward-Looking Statements" at the beginning of this report.

Overview

First Internet Bancorp is a bank holding company headquartered in Fishers, Indiana that conducts its primary business activities through its wholly-owned subsidiary, First Internet Bank of Indiana (the "Bank"), an Indiana chartered bank. The Bank was the first state-chartered, Federal Deposit Insurance Corporation ("FDIC") insured Internet bank and commenced banking operations in 1999. First Internet Bancorp was incorporated under the laws of the State of Indiana on September 15, 2005. On March 21, 2006, we consummated a plan of exchange by which we acquired all of the outstanding shares of the Bank.

The Bank has three wholly-owned subsidiaries: First Internet Public Finance Corp., an Indiana corporation that provides a range of public and municipal finance lending and leasing products to governmental entities throughout the United States and acquires securities issued by state and local governments and other municipalities; JKH Realty Services, LLC, a Delaware limited liability company that manages other real estate owned properties as needed; and SPF15, Inc., an Indiana corporation that owns real estate used primarily for the Bank's principal office.

We offer a wide range of commercial, small business, consumer and municipal banking products and services. We conduct our consumer and small business deposit operations primarily through digital channels on a nationwide basis and have no traditional branch offices. Our consumer lending products are primarily originated on a nationwide basis through relationships with dealerships and financing partners.

Our commercial banking products and services are delivered through a relationship banking model or through strategic partnerships and include commercial and industrial ("C&I"), construction and investor commercial real estate, single tenant lease financing, public finance, healthcare finance, small business lending, franchise finance and commercial deposits and treasury management. Our C&I team provides credit solutions such as lines of credit, term loans, owner-occupied commercial real estate loans and corporate credit cards on a regional basis to commercial borrowers primarily in the Midwest and Southwest regions of the United States. We offer construction and investor commercial real estate loans, as well as single tenant lease financing, on a nationwide basis. Our public finance team provides a range of public and municipal lending and leasing products to government entities on a nationwide basis. Our healthcare finance team was established in conjunction with our strategic partnership with Provide, Inc. (formerly known as Lendeavor, Inc.), a San Francisco-based technology-enabled lender to healthcare practices, which provided lending on a nationwide basis for healthcare practice finance or acquisition, acquisition or refinancing of owner-occupied commercial real estate and equipment purchases. In the third quarter 2021, Provide was acquired by a super-regional financial institution. Subsequent to Provide being acquired, the acquiring institution has retained most, if not all, of Provide's loan origination activity and our healthcare finance loan balances have declined. Our franchise finance business was established in July 2021 in conjunction with our business relationship with ApplePie Capital, a company that specializes in providing financing to franchisees in various industry segments across the United States. Our commercial deposits and treasury management team works with the other commercial teams to provide deposit products and treasury management services to our commercial and municipal lending customers as well as pursues commercial deposit opportunities in business segments where we have no credit relationships.

We believe that we differentiate ourselves from larger financial institutions by providing a full suite of services to emerging small businesses and entrepreneurs on a nationwide basis. We are one of the fastest-growing lenders in the Small Business Administration ("SBA") 7(a) program, closing \$223.8 million in SBA 7(a) loans during the six months ended June 30, 2024, and currently rank as the 6th largest SBA 7(a) lenders for the SBA's year-to-date 2024 fiscal year. We also offer a top-ranked small business checking account product to our country's entrepreneurs. We continue to scale up this business with the goal of driving increased earnings and profitability in future periods.

We also offer payment, deposit, card and lending products and services through partnerships with financial technology companies and platforms ("fintechs"). With the rapid evolution of technology that enables small businesses to manage their finances digitally, fintechs are addressing a significantly growing marketplace. Fintechs have created robust digital offerings, unburdened by legacy technology architecture, to address growing customer expectations. Through partnerships with selected fintechs, we believe our ability to win and retain small business relationships will be significantly enhanced. Furthermore, we believe partnering with select fintechs will allow us to further diversify our revenue sources, acquire deposits and pursue additional asset generation capabilities.

As of June 30, 2024, the Company had consolidated assets of \$5.3 billion, consolidated deposits of \$4.3 billion and stockholders' equity of \$372.0 million.

Results of Operations

During the second quarter 2024, net income was \$5.8 million, or \$0.67 diluted earnings per share, compared to a net income of \$3.9 million, or \$0.44 diluted earnings per share, during the second quarter 2023, representing an increase in net income of \$1.9 million and an increase in diluted earnings per share of \$0.23. During the six months ended June 30, 2024, net income was \$11.0 million, or \$1.25 diluted earnings per share, compared to the six months ended June 30, 2023 net income of \$0.9 million, or \$0.10 per diluted share, resulting in an increase in net income of \$10.1 million and an increase in diluted earnings per share of \$1.15.

The \$1.9 million increase in net income for the second quarter 2024 compared to the second quarter 2023 was due primarily to a \$5.2 million, or 87.9%, increase in noninterest income and a \$3.2 million, or 17.5%, increase in net interest income, partially offset by increases of \$3.7 million, or 19.6%, in noninterest expense, \$2.3 million, or 137.4%, in the provision for credit losses and \$0.5 million in income tax expense.

The \$10.1 million increase in net income for the six months ended June 30, 2024 compared to the six months ended June 30, 2023 was due primarily to an \$8.1 million, or 71.2%, increase in noninterest income, a \$4.3 million, or 11.5%, increase in net interest income and a \$4.6 million, or 41.7%, decrease in provision for credit losses, partially offset by increases of \$3.7 million, or 9.4%, in noninterest expense and \$3.2 million in income tax expense.

During the second quarter 2024, return on average assets ("ROAA"), return on average shareholders' equity ("ROAE"), and return on average tangible common equity ("ROATCE") were 0.44%, 6.28%, and 6.36%, respectively, compared to 0.32%, 4.35%, and 4.40%, respectively, for the second quarter 2023. During the six months ended June 30, 2024, ROAA, ROAE and ROATCE were 0.42%, 5.96%, and 6.04%, respectively, compared to 0.04%, 0.48%, and 0.49%, respectively, for the six months ended June 30, 2023.

During the second quarter 2024, the Company recognized \$0.5 million in IT termination fees and \$0.1 million in anniversary expenses. Excluding these items, adjusted net income for the second quarter 2024 was \$6.2 million and adjusted diluted earnings per share was \$0.72. Additionally, for the second quarter 2024, adjusted ROAA, adjusted ROAE and adjusted ROATCE were 0.48%, 6.77% and 6.85%, respectively.

During the six months ended June 30, 2024, the Company recognized \$0.5 million in IT termination fees and \$0.1 million in anniversary expenses. Excluding these items, adjusted net income for the six months ended June 30, 2024 was \$11.4 million and adjusted diluted earnings per share was \$1.30. Additionally, for the six months ended June 30, 2024, adjusted ROAA, adjusted ROAE and adjusted ROATCE were 0.43%, 6.20% and 6.29%, respectively.

Due to the steep decline in consumer mortgage volumes and the negative outlook for consumer mortgage lending, the Company decided to exit its consumer mortgage business during the first quarter 2023. This included its nationwide digital direct-to-consumer mortgage platform that originated residential loans for sale in the secondary market, as well as its local traditional consumer mortgage and construction-to-permanent business. In connection with this decision, the Company recognized \$3.1 million of mortgage operations and exit costs during the six months ended June 30, 2023. The Company also recognized \$0.1 million of mortgage banking revenue during the six months ended June 30, 2023.

Additionally, during the six months ended June 30, 2023, the Company recognized a partial charge-off of \$6.9 million related to a commercial and industrial participation loan with a balance of \$9.8 million, prior to the partial charge-off, that was moved to nonaccrual status late in the first quarter 2023. The Company received payment for the remaining balance of the participation loan during the second quarter 2023.

Excluding the impact of exiting consumer mortgage and the partial charge-off, adjusted net income for the six months ended June 30, 2023 was \$8.7 million and adjusted diluted earnings per share was \$0.97. Additionally, for the six months ended June 30, 2023, adjusted ROAA, adjusted ROAE and adjusted ROATCE were 0.37%, 4.85% and 4.92%, respectively

Refer to the "Reconciliation of Non-GAAP Financial Measures" section of Part I, Item 2 of this report, Management's Discussion and Analysis of Financial Condition and Results of Operations for additional information.

Consolidated Average Balance Sheets and Net Interest Income Analyses

For the periods presented, the following tables provide the average balances of interest-earning assets and interest-bearing liabilities and the related yields and cost of funds. The tables do not reflect any effect of income taxes except for net interest margin - FTE, as discussed below. Balances are based on the average of daily balances. Nonaccrual loans are included in average loan balances.

	Three Months Ended															
	June 30, 2024						March 31, 2024						June 30, 2023			
(dollars in thousands)	Average Balance		Interest /Dividends		Yield /Cost		Average Balance		Interest /Dividends		Yield /Cost		Average Balance		Interest /Dividends	
Assets																
Interest-earning assets																
Loans, including loans held-for-sale	\$	3,936,723	\$	57,094	5.83	%	\$	3,892,589	\$	55,435	5.73	%	\$	3,656,146	\$	46,906
Securities - taxable		670,502		6,476	3.88	%		627,216		5,694	3.65	%		531,040		3,835
Securities - non-taxable		74,035		970	5.27	%		76,293		969	5.11	%		73,142		860
Other earning assets		469,045		6,421	5.51	%		434,118		6,067	5.62	%		511,295		6,521
Total interest-earning assets		5,150,305		70,961	5.54	%		5,030,216		68,165	5.45	%		4,771,623		58,122
Allowance for credit losses - loans		(41,362)						(38,611)						(36,671)		
Noninterest-earning assets		223,833						216,331						192,760		
Total assets	\$	5,332,776					\$	5,207,936					\$	4,927,712		
Liabilities																
Interest-bearing liabilities																
Interest-bearing demand deposits	\$	474,124	\$	2,567	2.18	%	\$	415,106	\$	2,091	2.03	%	\$	359,969	\$	1,509
Savings accounts		22,987		48	0.84	%		22,521		48	0.86	%		29,915		64
Money market accounts		1,243,011		13,075	4.23	%		1,217,966		12,671	4.18	%		1,274,453		12,314
BaaS - brokered deposits		119,662		1,299	4.37	%		85,366		931	4.39	%		22,918		230
Certificates and brokered deposits		2,313,192		27,506	4.78	%		2,246,050		26,388	4.73	%		2,025,831		20,559
Total interest-bearing deposits		4,172,976		44,495	4.29	%		3,987,009		42,129	4.25	%		3,713,086		34,676
Other borrowed funds		652,176		5,139	3.17	%		716,735		5,302	2.98	%		719,577		5,301
Total interest-bearing liabilities		4,825,152		49,634	4.14	%		4,703,744		47,431	4.06	%		4,432,663		39,977
Noninterest-bearing deposits		116,939						113,341						117,496		
Other noninterest-bearing liabilities		20,860						21,480						19,241		
Total liabilities		4,962,951						4,838,565						4,569,400		
Shareholders' equity		369,825						369,371						358,312		
Total liabilities and shareholders' equity	\$	5,332,776					\$	5,207,936					\$	4,927,712		
Net interest income			\$	21,327					\$	20,734					\$	18,145
Interest rate spread ¹					1.40%						1.39%					
Net interest margin ²					1.67%						1.66%					
Net interest margin - FTE ³					1.76%						1.75%					

¹ Yield on total interest-earning assets minus cost of total interest-bearing liabilities.

