
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly period ended: June 30, 2023

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: 001-15781



BERKSHIRE HILLS BANCORP, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

04-3510455

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

60 State Street

Boston

Massachusetts

02109

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(800) 773-5601 , ext. 133773**

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	BHLB	The New York Stock Exchange

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 **ý** No **o**

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

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

Large accelerated filer Accelerated filer

Non-accelerated filer Smaller reporting company

Emerging growth company

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

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

As of August 7, 2023, the Registrant had 44,009,048 shares of common stock, \$0.01 par value per share, outstanding

BERKSHIRE HILLS BANCORP, INC.
FORM 10-Q

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PART I

ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

BERKSHIRE HILLS BANCORP, INC.
CONSOLIDATED BALANCE SHEETS

(In thousands, except share data)	June 30, 2023	December 31, 2022
Assets		
Cash and due from banks	\$ 120,285	\$ 145,342
Short-term investments	520,315	540,013
Total cash and cash equivalents	640,600	685,355
Trading securities, at fair value	6,405	6,708
Equity securities, at fair value	12,868	12,856
Securities available for sale, at fair value	1,340,331	1,423,200
Securities held to maturity (fair values of \$ 487,960 and \$ 507,464)	563,765	583,453
Federal Home Loan Bank stock	34,714	7,219
Total securities	1,958,083	2,033,436
Less: Allowance for credit losses on held to maturity securities	(71)	(91)
Net securities	1,958,012	2,033,345
Loans held for sale	8,708	4,311
Total loans	8,882,402	8,335,309
Less: Allowance for credit losses on loans	(100,219)	(96,270)
Net loans	8,782,183	8,239,039
Premises and equipment, net	76,903	85,217
Other intangible assets	22,074	24,483
Cash surrender value of bank-owned life insurance policies	241,314	238,919
Other assets	352,307	348,935
Assets held for sale	8,220	3,260
Total assets	<u><u>\$ 12,090,321</u></u>	<u><u>\$ 11,662,864</u></u>
Liabilities		
Demand deposits	\$ 2,594,528	\$ 2,852,127
NOW and other deposits	944,775	1,054,596
Money market deposits	3,005,081	3,723,570
Savings deposits	1,088,405	1,063,269
Time deposits	2,435,618	1,633,707
Total deposits	10,068,407	10,327,269
Short-term debt	470,000	—
Long-term Federal Home Loan Bank advances and other	204,345	4,445
Subordinated borrowings	121,238	121,064
Total borrowings	795,583	125,509
Other liabilities	252,950	256,024
Total liabilities	<u><u>\$ 11,116,940</u></u>	<u><u>\$ 10,708,802</u></u>
(continued)		
	June 30, 2023	December 31, 2022
Shareholders' equity		
Common stock (\$ 0.01 par value; 100,000,000 shares authorized and 51,903,190 shares issued and 44,033,094 shares outstanding in 2023; 51,903,190 shares issued and 44,361,222 shares outstanding in 2022)	528	528
Additional paid-in capital - common stock	1,423,856	1,424,183
Unearned compensation	(14,470)	(8,598)
Retained (deficit)	(35,490)	(71,428)
Accumulated other comprehensive (loss)	(186,240)	(181,052)
Treasury stock, at cost (7,870,096 shares in 2023 and 7,541,968 shares in 2022)	(214,803)	(209,571)
Total shareholders' equity	973,381	954,062
Total liabilities and shareholders' equity	<u><u>\$ 12,090,321</u></u>	<u><u>\$ 11,662,864</u></u>