² Net interest income divided by total average interest-earning assets (annualized).

³ On an FTE basis assuming a 21% tax rate. Net interest income is adjusted to reflect income from assets such as municipal loans and securities that are exempt from Federal income taxes. This is to recognize the income tax savings that facilitates a comparison between taxable and tax-exempt assets. The Company believes that it is a standard practice in the banking industry to present net interest margin and net interest income on a fully-taxable equivalent basis, as these measures provide useful information to make peer comparisons. Net interest margin - FTE represents a non-GAAP financial measure. See "Reconciliation of Non-GAAP Financial Measures" for a reconciliation of this measure to its most directly comparable GAAP measure.

(dollars in thousands)	Six Months Ended					
	June 30, 2024			June 30, 2023		
	Average Balance	Interest /Dividends	Yield /Cost	Average Balance	Interest /Dividends	Yield /Cost
Assets						
Interest-earning assets						
Loans, including						
loans held-for-sale	\$ 3,914,656	\$ 112,529	5.78 %	\$ 3,619,883	\$ 90,749	5.06
Securities - taxable	648,860	12,170	3.77 %	521,533	7,441	2.88
Securities - non-taxable	75,163	1,939	5.19 %	73,244	1,658	4.56
Other earning assets	451,582	12,488	5.56 %	421,793	10,307	4.93
Total interest-earning assets	5,090,261	139,126	5.50 %	4,636,453	110,155	4.79
Allowance for credit losses - loans	(39,986)			(35,877)		
Noninterest-earning assets	220,081			187,633		
Total assets	\$ 5,270,356			\$ 4,788,209		
Liabilities						
Interest-bearing liabilities						
Interest-bearing demand deposits	\$ 444,615	\$ 4,658	2.11 %	\$ 346,878	\$ 2,409	1.40
Savings accounts	22,754	96	0.85 %	34,175	145	0.86
Money market accounts	1,230,488	25,746	4.21 %	1,325,741	24,614	3.74
BaaS - brokered deposits	102,514	2,230	4.37 %	18,852	368	3.94
Certificates and brokered deposits	2,279,621	53,894	4.75 %	1,837,713	34,410	3.78
Total interest-bearing deposits	4,079,992	86,624	4.27 %	3,563,359	61,946	3.51
Other borrowed funds	684,456	10,441	3.07 %	719,538	10,490	2.94
Total interest-bearing liabilities	4,764,448	97,065	4.10 %	4,282,897	72,436	3.41
Noninterest-bearing deposits	115,140			126,194		
Other noninterest-bearing liabilities	21,170			18,339		
Total liabilities	4,900,758			4,427,430		
Shareholders' equity	369,598			360,779		
Total liabilities and shareholders' equity	\$ 5,270,356			\$ 4,788,209		
Net interest income		\$ 42,061			\$ 37,719	
Interest rate spread ¹			1.40%			1.38%
Net interest margin ²			1.67%			1.64%
Net interest margin - FTE ³			1.76%			1.76%

¹ Yield on total interest-earning assets minus cost of total interest-bearing liabilities.

² Net interest income divided by total average interest-earning assets (annualized).

³ On an FTE basis assuming a 21% tax rate. Net interest income is adjusted to reflect income from assets such as municipal loans and securities that are exempt from Federal income taxes. This is to recognize the income tax savings that facilitates a comparison between taxable and tax-exempt assets. The Company believes that it is a standard practice in the banking industry to present net interest margin and net interest income on a fully-taxable equivalent basis, as these measures provide useful information to make peer comparisons. Net interest margin - FTE represents a non-GAAP financial measure. See "Reconciliation of Non-GAAP Financial Measures" for a reconciliation of this measure to its most directly comparable GAAP measure.

Rate/Volume Analysis

The following table illustrates the impact of changes in the volume of interest-earning assets and interest-bearing liabilities and interest rates on net interest income for the periods indicated. The change in interest not due solely to volume or rate has been allocated in proportion to the absolute dollar amounts of the change in each.

(in thousands)	Three Months Ended June 30, 2024 vs. March 31, 2024			Three Months Ended June 30, 2024 vs. June 30, 2023 Due to Changes in			Six Months Ended June 30, 2024 vs. June 30, 2023 Due to Chang		
	Due to Changes in								
	Volume	Rate	Net	Volume	Rate	Net	Volume	Rate	Net
Interest income									
Loans, including loans held-for-sale	\$ 653	\$ 1,006	\$ 1,659	\$ 3,745	\$ 6,443	\$ 10,188	\$ 7,928	\$ 13,852	\$ 2
Securities									
– taxable	409	373	782	1,155	1,486	2,641	2,087	2,642	
Securities – non-taxable	(118)	119	1	10	100	110	45	236	
Other earning assets	1,053	(699)	354	(2,127)	2,027	(100)	777	1,404	
Total	1,997	799	2,796	2,783	10,056	12,839	10,837	18,134	2
Interest expense									
Interest-bearing deposits	1,969	397	2,366	4,540	5,279	9,819	9,897	14,781	2
Other borrowed funds	(1,690)	1,527	(163)	(1,853)	1,691	(162)	(1,006)	957	
Total	279	1,924	2,203	2,687	6,970	9,657	8,891	15,738	2
Increase in net interest income	\$ 1,718	\$ (1,125)	\$ 593	\$ 96	\$ 3,086	\$ 3,182	\$ 1,946	\$ 2,396	\$

Net interest income for the second quarter 2024 was \$21.3 million, an increase of \$3.2 million, or 17.5%, compared to \$18.1 million for the second quarter 2023. The increase in net interest income was the result of a \$12.8 million, or 22.1%, increase in total interest income to \$71.0 million for the second quarter 2024 from \$58.1 million for the second quarter 2023, partially offset by a \$9.7 million, or 24.2%, increase in total interest expense to \$49.6 million for the second quarter 2024 from \$40.0 million for the second quarter 2023.

Net interest income for the six months ended June 30, 2024 was \$42.1 million, an increase of \$4.3 million, or 11.5%, compared to \$37.7 million for the six months ended June 30, 2023. The increase in net interest income was the result of a \$29.0 million, or 26.3%, increase in total interest income to \$139.1 million for the six months ended June 30, 2024 from \$110.2 million for the six months ended June 30, 2023. The increase in total interest income was partially offset by a \$24.6 million, or 34.0%, increase in total interest expense to \$97.1 million for the six months ended June 30, 2024 from \$72.4 million for the six months ended June 30, 2023.

The increase in total interest income for the second quarter 2024 compared to second quarter 2023 was due primarily to an increase in interest earned on loans, resulting from an increase of 68 bps in the yield on loans, including loans held-for-sale, as well as an increase of \$280.6 million, or 7.7%, in the average balance of loans, including loans held-for-sale. Additionally, the average balance of securities increased \$140.4 million, or 23.2%, and the yield earned on the securities portfolio increased 90 bps for the second quarter 2024 compared to the second quarter 2023. The increase in the yields earned on loans and securities was due to the impact of the continued elevated interest rate environment on both existing and newly-originated interest-earning assets. As a result of the higher interest rate environment, the yield on funded portfolio loan originations was 8.88% for the second quarter 2024, an increase of 46 bps compared to the second quarter 2023.

The increase in total interest income for the six months ended June 30, 2024 compared to the six months ended June 30, 2023 was due primarily to an increase in interest earned on loans resulting from an increase of 72 bps in the yield on loans, including loans held-for-sale, as well as an increase of \$294.8 million, or 8.1%, in the average balance of loans, including loans held-for-sale. Additionally, the average balance of securities increased \$129.2 million, or 21.7%, and the yield earned on the securities portfolio increased 152 bps for the six months ended June 30, 2024 compared to the six months ended June 30, 2023. Furthermore, the yield on other earning assets increased 63 bps and the average balance of other earning assets increased \$30.0 million, or 7.1%. The increase in the yield earned on loans, securities and other earning assets was due to the impact of the continued elevated interest rate environment on both existing and newly-originated interest-earning assets. The yield on funded portfolio loan originations was 8.76% for the six months ended June 30, 2024, an increase of 76 bps compared to the six months ended June 30, 2023.

The increase in total interest expense for the second quarter 2024 compared to the second quarter 2023 was due primarily to increases of \$6.9 million, or 33.8%, in interest expense associated with certificates and brokered deposits, \$1.1 million, or 464.8%, in interest expense associated with BaaS - brokered deposits and \$1.1 million, or 70.1%, in interest expense associated with interest-bearing demand deposits. The increase in interest expense related to certificates and brokered deposits was driven by an increase of 71 bps in the cost of these deposits, as well as an increase of \$287.4 million, or 14.2%, in the average balance of these deposits. The increase in the average balance of these deposits was driven by strong consumer and small business demand for certificates of deposits, partially offset by lower brokered deposit balances as the Company used on-balance sheet liquidity to pay down higher-cost balances throughout 2023 and 2024. The increase in interest expense related to BaaS - brokered deposits was driven by an increase of 34 bps in the cost of these deposits, as well as an increase of \$96.7 million, or 422.1%, in the average balance of these deposits. The increase in interest expense related to interest-bearing demand deposits was driven by an increase of 50 bps in the cost of these deposits, as well as an increase of \$114.2 million, or 31.7%, in the average balance of these deposits. The increase in the cost of funds reflects the impact of the continued elevated interest rate environment throughout 2023 and 2024.

The increase in total interest expense for the six months ended June 30, 2024 compared to the six months ended June 30, 2023 was due primarily to increases of \$19.5 million, or 56.6%, in interest expense associated with certificates and brokered deposits, \$2.2 million, or 93.4%, in interest expense associated with interest-bearing demand deposits, \$1.9 million, or 506.0%, in interest expense associated with BaaS - brokered deposits, and \$1.1 million, or 4.6%, in interest expense associated with money market accounts. The increase in interest expense related to certificates and brokered deposits was driven by an increase of 97 bps in the cost of these deposits, as well as an increase of \$441.9 million, or 24.1%, in the average balance of these deposits. The increase in the average balance of these deposits was driven by strong consumer and small business demand for certificates of deposits in 2024. The increase in interest expense related to interest-bearing demand deposits was due primarily to a 71 bp increase in the cost of these deposits, as well as an increase of \$97.7 million, or 28.2%, in the average balance of these deposits. The increase in interest expense related to BaaS - brokered deposits was driven primarily by an increase of 43 bps in the cost of these deposits, as well as an increase of \$83.7 million, or 443.8%, in the average balance of these deposits. The increase in interest expense related to money market accounts was driven primarily by an increase of 47 bps in the cost of these deposits, partially offset by a decrease of \$95.3 million, or 7.2%, in the average balance of these deposits. The increase in the cost of funds reflects the impact of the continued elevated interest rate environment throughout 2023 and 2024.

Overall, the cost of total interest-bearing liabilities for the second quarter 2024 increased 52 bps to 4.14% from 3.62% for the second quarter 2023. The cost of total interest-bearing liabilities for the six months ended June 30, 2024 increased 69 bps to 4.10% from 3.41% for the six months ended June 30, 2023. The increase in the cost of funds for the three and six months ended June 30, 2024 reflects the impact of the continued elevated interest rate environment throughout 2023 and 2024.

Net interest margin ("NIM") was 1.67% for the second quarter 2024 compared to 1.53% for the second quarter 2023, an increase of 14 bps. On a fully-taxable equivalent ("FTE") basis, NIM was 1.76% for the second quarter 2024 compared to 1.64% for the second quarter 2023, an increase of 12 bps. NIM was 1.67% for the six months ended June 30, 2024 compared to 1.64% for the six months ended June 30, 2023, an increase of 3 bps. FTE NIM was 1.76% for both the six months ended June 30, 2024 and 2023.

The increase in the second quarter 2024 NIM and FTE NIM compared to the second quarter 2023 reflects the increase in earning asset yields noted above outpacing the increase in the cost of interest-bearing liabilities. The increase in NIM and stability in FTE NIM for the six months ended June 30, 2024 compared to the six months ended June 30, 2023 reflects the decelerating pace of increase in the cost of interest-bearing deposits and the Company's focus on shifting the loan composition towards variable rate and higher-yielding products.

Noninterest Income

The following table presents noninterest income for the last five completed fiscal quarters and the six months ended June 30, 2024 and 2023.

(in thousands)	Three Months Ended					Six Months Ended	
	June 30, 2024	March 31, 2024	December 31, 2023	September 30, 2023	June 30, 2023	June 30, 2024	June 30, 2023
Service charges and fees	\$ 246	\$ 220	\$ 216	\$ 208	\$ 218	\$ 466	\$ 427
Loan servicing revenue	1,470	1,323	1,134	1,064	850	2,793	1,635
Loan servicing asset revaluation	(829)	(434)	(793)	(257)	(358)	(1,263)	(413)
Mortgage banking activities	—	—	—	—	—	—	76
Gain on sale of loans	8,292	6,536	6,028	5,569	4,868	14,828	8,929
Other	1,854	702	816	823	293	2,556	663
Total noninterest income	\$ 11,033	\$ 8,347	\$ 7,401	\$ 7,407	\$ 5,871	\$ 19,380	\$ 11,317

During the second quarter 2024, noninterest income was \$11.0 million, representing an increase of \$5.2 million, or 87.9%, compared to \$5.9 million for the second quarter 2023. The increase in noninterest income was due primarily to increases in gain on sale of loans and other income. The increase of \$3.4 million, or 70.3%, in gain on sale of loans was due primarily to an increase in U.S. Small Business Administration ("SBA") 7(a) guaranteed loan sales. The increase of \$1.6 million, or 532.8%, in other income is due primarily to distributions from fund investments.

During the six months ended June 30, 2024, noninterest income was \$19.4 million, an increase of \$8.1 million, or 71.2%, compared to \$11.3 million for the six month ended June 30, 2023. The increase in noninterest income was due primarily to increases in gain on sale of loans, other income and net loan servicing revenue. The increase of \$5.9 million, or 66.1%, in gain on sale of loans was due primarily to an increase in SBA 7(a) guaranteed loan sales. The increase of \$1.9 million, or 285.5%, in other income is due primarily to distributions from fund investments. The increase in loan servicing revenue was due primarily to growth in the balance of the Company's SBA 7 (a) servicing portfolio.

Noninterest Expense

The following table presents noninterest expense for the last five completed fiscal quarters and the six months ended June 30, 2024 and 2023.

(in thousands)	Three Months Ended					Six Months Ended	
	June 30, 2024	March 31, 2024	December 31, 2023	September 30, 2023	June 30, 2023	June 30, 2024	June 30, 2023
Salaries and employee benefits	\$ 12,462	\$ 11,796	\$ 11,055	\$ 11,767	\$ 10,706	\$ 24,258	\$ 22,500
Marketing, advertising and promotion	609	736	518	500	705	1,345	1,549
Consulting and professional services	1,022	853	893	552	711	1,875	1,637
Data processing	606	564	493	701	520	1,170	1,179
Loan expenses	1,597	1,445	1,371	1,336	1,072	3,042	3,049
Premises and equipment	3,154	2,826	2,846	2,315	2,661	5,980	5,438
Deposit insurance premium	1,172	1,145	1,334	1,067	936	2,317	1,479
Other	1,714	1,658	1,546	1,518	1,359	3,372	2,793
Total noninterest expense	\$ 22,336	\$ 21,023	\$ 20,056	\$ 19,756	\$ 18,670	\$ 43,359	\$ 39,624

Noninterest expense for the second quarter 2024 was \$22.3 million, compared to \$18.7 million for the second quarter 2023. The increase of \$3.7 million, or 19.6%, was due primarily to increases of \$1.8 million in salaries and employee benefits, \$0.5 million in loan expenses, \$0.5 million in premises and equipment, \$0.4 million in other expenses and \$0.3 million in consulting and professional fees. The increase in salaries and employee benefits was due primarily to continued staffing growth and higher incentive compensation in small business lending, as well as non-recurring anniversary expenses. The increase in loan expenses was due primarily to higher third-party loan servicing fees and other miscellaneous lending costs. The increase in premises and equipment was due primarily to non-recurring IT termination fees. The increase in other expenses was due to various expenses, none of which were individually significant. The increase in consulting and professional fees was due primarily to increased consulting and audit fees.

Noninterest expense for the six months ended June 30, 2024 was \$43.4 million, compared to \$39.6 million for the six months ended June 30, 2023. The increase of \$3.7 million, or 9.4%, was due primarily to increases of \$1.8 million in salaries and employee benefits, \$0.8 million in deposit insurance premiums, \$0.6 million in other expenses and \$0.5 million in premises and equipment. In the first quarter 2023, the Company incurred \$2.2 million in severance costs as a result of its decision to exit the mortgage business. In the second quarter 2024, the Company incurred \$0.1 million in non-recurring anniversary expenses. Excluding these costs, salaries and employee benefits increased \$3.8 million, or 18.7%. The increase in salaries and employee benefits was due primarily to continued staffing growth and higher incentive compensation in small business lending, as well as higher incentive compensation accruals based on the increase in net income for the six months ended June 30, 2024 compared to the six months ended June 30, 2023. The increase in deposit insurance premium was due primarily to year-over-year asset growth and changes in the composition of the loan and deposit portfolios. The increase in other expenses is primarily due to various expenses, none of which were individually significant. The increase in premises and equipment was due primarily to non-recurring IT termination fees.

The Company recorded an income provision tax provision of \$0.2 million and an effective tax rate of 3.6% for the second quarter 2024, compared to an income tax benefit of \$0.2 million for the second quarter 2023. The Company recorded an income tax provision of \$0.6 million and an effective tax rate of 5.6% for the six months ended June 30, 2024, compared to an income tax benefit of \$2.6 million for the six months ended June 30, 2023. The income tax benefits recognized during 2023 reflect the benefit of tax exempt income relative to stated pre-tax income, as well as the impact on pre-tax income from mortgage exit costs and the partial charge-off of a commercial and industrial participation loan during the six months ended June 30, 2023.

Financial Condition

The following table presents summary balance sheet data for the last five completed fiscal quarters.

(in thousands)

Balance Sheet Data:	June 30, 2024	March 31, 2024	December 31, 2023	September 30, 2023	June 30, 2023
Total assets	\$ 5,343,302	\$ 5,340,667	\$ 5,167,572	\$ 5,169,023	\$ 4,947,049
Loans	3,961,146	3,909,804	3,840,220	3,735,068	3,646,832
Total securities	758,921	718,169	702,008	682,755	609,999
Loans held-for-sale	19,384	22,589	22,052	31,669	32,001
Noninterest-bearing deposits	126,438	130,760	123,464	125,265	119,291
Interest-bearing deposits	4,147,484	4,143,008	3,943,509	3,958,280	3,735,017
Total deposits	4,273,922	4,273,768	4,066,973	4,083,545	3,854,308
Advances from Federal Home Loan Bank	575,000	574,936	614,934	614,933	614,931
Total shareholders' equity	371,953	366,739	362,795	347,744	354,332

Total assets increased \$175.7 million, or 3.4%, to \$5.3 billion at June 30, 2024 compared to \$5.2 billion at December 31, 2023. The increase was due primarily to increases in loans and securities, driven by growth in deposit balances of \$206.9 million, or 5.1%.

As of June 30, 2024, total shareholders' equity was \$372.0 million, an increase of \$9.2 million, or 2.5%, compared to December 31, 2023. The increase in shareholders' equity was due primarily to the net income earned during the six months ended June 30, 2024, partially offset by a modest increase in accumulated other comprehensive loss. Tangible common equity totaled \$367.3 million as of June 30, 2024, representing an increase of \$9.2 million, or 2.6%, compared to December 31, 2023. The ratio of total shareholders' equity to total assets decreased to 6.96% as of June 30, 2024 from 7.02% as of December 31, 2023, and the ratio of tangible common equity to tangible assets decreased to 6.88% as of June 30, 2024 from 6.94% as of December 31, 2023.