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

BERKSHIRE HILLS BANCORP, INC.
CONSOLIDATED STATEMENTS OF INCOME

(In thousands, except per share data)	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2023	2022	2023	2022
Interest and dividend income				
Loans	\$ 126,871	\$ 74,843	\$ 244,364	\$ 137,317
Securities and other	18,554	12,536	33,377	24,885
Total interest and dividend income	145,425	87,379	277,741	162,202
Interest expense				
Deposits	35,966	4,170	62,048	8,344
Borrowings	16,700	1,851	25,401	3,437
Total interest expense	52,666	6,021	87,449	11,781
Net interest income	92,759	81,358	190,292	150,421
Non-interest income				
Deposit related fees	8,571	8,005	16,882	15,356
Loan fees and other	3,189	1,113	5,658	6,052
Gain on SBA loan sales	2,910	3,619	5,404	6,964
Wealth management fees	2,583	2,775	5,322	5,400
Total fee income	17,253	15,512	33,266	33,772
Other, net	(137)	1,812	222	4,978
Fair value adjustments on securities	(22)	(973)	212	(1,718)
Total non-interest income	17,094	16,351	33,700	37,032
Total net revenue	109,853	97,709	223,992	187,453
Provision expense/(benefit) for credit losses				
	8,000	—	16,999	(4,000)
Non-interest expense				
Compensation and benefits	39,960	37,830	79,031	75,351
Occupancy and equipment	8,970	9,438	18,349	19,505
Technology and communications	10,465	8,611	19,936	17,138
Marketing and promotion	1,510	1,472	2,718	2,583
Professional services	2,526	2,913	5,803	5,605
FDIC premiums and assessments	1,834	658	3,260	1,645
Other real estate owned and foreclosures	—	23	—	23
Amortization of intangible assets	1,205	1,286	2,410	2,572
Acquisition, restructuring, and other expenses	21	35	(15)	53
Other	7,557	6,209	14,511	12,550
Total non-interest expense	74,048	68,475	146,003	137,025
Income before income taxes	\$ 27,805	\$ 29,234	\$ 60,990	\$ 54,428
Income tax expense	3,944	6,119	9,492	11,117
Net income	\$ 23,861	\$ 23,115	\$ 51,498	\$ 43,311
Basic earnings per common share	\$ 0.55	\$ 0.50	\$ 1.18	\$ 0.93
Diluted earnings per common share	\$ 0.55	\$ 0.50	\$ 1.18	\$ 0.92
Weighted average shares outstanding:				
Basic	43,443	45,818	43,564	46,733
Diluted	43,532	46,102	43,780	47,074

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

BERKSHIRE HILLS BANCORP, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS)/INCOME

(In thousands)	Three Months Ended		Six Months Ended	
	June 30, 2023	2022	June 30, 2023	2022
Net income	\$ 23,861	\$ 23,115	\$ 51,498	\$ 43,311
Other comprehensive (loss), before tax:				
Changes in unrealized (loss) on debt securities available-for-sale	(24,842)	(60,487)	(874)	(161,860)
Changes in unrealized (loss) on derivative hedges	(11,910)	—	(6,112)	—
Income taxes related to other comprehensive (loss):				
Changes in unrealized (loss) on debt securities available-for-sale	6,381	15,725	157	42,104
Changes in unrealized (loss) on derivative hedges	3,197	—	1,641	—
Total other comprehensive (loss)	<u>(27,174)</u>	<u>(44,762)</u>	<u>(5,188)</u>	<u>(119,756)</u>
Total comprehensive (loss)/income	<u>\$ (3,313)</u>	<u>\$ (21,647)</u>	<u>\$ 46,310</u>	<u>\$ (76,445)</u>