Book value per common share increased 2.2% to \$42.91 as of June 30, 2024 from \$41.97 as of December 31, 2023. Tangible book value per share increased 2.3% to \$42.37 as of June 30, 2024 from \$41.43 as of December 31, 2023. The increase in both book value per common share and tangible book value per share was driven primarily by the increases in total shareholders' equity and tangible common equity. Refer to the "Reconciliation of Non-GAAP Financial Measures" section of Part I, Item 2 of this report, Management's Discussion and Analysis of Financial Condition and Results of Operations for additional information.

Loan Portfolio Analysis

The following table presents a summary of the Company's loan portfolio for the last five completed fiscal quarters.

(dollars in thousands)	June 30, 2024			March 31, 2024			December 31, 2023			September 30, 2023			June 30, 2023		
Commercial loans															
Commercial and industrial	\$	115,585	2.9 %	\$	133,897	3.4 %	\$	129,349	3.4 %	\$	114,265	3.1 %	\$	112,423	3.1 %
Owner-occupied commercial real estate		58,089	1.5 %		57,787	1.5 %		57,286	1.5 %		58,486	1.6 %		59,564	1.6 %
Investor commercial real estate		188,409	4.8 %		128,276	3.3 %		132,077	3.4 %		129,831	3.5 %		137,504	3.8 %
Construction		328,922	8.3 %		325,597	8.3 %		261,750	6.8 %		252,105	6.7 %		192,453	5.3 %
Single tenant lease financing		927,462	23.4 %		941,597	24.1 %		936,616	24.4 %		933,873	25.0 %		947,466	25.9 %
Public finance		486,200	12.3 %		498,262	12.7 %		521,764	13.6 %		535,960	14.3 %		575,541	15.8 %
Healthcare finance		202,079	5.1 %		213,332	5.5 %		222,793	5.8 %		235,622	6.3 %		245,072	6.7 %
Small business lending		270,129	6.8 %		239,263	6.1 %		218,506	5.7 %		192,996	5.2 %		170,550	4.7 %
Franchise finance		551,133	13.9 %		543,122	13.9 %		525,783	13.7 %		455,094	12.2 %		390,479	10.6 %
Total commercial loans		3,128,008	79.0 %		3,081,133	78.8 %		3,005,924	78.3 %		2,908,232	77.9 %		2,831,052	77.5 %
Consumer loans															
Residential mortgage		382,549	9.7 %		390,009	10.0 %		395,648	10.3 %		393,501	10.5 %		396,154	10.9 %
Home equity		21,405	0.5 %		22,753	0.6 %		23,669	0.6 %		23,544	0.6 %		24,375	0.7 %
Other consumer		396,527	10.0 %		380,675	9.7 %		377,614	9.8 %		369,451	9.9 %		352,124	9.7 %
Total consumer loans		800,481	20.2 %		793,437	20.3 %		796,931	20.7 %		786,496	21.0 %		772,653	21.3 %
Net deferred loan origination costs, premiums and discounts on purchased loans and other ¹		32,657	0.8 %		35,234	0.9 %		37,365	1.0 %		40,340	1.1 %		43,127	1.2 %
Total loans		3,961,146	100.0 %		3,909,804	100.0 %		3,840,220	100.0 %		3,735,068	100.0 %		3,646,832	100.0 %
Allowance for credit losses - loans		(43,405)			(40,891)			(38,774)			(36,452)			(36,058)	
Net loans	\$	3,917,741		\$	3,868,913		\$	3,801,446		\$	3,698,616		\$	3,610,774	

¹ Includes carrying value adjustments of \$25.6 million, \$26.9 million, \$27.8 million, \$29.0 million and \$30.5 million related to terminated interest rate swaps associated with public finance loans as of June 30, 2024, March 31, 2024, December 31, 2023, September 30, 2023 and June 30, 2023, respectively.

Total loans were \$4.0 billion as of June 30, 2024, an increase of \$120.9 million, or 3.2%, compared to December 31, 2023. Total commercial loan balances were \$3.1 billion as of June 30, 2024, up \$122.1 million, or 4.1%, from December 31, 2023. Total consumer loan balances were \$800.5 million as of June 30, 2024, an increase of \$3.6 million, or 0.5%, compared to December 31, 2023. Compared to December 31, 2023, in connection with the Company's focus on variable rate and higher-yielding products, the increase in commercial loan balances was driven by growth in the construction, investor commercial real estate, small business lending and franchise finance portfolios. These increases were partially offset by decreases in the public finance and single tenant lease financing portfolios, as well as continued runoff in the healthcare finance portfolio. Additionally, commercial and industrial balances declined due primarily to early payoffs. The slight increase in consumer loan balances was due primarily to new origination activity in the other consumer loans portfolios, partially offset by a decrease in the residential mortgage portfolio.

Asset Quality

Nonperforming loans are comprised of nonaccrual loans and loans 90 days past due and accruing. Nonperforming assets include nonperforming loans, other real estate owned and other nonperforming assets, which consist of repossessed assets. The following table provides a summary of the Company's nonperforming assets for the last five completed fiscal quarters.

(dollars in thousands)	June 30, 2024	March 31, 2024	December 31, 2023	September 30, 2023	June 30, 2023
Nonaccrual loans					
Commercial loans:					
Owner-occupied commercial real estate	\$ —	\$ —	\$ —	\$ —	\$ 1,405
Small business lending ¹	10,246	9,532	6,824	4,443	3,729
Franchise finance	—	295	303	—	—
Total commercial loans	10,246	9,827	7,127	4,443	5,134
Consumer loans:					
Residential mortgage	2,117	2,309	1,911	1,354	992
Other consumer	54	129	86	88	101
Total consumer loans	2,171	2,438	1,997	1,442	1,093
Total nonaccrual loans	12,417	12,265	9,124	5,885	6,227
Past Due 90 days and accruing loans					
Commercial loans:					
Franchise finance	556	230	—	—	—
Total commercial loans	556	230	—	—	—
Consumer loans:					
Residential mortgage	—	555	838	—	—
Other consumer	5	—	—	—	—
Total consumer loans	5	555	838	—	—
Total past due 90 days and accruing loans	561	785	838	—	—
Total nonperforming loans	12,978	13,050	9,962	5,885	6,227
Other real estate owned					
Residential mortgage	—	375	375	106	106
Total other real estate owned	—	375	375	106	106
Other nonperforming assets	77	—	17	78	64
Total nonperforming assets	\$ 13,055	\$ 13,425	\$ 10,354	\$ 6,069	\$ 6,397
Total nonperforming loans to total loans ²	0.33 %	0.33 %	0.26 %	0.16 %	0.17 %
Total nonperforming assets to total assets ²	0.24 %	0.25 %	0.20 %	0.12 %	0.13 %
Allowance for credit losses - loans to total loans	1.10 %	1.05 %	1.01 %	0.98 %	0.99 %
Nonaccrual loans to total loans	0.31 %	0.31 %	0.24 %	0.16 %	0.17 %
Allowance for credit losses - loans to nonaccrual loans ²	349.6 %	333.4 %	425.0 %	619.4 %	579.1 %
Allowance for credit losses - loans to nonperforming loans ²	334.5 %	313.3 %	389.2 %	619.4 %	579.1 %

¹ Balance of loans are partially guaranteed by the U.S. government.

² Includes the impact of nonperforming small business lending loans, which are partially guaranteed by the U.S. government.

Total nonperforming loans increased \$3.0 million, or 30.3%, to \$13.0 million as of June 30, 2024 compared to \$10.0 million as of December 31, 2023 due primarily to an increase in nonperforming loans in small business lending during the quarter. Total nonperforming assets increased \$2.7 million, or 26.0%, to \$13.1 million as of June 30, 2024, compared to \$10.4 million as of December 31, 2023, due primarily to the increase in nonperforming loans in small business lending mentioned

above. As of June 30, 2024, the Company did not own any OREO. As of December 31, 2023, the Company had two residential mortgage properties in OREO with a carrying value of \$0.4 million.

Allowance for Credit Losses - Loans

The following table provides a rollforward of the allowance for credit losses for the last five completed fiscal quarters and the six months ended June 30, 2024 and 2023.

	Three Months Ended					Six Months Ended	
	June 30, 2024	March 31, 2024	December 31, 2023	September 30, 2023	June 30, 2023	June 30, 2024	June 30, 2023
(dollars in thousands)							
Balance, beginning of period	\$ 40,891	\$ 38,774	\$ 36,452	\$ 36,058	\$ 36,879	\$ 38,774	\$ 31,737
Adoption of ASU 2016-13 (CECL)	—	—	—	—	—	—	2,962
Balance, beginning of period	40,891	38,774	36,452	36,058	36,879	38,774	34,699
Provision charged to expense	3,920	2,582	3,478	1,850	753	6,502	10,126
Losses charged off							
Commercial and industrial	—	—	—	—	—	—	6,965
Investor commercial real estate	—	—	—	591	—	—	—
Single tenant lease financing	195	—	—	—	—	195	—
Healthcare finance	—	—	580	—	25	—	25
Small business lending	573	289	417	751	1,358	862	1,418
Franchise finance	577	—	—	—	331	577	331
Residential mortgage	—	69	84	56	—	69	—
Other consumer	160	175	164	120	150	335	382
Total losses charged off	1,505	533	1,245	1,518	1,864	2,038	9,121
Recoveries							
Commercial and industrial	2	2	23	2	217	4	218
Small business lending	65	40	23	14	37	105	40
Residential mortgage	—	1	1	1	1	1	3
Home equity	1	2	1	2	2	3	3
Other consumer	31	23	41	43	33	54	90
Total recoveries	99	68	89	62	290	167	354
Balance, end of period	\$ 43,405	\$ 40,891	\$ 38,774	\$ 36,452	\$ 36,058	\$ 43,405	\$ 36,058
Net charge-offs	\$ 1,406	\$ 465	\$ 1,156	\$ 1,456	\$ 1,574	\$ 1,871	\$ 8,767
Net charge-offs (recoveries) to average loans (annualized)							
Commercial and industrial	0.00 %	(0.01 %)	(0.02 %)	0.00 %	(0.46 %)	(0.01 %)	13.74 %
Investor commercial real estate	0.00 %	0.00 %	0.00 %	0.59 %	0.00 %	0.00 %	0.00 %
Single tenant lease financing	0.04 %	0.00 %	0.00 %	0.00 %	0.00 %	0.04 %	0.00 %
Healthcare finance	0.00 %	0.00 %	0.25 %	0.00 %	0.02 %	0.00 %	0.02 %
Small business lending	0.37 %	0.40 %	0.17 %	0.50 %	1.50 %	0.57 %	1.69 %
Franchise finance	0.21 %	0.00 %	0.00 %	0.00 %	0.17 %	0.21 %	0.18 %
Total commercial net charge-offs	0.08 %	0.03 %	0.03 %	0.06 %	0.10 %	0.10 %	0.61 %
Residential mortgage	0.00 %	0.07 %	0.08 %	0.06 %	0.00 %	0.04 %	0.00 %
Home equity	(0.01 %)	(0.03 %)	0.00 %	(0.01 %)	(0.02 %)	(0.03 %)	(0.02 %)
Other consumer	0.20 %	0.21 %	0.22 %	0.18 %	0.21 %	0.20 %	0.28 %
Total consumer net charge-offs	0.03 %	0.11 %	0.03 %	0.02 %	0.03 %	0.09 %	0.08 %
Total net charge-offs to average loans	0.14 %	0.05 %	0.12 %	0.16 %	0.17 %	0.10 %	0.49 %

The allowance for credit losses - loans ("ACL") was \$43.4 million as of June 30, 2024, compared to \$38.8 million as of December 31, 2023. The increase in the ACL reflects growth and higher coverage ratios in certain portfolios, as well as additional reserves for nonperforming small business lending loans, partially offset by the positive impact of economic data on forecasted loss rates and qualitative factors for other portfolios. The ACL as a percentage of total loans was 1.10% at June 30, 2024, compared to 1.01% at December 31, 2023. The ACL as a percentage of nonperforming loans decreased to 334.5% as of June 30, 2024, compared to 389.2% as of December 31, 2023, due primarily to the increase in nonperforming loans.

Net charge-offs of \$1.4 million were recognized during the second quarter 2024, resulting in net charge-offs to average loans of 0.14%, compared to net charge-offs of \$1.6 million, or 0.17% of average loans, for the second quarter 2023. The decrease in net charge-offs was due primarily to a decrease in charge-offs for small business lending, partially offset by an increase in charge-offs for franchise finance loans.

During the six months ended June 30, 2024, the Company recorded net charge-offs of \$1.9 million, compared to net charge-offs of \$8.8 million during the six months ended June 30, 2023. The decrease in net charge-offs for the six months ended June 30, 2024 was driven primarily by a \$6.9 million partial charge-off of a C&I participation loan that was placed on nonaccrual status and subsequently charged off during the first quarter 2023, as well as a decrease in net charge-offs in small business lending, partially offset by increases in net charge-offs in franchise finance and single tenant lease financing.

The provision for credit losses - loans in the second quarter 2024 was \$3.9 million, compared to \$0.8 million for the second quarter 2023. The increase in the provision for credit losses - loans for the second quarter 2024 was driven primarily by growth and higher coverage ratios in certain loan portfolios as well as additional reserves related to small business lending, partially offset by the positive impact of economic data on forecasted loss rates and qualitative factors on other portfolios.

Investment Securities Portfolio

The following tables present the amortized cost and approximate fair value of our investment securities portfolio by security type for the last five completed fiscal quarters.

(in thousands)

Amortized Cost	June 30, 2024	March 31, 2024	December 31, 2023	September 30, 2023	June 30, 2023
Securities available-for-sale					
U.S. Government-sponsored agencies	\$ 88,694	\$ 93,323	\$ 96,404	\$ 98,594	\$ 41,024
Municipal securities	68,057	69,289	69,494	69,031	68,931
Agency mortgage-backed securities - residential	262,758	253,181	237,798	235,468	239,263
Agency mortgage-backed securities - commercial	37,986	39,367	40,215	37,931	16,311
Private label mortgage-backed securities - residential	26,709	23,307	21,742	20,292	14,749
Asset-backed securities	8,383	7,417	8,071	6,713	1,000
Corporate securities	37,070	37,081	39,591	39,603	43,613
Total available-for-sale	529,657	522,965	513,315	507,632	424,891
Securities held-to-maturity, net carrying value					
Municipal securities	13,368	13,381	13,889	13,900	13,913
Agency mortgage-backed securities - residential	213,440	178,800	166,750	170,524	169,186
Agency mortgage-backed securities - commercial	5,738	5,752	5,767	5,782	5,795
Corporate securities	37,803	37,805	40,747	41,722	41,711
Total held-to-maturity, net carrying value	270,349	235,738	227,153	231,928	230,605
Total securities	\$ 800,006	\$ 758,703	\$ 740,468	\$ 739,560	\$ 655,496

(in thousands)

Approximate Fair Value	June 30, 2024	March 31, 2024	December 31, 2023	September 30, 2023	June 30, 2023
Securities available-for-sale					
U.S. Government-sponsored agencies	\$ 87,746	\$ 92,101	\$ 95,177	\$ 97,178	\$ 39,474
Municipal securities	64,412	67,415	68,446	62,772	67,209
Agency mortgage-backed securities - residential	230,045	220,484	206,649	193,096	204,141
Agency mortgage-backed securities - commercial	36,891	38,081	38,885	36,163	14,891
Private label mortgage-backed securities - residential	25,631	22,266	20,779	18,576	13,415
Asset-backed securities	8,429	7,459	8,081	6,703	1,000
Corporate securities	35,418	34,625	36,838	36,339	39,264
Total available-for-sale	488,572	482,431	474,855	450,827	379,394
Securities held-to-maturity					
Municipal securities	12,326	12,450	13,040	12,449	12,950
Agency mortgage-backed securities - residential	195,337	161,915	152,642	147,412	153,593
Agency mortgage-backed securities - commercial	4,699	4,560	4,521	4,190	4,551
Corporate securities	35,068	35,295	37,369	37,599	37,549
Total held-to-maturity	247,430	214,220	207,572	201,650	208,643
Total securities	\$ 736,002	\$ 696,651	\$ 682,427	\$ 652,477	\$ 588,037

The approximate fair value of available-for-sale investment securities increased \$13.7 million, or 2.9%, to \$488.6 million as of June 30, 2024, compared to \$474.9 million as of December 31, 2023. The increase was due primarily to increases of \$23.4 million in agency mortgage-backed securities - residential, \$4.9 million in private label mortgage-backed securities - residential, partially offset by decreases of \$7.4 million in U.S. Government-sponsored agencies, \$4.0 million in municipal securities, \$2.0 million in agency mortgage-backed securities - commercial and \$1.4 million in corporate securities. This increase was caused primarily by new purchase activity within certain available-for-sale portfolios, partially offset by net paydown activity. As of June 30, 2024, the Company had securities with a net carrying value of \$270.3 million designated as held-to-maturity compared to \$227.2 million as of December 31, 2023. The increase was due primarily to purchases of CRA-eligible agency mortgage-backed securities - residential.

Accrued Income and Other Assets

Accrued income and other assets increased \$11.9 million, or 23.2%, to \$63.0 million at June 30, 2024 compared to \$51.1 million at December 31, 2023. The increase was due primarily to increases of \$9.6 million in equity investments and \$2.5 million in prepaid assets, partially offset by a decrease of \$0.6 million in derivative assets.

Accrued Expenses and Other Liabilities

Accrued expenses and other liabilities decreased \$0.2 million, or 1.2%, to \$14.0 million at June 30, 2024, compared to \$14.2 million at December 31, 2023.

Deposits

The following table presents the composition of the Company's deposit base for the last five completed fiscal quarters.

(dollars in thousands)	June 30, 2024			March 31, 2024			December 31, 2023			September 30, 2023		
Noninterest-bearing deposits	\$	126,438	3.0 %	\$	130,760	3.1 %	\$	123,464	3.0 %	\$	125,265	3.1 %
Interest-bearing demand deposits		480,141	11.2 %		423,529	9.9 %		402,976	9.9 %		374,915	9.2 %
Savings accounts		22,619	0.5 %		23,554	0.6 %		21,364	0.5 %		23,811	0.6 %
Money market accounts		1,222,197	28.6 %		1,251,230	29.2 %		1,248,319	30.8 %		1,222,511	29.9 %
BaaS - brokered deposits		140,180	3.3 %		107,911	2.5 %		74,401	1.8 %		41,884	1.0 %
Certificates of deposits		1,829,644	42.8 %		1,738,996	40.7 %		1,605,156	39.5 %		1,624,447	39.8 %
Brokered deposits		452,703	10.6 %		597,788	14.0 %		591,293	14.5 %		670,712	16.4 %
Total deposits	\$	4,273,922	100.0 %	\$	4,273,768	100.0 %	\$	4,066,973	100.0 %	\$	4,083,545	100.0 %

Total deposits increased \$206.9 million, or 5.1%, to \$4.3 billion as of June 30, 2024, compared to \$4.1 billion as of December 31, 2023. The increase was due primarily to increases of \$224.5 million, or 14.0%, in certificates of deposits, \$77.2 million, or 19.2%, in interest-bearing demand deposits and \$65.8 million, or 88.4%, in BaaS - brokered deposits, partially offset by decreases of \$138.6 million, or 23.4%, in brokered deposits and \$26.1 million, or 2.1%, in money market accounts. The increase in certificates of deposits was due primarily to strong consumer and small business demand throughout 2024. The increase in interest-bearing demand deposits was due primarily to growth in fintech partnership deposits. The increase in BaaS - brokered deposits was driven by higher payments volumes from our fintech partners. Using liquidity created by the growth in these deposit channels, the Company was able to pay down higher-cost brokered deposits during 2024.

Uninsured deposit balances represented 26% of total deposits at June 30, 2024, up from 25% at December 31, 2023. These balances include Indiana-based municipal deposits, which are insured by the Indiana Board for Depositories, as well as larger balance accounts under contractual agreements that only allow withdrawal under certain conditions. After subtracting these types of deposits, the adjusted uninsured deposit balance drops to 20% as of June 30, 2024, compared to 19% as of December 31, 2023.

Regulatory Capital Requirements

The Company and the Bank are subject to various regulatory capital requirements administered by state and federal banking agencies. Capital adequacy guidelines and, additionally for banks, prompt corrective action regulations, involve quantitative measures of assets, liabilities, and certain off-balance-sheet items calculated under regulatory accounting practices. Capital amounts and classifications are also subject to qualitative judgments by regulators about components, risk weighting and other factors.