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

BERKSHIRE HILLS BANCORP, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(in thousands)	Common stock					Accumulated other comprehensive				Total
	Shares	Amount	Additional paid-in capital	Unearned compensation	Retained earnings (deficit)	(loss)	Treasury stock			
Balance at March 31, 2022	47,792	\$ 528	\$ 1,423,679	\$ (10,284)	\$ (125,343)	\$ (78,237)	\$ (116,482)	\$ 1,093,861		
Comprehensive (loss):										
Net income	—	—	—	—	23,115	—	—	23,115		
Other comprehensive (loss)	—	—	—	—	—	(44,762)	—	—	(44,762)	
Total comprehensive income/(loss)	—	—	—	—	23,115	(44,762)	—	(21,647)		
Cash dividends declared on common shares (\$0.24 per share)	—	—	—	—	(4,769)	—	—	(4,769)		
Treasury shares repurchased	(2,147)	—	—	—	—	—	—	(55,040)	(55,040)	
Forfeited shares	(15)	—	9	375	—	—	—	(384)	—	
Exercise of stock options	—	—	—	—	—	—	—	—	—	
Restricted stock grants	175	—	391	(5,035)	—	—	—	4,644	—	
Stock-based compensation	—	—	—	2,120	—	—	—	—	2,120	
Other, net	(17)	—	2	—	—	—	—	(477)	(475)	
Balance at June 30, 2022	45,788	\$ 528	\$ 1,424,081	\$ (12,824)	\$ (106,997)	\$ (122,999)	\$ (167,739)	\$ 1,014,050		
Balance at March 31, 2023	44,411	\$ 528	\$ 1,424,563	\$ (10,920)	\$ (51,398)	\$ (159,066)	\$ (208,227)	\$ 995,480		
Comprehensive income:										
Net income	—	—	—	—	23,861	—	—	23,861		
Other comprehensive (loss)	—	—	—	—	—	(27,174)	—	—	(27,174)	
Total comprehensive income	—	—	—	—	23,861	(27,174)	—	(3,313)		
Impact of ASU No. 2022-02 Adoption	—	—	—	—	—	—	—	—	—	
Cash dividends declared on common shares (\$0.36 per share)	—	—	—	—	(7,953)	—	—	(7,953)		
Treasury shares repurchased	(581)	—	—	—	—	—	—	(12,378)	(12,378)	
Forfeited shares	(18)	—	(50)	428	—	—	—	(378)	—	
Exercise of stock options	—	—	—	—	—	—	—	—	—	
Restricted stock grants	249	—	(654)	(6,236)	—	—	—	6,890	—	
Stock-based compensation	—	—	—	2,258	—	—	—	—	2,258	
Other, net	(28)	—	(3)	—	—	—	—	(710)	(713)	
Balance at June 30, 2023	44,033	\$ 528	\$ 1,423,856	\$ (14,470)	\$ (35,490)	\$ (186,240)	\$ (214,803)	\$ 973,381		

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(in thousands)	Common stock					Accumulated other comprehensive					Total	
	Shares	Amount	Additional paid-in capital		Unearned compensation	Retained earnings (deficit)	comprehensive (loss)		Treasury stock			
Balance at December 31, 2021	48,667	\$ 528	\$ 1,423,445	\$ (9,056)	\$ (139,383)	\$ (3,243)	\$ (89,856)	\$ 1,182,435				
Comprehensive (loss):												
Net income	—	—	—	—	43,311	—	—	—	43,311			
Other comprehensive (loss)	—	—	—	—	—	(119,756)	—	—	(119,756)			
Total comprehensive income/(loss)	—	—	—	—	43,311	(119,756)	—	—	(76,445)			
Cash dividends declared on common shares (\$0.24 per share)	—	—	—	—	(10,921)	—	—	—	(10,921)			
Treasury shares repurchased	(3,119)	—	—	—	—	—	—	(84,295)	(84,295)			
Forfeited shares	(51)	—	79	1,358	—	—	—	(1,437)	—			
Exercise of stock options	1	—	—	—	(4)	—	—	29	25			
Restricted stock grants	314	—	552	(9,052)	—	—	—	8,500	—			
Stock-based compensation	—	—	—	3,926	—	—	—	—	3,926			
Other, net	(24)	—	5	—	—	—	—	(680)	(675)			
Balance at June 30, 2022	45,788	\$ 528	\$ 1,424,081	\$ (12,824)	\$ (106,997)	\$ (122,999)	\$ (167,739)	\$ 1,014,050				
Balance at December 31, 2022	44,361	\$ 528	\$ 1,424,183	\$ (8,598)	\$ (71,428)	\$ (181,052)	\$ (209,571)	\$ 954,062				
Comprehensive income:												
Net income	—	—	—	—	51,498	—	—	—	51,498			
Other comprehensive (loss)	—	—	—	—	—	(5,188)	—	—	(5,188)			
Total comprehensive income	—	—	—	—	51,498	(5,188)	—	—	46,310			
Impact of ASU No. 2022-02 Adoption	—	—	—	—	401	—	—	—	401			
Cash dividends declared on common shares (\$0.36 per share)	—	—	—	—	(15,961)	—	—	—	(15,961)			
Treasury shares repurchased	(628)	—	—	—	—	—	—	(13,568)	(13,568)			
Forfeited shares	(49)	—	37	1,261	—	—	—	(1,298)	—			
Exercise of stock options	—	—	—	—	—	—	—	—	—			
Restricted stock grants	392	—	(209)	(10,587)	—	—	—	10,796	—			
Stock-based compensation	—	—	—	3,454	—	—	—	—	3,454			
Other, net	(43)	—	(155)	—	—	—	—	(1,162)	(1,317)			
Balance at June 30, 2023	44,033	\$ 528	\$ 1,423,856	\$ (14,470)	\$ (35,490)	\$ (186,240)	\$ (214,803)	\$ 973,381				