The Basel III Capital Rules became effective for the Company and the Bank on January 1, 2015, subject to a phase-in period for certain provisions. Quantitative measures established by the Basel III Capital Rules to ensure capital adequacy require the maintenance of minimum amounts and ratios of Common Equity Tier 1 capital, Tier 1 capital and Total capital, as defined in the regulations, to risk-weighted assets, and of Tier 1 capital to adjusted quarterly average assets ("Leverage Ratio").

The Basel III Capital Rules were fully phased in on January 1, 2019 and require the Company and the Bank to maintain: 1) a minimum ratio of Common Equity Tier 1 capital to risk-weighted assets of 4.5%, plus a 2.5% "capital conservation buffer" (resulting in a minimum ratio of Common Equity Tier 1 capital to risk-weighted assets of 7.0%); 2) a minimum ratio of Tier 1 capital to risk-weighted assets of 6.0%, plus the capital conservation buffer (resulting in a minimum Tier 1 capital ratio of 8.5%); 3) a minimum ratio of Total capital to risk-weighted assets of 8.0%, plus the capital conservation buffer (resulting in a minimum Total capital ratio of 10.5%); and 4) a minimum Leverage Ratio of 4.0%.

The capital conservation buffer is designed to absorb losses during periods of economic stress. Failure to maintain the minimum Common Equity Tier 1 capital ratio plus the capital conservation buffer will result in potential restrictions on a banking institution's ability to pay dividends, repurchase stock and/or pay discretionary compensation to its employees.

The following tables present actual and required capital ratios as of June 30, 2024 and December 31, 2023 for the Company and the Bank under the Basel III Capital Rules. The minimum required capital amounts presented include the minimum required capital levels as of June 30, 2024 and December 31, 2023, which are based on the Basel III Capital Rules. Capital levels required to be considered well capitalized are based upon prompt corrective action regulations, as amended to reflect the changes under the Basel III Capital Rules.

As permitted by the federal banking regulatory agencies, the Company elected the option to delay the impact of the day one adoption of ASC 326. The transition adjustments of \$4.5 million will be phased into the regulatory capital calculations over a three-year period, with 25% of the adjustment recognized in 2023, 50% of the adjustment recognized in 2024, 75% of the adjustment recognized in 2025 and 100% of the adjustment recognized in 2026.

(dollars in thousands)	Actual		Minimum Capital Required - Basel III		Minimum Required to be Considered Well Capitalized	
	Capital Amount	Ratio	Capital Amount	Ratio	Capital Amount	Ratio
As of June 30, 2024:						
Common equity tier 1 capital to risk-weighted assets						
Consolidated	\$ 388,597	9.47 %	\$ 287,242	7.00 %	N/A	N/A
Bank	468,594	11.47 %	285,926	7.00 %	\$ 265,503	6.50 %
Tier 1 capital to risk-weighted assets						
Consolidated	388,597	9.47 %	348,793	8.50 %	N/A	N/A
Bank	468,594	11.47 %	347,196	8.50 %	326,773	8.00 %
Total capital to risk-weighted assets						
Consolidated	538,764	13.13 %	430,862	10.50 %	N/A	N/A
Bank	513,768	12.58 %	428,890	10.50 %	408,466	10.00 %
Leverage ratio						
Consolidated	388,597	7.24 %	214,553	4.00 %	N/A	N/A
Bank	468,594	8.77 %	213,822	4.00 %	267,277	5.00 %

(dollars in thousands)	Actual		Minimum Capital Required - Basel III		Minimum Required to be Considered Well Capitalized	
	Capital Amount	Ratio	Capital Amount	Ratio	Capital Amount	Ratio
As of December 31, 2023:						
Common equity tier 1 capital to risk-weighted assets						
Consolidated	\$ 381,001	9.60 %	\$ 277,914	7.00 %	N/A	N/A
Bank	464,390	11.73 %	277,063	7.00 %	\$ 257,273	6.50 %
Tier 1 capital to risk-weighted assets						
Consolidated	381,001	9.60 %	337,467	8.50 %	N/A	N/A
Bank	464,390	11.73 %	336,434	8.50 %	316,644	8.00 %
Total capital to risk-weighted assets						
Consolidated	525,283	13.23 %	416,870	10.50 %	N/A	N/A
Bank	503,834	12.73 %	415,595	10.50 %	395,804	10.00 %
Leverage ratio						
Consolidated	381,001	7.33 %	207,929	4.00 %	N/A	N/A
Bank	464,390	8.95 %	207,479	4.00 %	259,349	5.00 %

Shareholders' Dividends

The Company's Board of Directors declared a cash dividend of \$0.06 per share of common stock payable July 15, 2024 to shareholders of record as of June 28, 2024. The Company expects to continue to pay cash dividends on a quarterly basis; however, the declaration and amount of any future cash dividends will be subject to the sole discretion of the Board of Directors and will depend upon many factors, including the Company's results of operations, financial condition, capital requirements, regulatory and contractual restrictions (including with respect to the Company's outstanding subordinated debt), business strategy and other factors deemed relevant by the Board of Directors.

As of June 30, 2024, the Company had \$107.0 million principal amount of subordinated debt outstanding evidenced by the 2029 Notes, 2030 Note and 2031 Notes. The agreements that govern our outstanding subordinated debt prohibit the Company from paying any dividends on its common stock or making any other distributions to shareholders at any time when there shall have occurred, and be continuing to occur, an event of default under the applicable agreement. If an event of default were to occur and the Company did not cure it, the Company would be prohibited from paying any dividends or making any other distributions to shareholders or from redeeming or repurchasing any common stock.

Capital Resources

The Company believes it has sufficient liquidity and capital resources to meet its cash and capital expenditure requirements for the next twelve months and longer. The Company may explore strategic alternatives, including additional asset, deposit or revenue generation channels that complement our small business, commercial and consumer banking platforms, which may require additional capital. If the Company is unable to secure such capital at favorable terms, its ability to take advantage of such opportunities could be adversely affected.

On December 19, 2022, the Company's Board of Directors approved a new stock repurchase program to replace the prior program. The new program authorized the repurchase of up to \$25.0 million of our outstanding common stock from time to time on the open market or in privately negotiated transactions. The stock repurchase authorization is scheduled to expire on December 31, 2024. Under this program, the Company repurchased 559,522 shares of common stock through June 30, 2024, at an average price of \$19.06, for a total investment of \$10.7 million.

Various factors determine the amount and timing of our share repurchases, including our capital requirements, organic growth and other strategic opportunities, economic and market conditions (including the trading price of our stock), and regulatory and legal considerations. See Part II, Item 2, of this report for information regarding recent repurchase activity and our remaining authority under the program.

Liquidity

Liquidity management is the process used by the Company to manage the continuing flow of funds necessary to meet its financial commitments on a timely basis and at a reasonable cost while also maintaining safe and sound operations. Liquidity, represented by cash and investment securities, is a product of the Company's operating, investing and financing activities. The primary sources of funds are deposits, principal and interest payments on loans and investment securities, maturing loans and investment securities, access to wholesale funding sources and collateralized borrowings. While scheduled payments and maturities of loans and investment securities are relatively predictable sources of funds, deposit flows are greatly influenced by interest rates, general economic conditions and competition. Therefore, the Company supplements deposit growth and enhances interest rate risk management through borrowings and wholesale funding, which are generally advances from the Federal Home Loan Bank and brokered deposits.

The Company holds cash and investment securities that qualify as liquid assets to maintain adequate liquidity to ensure safe and sound operations and meet its financial commitments. At June 30, 2024, on a consolidated basis, the Company had \$885.4 million in cash and cash equivalents and investment securities available-for-sale and \$19.4 million in loans held-for-sale that were generally available for its cash needs. The Company can also generate funds from wholesale funding sources and collateralized borrowings. At June 30, 2024, the Bank had the ability to borrow an additional \$1.3 billion from the FHLB, the Federal Reserve and correspondent bank Fed Funds lines of credit, which when combined with cash balances, totaled \$1.7 billion and represented 197% of adjusted uninsured deposit balances.

The Company is a separate legal entity from the Bank and must provide for its own liquidity. In addition to its operating expenses, the Company is responsible for paying any dividends declared to its common shareholders and interest and principal on outstanding debt. The Company's primary sources of funds are cash maintained at the holding company level and dividends from the Bank, the payment of which is subject to regulatory limits. At June 30, 2024, the Company, on an unconsolidated basis, had \$8.2 million in cash for debt servicing and operating expenses.

The Company uses its sources of funds primarily to meet ongoing financial commitments, including withdrawals by depositors, credit commitments to borrowers, operating expenses and capital expenditures. At June 30, 2024, approved outstanding loan commitments, including unused lines of credit and standby letters of credit, amounted to \$715.0 million. Certificates of deposits and brokered deposits scheduled to mature in one year or less at June 30, 2024 totaled \$1.3 billion.

Management is not aware of any other events or regulatory requirements that, if implemented, are likely to have a material effect on either the Company's or the Bank's liquidity.

Reconciliation of Non-GAAP Financial Measures

This Management's Discussion and Analysis contains financial information determined by methods other than in accordance with GAAP. Non-GAAP financial measures, specifically tangible common equity, tangible assets, tangible book value per common share, tangible common equity to tangible assets, average tangible common equity, return on average tangible common equity, total interest income - FTE, net interest income - FTE, net interest margin - FTE, adjusted total revenue, adjusted noninterest income, adjusted noninterest expense, adjusted income before income taxes, adjusted income tax provision (benefit), adjusted net income, adjusted diluted earnings per share, adjusted return on average assets, adjusted return on average shareholders' equity and adjusted return on average tangible common equity are used by the Company's management to measure the strength of its capital and analyze profitability, including its ability to generate earnings on tangible capital invested by its shareholders. The Company also believes that it is a standard practice in the banking industry to present total interest income, net interest income and net interest margin on a fully-taxable equivalent basis, as those measures provide useful information for peer comparisons. Although the Company believes these non-GAAP financial measures provide a greater understanding of its business, they should not be considered a substitute for financial measures determined in accordance with GAAP, nor are they necessarily comparable to non-GAAP financial measures that may be presented by other companies. Reconciliations of these non-GAAP financial measures to the most directly comparable GAAP financial measures are included in the following table for the last five completed fiscal quarters.

(dollars in thousands, except share and per share data)	Three Months Ended					
	June 30, 2024	March 31, 2024	December 31, 2023	September 30, 2023	June 30, 2023	June 30, 2024
Total equity - GAAP	\$ 371,953	\$ 366,739	\$ 362,795	\$ 347,744	\$ 354,332	\$ 371,953
Adjustments:						
Goodwill	(4,687)	(4,687)	(4,687)	(4,687)	(4,687)	(4,687)
Tangible common equity	\$ 367,266	\$ 362,052	\$ 358,108	\$ 343,057	\$ 349,645	\$ 367,266
Total assets - GAAP	\$ 5,343,302	\$ 5,340,667	\$ 5,167,572	\$ 5,169,023	\$ 4,947,049	\$ 5,343,302
Adjustments:						
Goodwill	(4,687)	(4,687)	(4,687)	(4,687)	(4,687)	(4,687)
Tangible assets	\$ 5,338,615	\$ 5,335,980	\$ 5,162,885	\$ 5,164,336	\$ 4,942,362	\$ 5,338,615
Common shares outstanding	8,667,894	8,655,854	8,644,451	8,669,673	8,774,507	8,667,894
Book value per common share	\$ 42.91	\$ 42.37	\$ 41.97	\$ 40.11	\$ 40.38	\$ 42.91
Effect of goodwill	(0.54)	(0.54)	(0.54)	(0.54)	(0.53)	(0.54)
Tangible book value per common share	\$ 42.37	\$ 41.83	\$ 41.43	\$ 39.57	\$ 39.85	\$ 42.37
Total shareholders' equity to assets	6.96 %	6.87 %	7.02 %	6.73 %	7.16 %	6.96 %
Effect of goodwill	(0.08 %)	(0.08 %)	(0.08 %)	(0.09 %)	(0.09 %)	(0.08 %)
Tangible common equity to tangible assets	6.88 %	6.79 %	6.94 %	6.64 %	7.07 %	6.88 %
Total average equity - GAAP	\$ 369,825	\$ 369,371	\$ 353,037	\$ 356,701	\$ 358,312	\$ 369,825
Adjustments:						
Average goodwill	(4,687)	(4,687)	(4,687)	(4,687)	(4,687)	(4,687)
Average tangible common equity	\$ 365,138	\$ 364,684	\$ 348,350	\$ 352,014	\$ 353,625	\$ 365,138
Return on average shareholders' equity	6.28 %	5.64 %	4.66 %	3.79 %	4.35 %	5.96 %
Effect of goodwill	0.08 %	0.07 %	0.06 %	0.05 %	0.05 %	0.08 %
Return on average tangible common equity	6.36 %	5.71 %	4.72 %	3.84 %	4.40 %	6.04 %

(dollars in thousands, except share and per share data)	Three Months Ended										Six Months Ended	
	June 30, 2024		March 31, 2024		December 31, 2023		September 30, 2023		June 30, 2023		June 30, 2024	
Total interest income	\$	70,961	\$	68,165	\$	66,272	\$	63,015	\$	58,122	\$	139,126
Adjustments:												
Fully-taxable equivalent adjustments ¹	1,175		1,190		1,238		1,265		1,347		2,365	
Total interest income - FTE	\$	72,136	\$	69,355	\$	67,510	\$	64,280	\$	59,469	\$	141,491
Net interest income	\$	21,327	\$	20,734	\$	19,807	\$	17,378	\$	18,145	\$	42,061
Adjustments:												
Fully-taxable equivalent adjustments ¹	1,175		1,190		1,238		1,265		1,347		2,365	
Net interest income - FTE	\$	22,502	\$	21,924	\$	21,045	\$	18,643	\$	19,492	\$	44,426
Net interest margin	1.67	%	1.66	%	1.58	%	1.39	%	1.53	%	1.67	%
Effect of fully-taxable equivalent adjustments ¹	0.09	%	0.09	%	0.10	%	0.10	%	0.11	%	0.09	%
Net interest margin - FTE	1.76	%	1.75	%	1.68	%	1.49	%	1.64	%	1.76	%
¹ Assuming a 21% tax rate												

	Three Months Ended					Six Months Ended	
	June 30, 2024	March 31, 2024	December 31, 2023	September 30, 2023	June 30, 2023	June 30, 2024	June 30, 2023
(dollars in thousands, except share and per share data)							
Total Revenue- GAAP	\$ 32,360	\$ 29,081	\$ 27,208	\$ 24,785	\$ 24,016	\$ 61,441	\$ 49,036
Adjustments:							
Mortgage-related revenue	—	—	—	—	—	—	—
Adjusted total revenue	\$ 32,360	\$ 29,081	\$ 27,208	\$ 24,785	\$ 24,016	\$ 61,441	\$ 49,036
Noninterest income - GAAP	\$ 11,033	\$ 8,347	\$ 7,401	\$ 7,407	\$ 5,871	\$ 19,380	\$ 11,317
Adjustments:							
Mortgage-related revenue	—	—	—	—	—	—	(65)
Adjusted noninterest income	\$ 11,033	\$ 8,347	\$ 7,401	\$ 7,407	\$ 5,871	\$ 19,380	\$ 11,252
Noninterest expense - GAAP	\$ 22,336	\$ 21,023	\$ 20,056	\$ 19,756	\$ 18,670	\$ 43,359	\$ 39,624
Adjustments:							
Mortgage-related costs	—	—	—	—	—	—	(3,052)
IT Termination fees	(452)	—	—	—	—	(452)	—
Anniversary expenses	(120)	—	—	—	—	(120)	—
Adjusted noninterest expense	\$ 21,764	\$ 21,023	\$ 20,056	\$ 19,756	\$ 18,670	\$ 42,787	\$ 36,572
Income (loss) before income taxes - GAAP	\$ 5,993	\$ 5,610	\$ 3,558	\$ 3,083	\$ 3,648	\$ 11,603	\$ (1,701)
Adjustments: ¹							
Mortgage-related revenue	—	—	—	—	—	—	(65)
Mortgage-related costs	—	—	—	—	—	—	3,052
Partial charge-off of C&I participation loan	—	—	—	—	—	—	6,914
IT Termination fees	452	—	—	—	—	452	—
Anniversary expenses	120	—	—	—	—	120	—
Adjusted income before income taxes	\$ 6,565	\$ 5,610	\$ 3,558	\$ 3,083	\$ 3,648	\$ 12,175	\$ 8,200
Income tax provision (benefit) - GAAP	\$ 218	\$ 429	\$ (585)	\$ (326)	\$ (234)	\$ 647	\$ (2,566)
Adjustments: ¹							
Mortgage-related revenue	—	—	—	—	—	—	(14)
Mortgage-related costs	—	—	—	—	—	—	641
Partial charge-off of C&I participation loan	—	—	—	—	—	—	1,452
IT Termination fees	95	—	—	—	—	95	—
Anniversary expenses	25	—	—	—	—	25	—
Adjusted income tax provision (benefit)	\$ 338	\$ 429	\$ (585)	\$ (326)	\$ (234)	\$ 767	\$ (487)
¹ Assuming a 21% tax rate							

	Three Months Ended					Six Months Ended	
	June 30, 2024	March 31, 2024	December 31, 2023	September 30, 2023	June 30, 2023	June 30, 2024	June 30, 2023
(dollars in thousands, except share and per share data)							
Net income - GAAP	\$ 5,775	\$ 5,181	\$ 4,143	\$ 3,409	\$ 3,882	\$ 10,956	\$ 865
Adjustments:							
Mortgage-related revenue	—	—	—	—	—	—	(51)
Mortgage-related costs	—	—	—	—	—	—	2,411
Partial charge-off of C&I participation loan	—	—	—	—	—	—	5,462
IT Termination fees	357	—	—	—	—	357	—
Anniversary expenses	95	—	—	—	—	95	—
Adjusted net income	\$ 6,227	\$ 5,181	\$ 4,143	\$ 3,409	\$ 3,882	\$ 11,408	\$ 8,687
Diluted average common shares outstanding	8,656,215	8,750,297	8,720,078	8,767,217	8,908,180	8,750,017	8,980,262
Diluted earnings per share - GAAP	\$ 0.67	\$ 0.59	\$ 0.48	\$ 0.39	\$ 0.44	\$ 1.25	\$ 0.10
Adjustments:							
Mortgage-related revenue	—	—	—	—	—	—	(0.01)
Mortgage-related costs	—	—	—	—	—	—	0.27
Effect of partial charge-off of C&I participation loan	—	—	—	—	—	—	0.61
Effect of IT termination fees	0.04	—	—	—	—	0.04	—
Effect of anniversary expenses	0.01	—	—	—	—	0.01	—
Adjusted diluted earnings per share	\$ 0.72	\$ 0.59	\$ 0.48	\$ 0.39	\$ 0.44	\$ 1.30	\$ 0.97
Return on average assets	0.44 %	0.40 %	0.32 %	0.26 %	0.32 %	0.42 %	0.04 %
Effect of mortgage-related revenue	—	—	—	—	—	—	—
Effect of mortgage-related costs	—	—	—	—	—	—	0.10 %
Effect of partial charge-off of C&I participation loan	—	—	—	—	—	—	0.23 %
Effect of IT termination fees	0.03 %	—	—	—	—	0.01 %	0.00 %
Effect of anniversary expenses	0.01 %	—	—	—	—	0.00 %	—
Adjusted return on average assets	0.48 %	0.40 %	0.32 %	0.26 %	0.32 %	0.43 %	0.37 %
Return on average shareholders' equity	6.28 %	5.64 %	4.66 %	3.79 %	4.35 %	5.96 %	0.48 %
Effect of mortgage-related revenue	—	—	—	—	—	—	(0.03 %)
Effect of mortgage-related costs	—	—	—	—	—	—	1.35 %
Effect of partial charge-off of C&I participation loan	—	—	—	—	—	—	3.05 %
Effect of IT termination fees	0.39 %	—	—	—	—	0.19 %	—
Effect of anniversary expenses	0.10 %	—	—	—	—	0.05 %	—
Adjusted return on average shareholders' equity	6.77 %	5.64 %	4.66 %	3.79 %	4.35 %	6.20 %	4.85 %

	Three Months Ended					Six Months Ended	
	June 30, 2024	March 31, 2024	December 31, 2023	September 30, 2023	June 30, 2023	June 30, 2024	June 30, 2023
(dollars in thousands, except share and per share data)							
Return on average tangible common equity	6.36 %	5.71 %	4.72 %	3.84 %	4.40 %	6.04 %	0.49 %
Effect of mortgage-related revenue	—	—	—	—	—	—	(0.03 %)
Effect of mortgage-related costs	—	—	—	—	—	—	1.37 %
Effect of partial charge-off of C&I participation loan	—	—	—	—	—	—	3.09 %
Effect of IT termination fees	0.39 %	—	—	—	—	0.20 %	0.00 %
Effect of anniversary expenses	0.10 %	—	—	—	—	0.05 %	0.00 %
Adjusted return on average tangible common equity	6.85 %	5.71 %	4.72 %	3.84 %	4.40 %	6.29 %	4.92 %

Critical Accounting Policies and Estimates

There have been no material changes in the Company’s critical accounting policies or estimates from those disclosed in its Annual Report on Form 10-K for the year ended December 31, 2023.