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

BERKSHIRE HILLS BANCORP, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)	Six Months Ended June 30,	
	2023	2022
Cash flows from operating activities:		
Net income	\$ 51,498	\$ 43,311
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision/(benefit) for credit losses	16,999	(4,000)
Net (accretion)/amortization of securities	480	1,383
Change in unamortized net loan costs and premiums	(474)	2,471
Premises and equipment depreciation and amortization expense	4,327	4,907
Stock-based compensation expense	3,454	3,926
Accretion of purchase accounting entries, net	(330)	(1,464)
Amortization of other intangibles	2,410	2,572
Income from cash surrender value of bank-owned life insurance policies	(2,395)	(2,697)
(Gain) on SBA loan sales	(5,404)	(3,619)
Fair value adjustments on securities	(212)	1,718
Net change in loans held-for-sale	(4,397)	4,442
Amortization of interest in tax-advantaged projects	4,495	708
Net change in other	(9,399)	(42,990)
Net cash provided by operating activities	61,052	10,668
Cash flows from investing activities:		
Net decrease in trading security	426	404
Purchases of securities available for sale	(36,798)	(386,637)
Proceeds from sales of securities available for sale	—	149,994
Proceeds from maturities, calls, and prepayments of securities available for sale	119,390	255,045
Purchases of securities held to maturity	(700)	(575)
Proceeds from maturities, calls, and prepayments of securities held to maturity	19,461	33,514
Net change in loans	(553,530)	(977,443)
Proceeds from surrender of bank-owned life insurance	—	842
Purchase of Federal Home Loan Bank stock	(340,879)	(32,466)
Proceeds from redemption of Federal Home Loan Bank stock	313,384	33,901
Net investment in limited partnership tax credits	—	(721)
Purchase of premises and equipment, net	(753)	(730)
Net cash (used) by investing activities	(479,999)	(924,872)

BERKSHIRE HILLS BANCORP, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS (CONCLUDED)

(In thousands)	Six Months Ended June 30,	
	2023	2022
<i>(continued)</i>		
Cash flows from financing activities:		
Net (decrease)/increase in deposits	(258,862)	45,711
Proceeds from Federal Home Loan Bank advances and other borrowings	8,425,000	51,275
Repayments of Federal Home Loan Bank advances and other borrowings	(7,755,100)	(6,096)
Proceeds from issuance of subordinated debt	—	98,032
Purchase of treasury stock	(13,568)	(84,295)
Exercise of stock options	—	25
Common stock cash dividends paid	(15,961)	(10,921)
Settlement of derivative contracts with financial institution counterparties	(7,317)	63,683
Net cash provided by financing activities	374,192	157,414
Net change in cash and cash equivalents	(44,755)	(756,790)
Cash and cash equivalents at beginning of period	685,355	1,627,807
Cash and cash equivalents at end of period	\$ 640,600	\$ 871,017
Supplemental cash flow information:		
Interest paid on deposits	\$ 58,472	\$ 8,810
Interest paid on borrowed funds	23,488	3,396
Income taxes paid, net	7,633	12,590
Other non-cash changes:		
Other net comprehensive income	\$ (5,188)	\$ (119,756)
Impact to retained earnings from adoption of ASU 2022-02	401	—
Properties transferred to held for sale	4,960	—
Reclassification of held-for-sale loans to held-for-investment, net	—	606