Recent Accounting Pronouncements

Refer to Note 15 to the condensed consolidated financial statements.

Off-Balance Sheet Arrangements

In the ordinary course of business, the Company enters into financial transactions to extend credit, interest rate swap agreements and forms of commitments that may be considered off-balance sheet arrangements. Interest rate swaps are arranged to receive hedge accounting treatment and are classified as either fair value or cash flow hedges. Fair value hedges are purchased to convert certain fixed rate assets to floating rate. Cash flow hedges are used to convert certain variable rate liabilities into fixed rate liabilities. The Company had interest rate swaps with notional amounts of \$180.0 million at June 30, 2024, and \$200.0 million at December 31, 2023. Refer to Note 13 to the condensed consolidated financial statements for additional information about derivative financial instruments.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk is the risk of loss arising from adverse changes in the fair value of financial instruments due to changes in interest rates, foreign exchange rates and equity prices. The primary source of market risk for the Company is interest rate risk, which can be defined as the risk to earnings and the value of our equity resulting from changes in market interest rates. Interest rate risk arises in the normal course of business to the extent that there are timing and volume differences between the amount of interest-earning assets and the amount of interest-bearing liabilities that are prepaid, withdrawn, re-priced or mature in specified periods. We seek to achieve consistent growth in net interest income and equity while managing volatility arising from shifts in market interest rates.

We monitor the Company's interest rate risk position using income simulation models and economic value of equity ("EVE") sensitivity analysis that capture both short-term and long-term interest rate risk exposure. Income simulation involves forecasting net interest income ("NII") under a variety of interest rate scenarios. We use EVE sensitivity analysis to understand the impact of changes in interest rates on long-term cash flows, income and capital. EVE is calculated by discounting the cash flows for all balance sheet instruments under different interest-rate scenarios. Modeling the sensitivity of NII and EVE to changes in market interest rates is highly dependent on the assumptions incorporated into the modeling process, especially those pertaining to non-maturity deposit accounts. These assumptions are reviewed and refined on an ongoing basis by the Company. We continually model our NII and EVE positions with various interest rate scenarios and assumptions of future balance sheet composition. We utilize implied forward rates as its base case scenario which reflects market expectations for rate increases over the next 24 months. Presented below is the estimated impact on our NII and EVE position as of June 30, 2024, assuming a static balance sheet and instantaneous parallel shifts in interest rates:

	% Change from Base Case for Instantaneous Parallel Changes in Rates										
	Implied Forward Curve -200			Implied Forward Curve -100			Implied Forward Curve +50			Implied Forward Curve +100	
	Basis Points			Basis Points			Basis Points			Basis Points	
NII - Year 1	16.60	%		9.25	%		N/A	(3.66	%)	(7.32	
NII - Year 2	44.46	%		41.04	%		32.79	%	28.82	%	24.67
EVE	21.68	%		13.96	%		N/A	(6.65	%)	(13.44	

To supplement the instantaneous rate shocks required by regulatory guidance, we also calculate our interest rate risk position assuming a gradual change in market interest rates. This gradual change is commonly referred to as a "rate ramp" and evenly allocates a change in interest rates over a specified time period.

Presented below is the estimated impact on the Company's NII and EVE position as of June 30, 2024, assuming a static balance sheet and gradual parallel shifts in interest rates:

	% Change from Base Case for Gradual Changes in Rates								
	Implied Forward Curve -200		Implied Forward Curve -100			Implied Forward Curve +50		Implied Forward Curve +100	
	Basis Points		Basis Points		Base Implied Forward Curve	Basis Points		Points	
NII - Year 1	7.21	%	3.78	%	N/A	(2.23	%)	(4.60	
NII - Year 2	46.28	%	41.67	%	32.79	%	27.28	%	21.52
EVE	19.91	%	12.95	%	N/A	(7.48	%)	(15.10	

The NII and EVE figures presented in the tables above are reflective of a static balance sheet, and do not incorporate either balance sheet growth or contraction, or strategies to increase net interest income while managing volatility arising from shifts in market interest rates. As such, it is likely that actual results will differ from what is presented in the tables above. Balance sheet strategies to achieve such objectives may include:

- Increasing the proportion of low-duration or variable-rate loans to total loans, including organic growth in small business, construction or C&I lending, and declines in longer-term loan portfolios
- Selling longer-term fixed rate loans
- Increasing the proportion of lower cost non-maturity deposits to total deposits
- Extending the duration of wholesale funding
- Executing derivative strategies to synthetically extend liabilities or shorten asset duration
- Repositioning the investment portfolio to manage its duration

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

The Company maintains disclosure controls and procedures that are designed to provide reasonable assurance that information required to be disclosed in reports that it files or submits under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is recorded, processed, summarized, and reported within the time period specified in the SEC's rules and forms. These controls and procedures are also designed to provide reasonable assurance that such information is accumulated and communicated to management, including the principal executive and principal financial officers, as appropriate, to allow timely decisions regarding required disclosures. In designing and evaluating disclosure controls and procedures, the Company has recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. Management is required to apply judgment in evaluating its controls and procedures.

The Company performed an evaluation under the supervision and with the participation of management, including the principal executive and principal financial officers, to assess the effectiveness of the design and operation of its disclosure controls and procedures under the Exchange Act. Based on that evaluation, our management, including our principal executive officer and principal financial officer, concluded that our disclosure controls and procedures were effective at a reasonable assurance level as of June 30, 2024.

Changes in Internal Control over Financial Reporting

There has been no change in the Company's internal control over financial reporting during the quarter ended June 30, 2024 that has materially affected, or is reasonably likely to materially affect, its internal control over financial reporting.

PART II

ITEM 1. LEGAL PROCEEDINGS

Neither we nor any of our subsidiaries are party to any material legal proceedings. From time to time, the Bank is a party to legal actions arising from its normal business activities.

ITEM 1A. RISK FACTORS

There have been no material changes to the risk factors previously disclosed in Part I, Item 1A, of our Annual Report on Form 10-K for the year ended December 31, 2023.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Repurchases of Common Stock

In December 2022, the Company's Board of Directors approved a stock repurchase program authorizing the repurchase of up to \$25.0 million of the Company's outstanding stock from time to time on the open market or in privately negotiated transactions. The stock repurchase program is scheduled to expire on December 31, 2024. Under this program, the Company has repurchased 559,522 shares of common stock through June 30, 2024, at an average price of \$19.06, for a total investment of \$10.7 million.

The following table presents information with respect to purchases of the Company's common stock made by or on behalf of the Company or any "affiliated purchaser," as defined in Rule 10b-18(a)(3), during the second quarter 2024.

<i>(dollars in thousands, except per share data)</i>	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased As Part of Publicly Announced Programs	Approximate Dollar Value Of Shares That May Yet Be Purchased Under The Program
April 1, 2024 - April 30, 2024	—	\$ —	—	\$ 14,334
May 1, 2024 - May 31, 2024	—	\$ —	—	\$ 14,334
June 1, 2024 - June 30, 2024	—	\$ —	—	\$ 14,334
Total	—	—	—	—

Limitations on the Payment of Dividends

The ability of the Company to make capital distributions, including paying dividends and repurchasing shares, depends upon our receipt of dividends from the Bank. The ability of the Bank to pay dividends is limited by state and federal laws and regulations, including the requirement for the Bank to obtain the prior approval of the Indiana Department of Financial Institutions ("DFI") before paying a dividend that, together with other dividends it has paid during a calendar year, would exceed the sum of its net income for the year to date combined with its retained net income for the previous two years. The ability of the Bank to pay dividends is further affected by the requirement to maintain adequate capital pursuant to applicable capital adequacy guidelines and regulations, and it is generally prohibited from paying any dividends if, following payment thereof, it would be undercapitalized. Notwithstanding the availability of funds for dividends, the FDIC and the DFI may prohibit the payment of dividends by the Bank if either or both determine such payment would constitute an unsafe or unsound practice. In addition, under the Basel III Capital Rules, institutions that seek the freedom to pay dividends have to maintain 2.5% in Common Equity Tier 1 Capital attributable to the capital conservation buffer.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

Exhibit No.	Description	Method of Filing
3.1	Amended and Restated Articles of Incorporation of First Internet Bancorp. (incorporated by reference to Exhibit 3.1 to current report on Form 8-K filed May 21, 2020)	Incorporated by Reference
3.2	Amended and Restated Bylaws of First Internet Bancorp. (incorporated by reference to Exhibit 3.2 to current report on Form 8-K filed May 21, 2020)	Incorporated by Reference
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer	Filed Electronically
31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer	Filed Electronically
32.1	Section 1350 Certifications	Filed Electronically
101	Inline XBRL Instance Document (does not appear in the Interactive Data File because XBRL tags are embedded within the Inline XBRL document)	Filed Electronically
101.SCH	Inline XBRL Taxonomy Extension Schema	Filed Electronically
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase	Filed Electronically
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase	Filed Electronically
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase	Filed Electronically
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase	Filed Electronically
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)	Filed Electronically

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

FIRST INTERNET BANCORP

8/7/2024	By	<div>/s/ David B. Becker</div> <div>David B. Becker, Chairman and Chief Executive Officer (on behalf of Registrant)</div>
8/7/2024	By	<div>/s/ Kenneth J. Lovik</div> <div>Kenneth J. Lovik, Executive Vice President and Chief Financial Officer (principal financial officer)</div>

Certification by the Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, David B. Becker, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of First Internet Bancorp;
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 reporting 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 function):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 7, 2024

/s/ David B. Becker

David B. Becker, Chief Executive Officer

Certification by the Chief Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Kenneth J. Lovik, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of First Internet Bancorp;
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 reporting 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 function):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 7, 2024

/s/ Kenneth J. Lovik

Kenneth J. Lovik, Chief Financial Officer

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

In connection with the Quarterly Report of First Internet Bancorp (the "Company") on Form 10-Q for the period ended June 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) 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/ David B. Becker

David B. Becker
Chief Executive Officer
August 7, 2024

/s/ Kenneth J. Lovik

Kenneth J. Lovik
Chief Financial Officer
August 7, 2024