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

NOTE 1. BASIS OF PRESENTATION

The Consolidated Financial Statements (the "financial statements") of Berkshire Hills Bancorp, Inc. and its subsidiaries (the "Company" or "Berkshire") have been prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP"). The Company is a Delaware corporation, headquartered in Boston, Massachusetts, and the holding company for Berkshire Bank (the "Bank"), a Massachusetts-chartered trust company headquartered in Pittsfield, Massachusetts. These financial statements include the accounts of the Company, its wholly-owned subsidiaries and the Bank's consolidated subsidiaries. In consolidation, all significant intercompany accounts and transactions are eliminated. The results of operations of companies or assets acquired are included only from the dates of acquisition. All material wholly-owned and majority-owned subsidiaries are consolidated unless GAAP requires otherwise.

The Company has evaluated subsequent events for potential recognition and/or disclosure through the date these financial statements were issued.

These interim financial statements have been prepared in accordance with the instructions to Form 10-Q and Article 10 of Regulation S-X, and accordingly, certain information and footnote disclosures normally included in financial statements prepared according to GAAP have been omitted.

The results for any interim period are not necessarily indicative of results for the full year. These consolidated financial statements should be read in conjunction with the audited financial statements and disclosures Berkshire Hills Bancorp, Inc. previously filed with the Securities and Exchange Commission in the Company's Annual Report on Form 10-K for the year ended December 31, 2022. In management's opinion, all adjustments necessary for a fair statement are reflected in the interim periods.

Reclassifications

Certain items in prior financial statements have been reclassified to conform to the current presentation.

Use of Estimates

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

Recently Adopted Accounting Principles

Effective January 1, 2023, the Company adopted ASU No. 2022-02, "Financial Instruments – Credit Losses (Topic 326): Troubled Debt Restructurings and Vintage Disclosures." The adoption did not have a material impact on the Company's Consolidated Financial Statements.

The ASU eliminates the troubled debt restructuring ("TDR") accounting model that was adopted with Topic 326, "Financial Instruments – Credit Losses" and enhances disclosure requirements for certain loan refinancings and restructurings when a borrower is experiencing financial difficulty. The ASU requires prospective disclosure of current-period gross write-offs by year of origination. Refer to Note 4 – Loans and Allowance for Credit Losses for the new financial statement disclosures applicable under this update.

Future Application of Accounting Pronouncements

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 (a consensus of the Emerging Issues Task Force)." The guidance is intended to improve the accounting and disclosures for investments in tax credit structures. The ASU allows entities to elect to account for qualifying tax equity investments using the proportional amortization method, regardless of the program giving rise to the related income tax credits. Previously, this method was only available for qualifying investments in low-income housing tax credit structures. The amendments in this ASU are effective for fiscal years beginning after December 15, 2023, and interim periods within those fiscal years. Early adoption is permitted. The Company is still evaluating; however, the adoption is not expected to have a material impact on the Company's Consolidated Financial Statements.

NOTE 2. TRADING SECURITIES

The Company holds a tax-advantaged economic development bond accounted for at fair value. The security had an amortized cost of \$ 6.6 million and \$ 7.1 million, and a fair value of \$ 6.4 million and \$ 6.7 million, at June 30, 2023 and December 31, 2022, respectively. As discussed further in Note 7 - Derivative Financial Instruments and Hedging Activities, the Company entered into a swap contract to swap-out the fixed rate of the security in exchange for a variable rate. The Company does not purchase securities with the intent of selling them in the near term, and there were no other securities in the trading portfolio at June 30, 2023 or December 31, 2022.

NOTE 3. SECURITIES AVAILABLE FOR SALE, HELD TO MATURITY, AND EQUITY SECURITIES

The following is a summary of securities available for sale, held to maturity, and marketable equity securities:

(In thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Allowance
June 30, 2023					
Securities available for sale					
U.S Treasuries	\$ 7,979	\$ 2	\$ —	\$ 7,981	—
Municipal bonds and obligations	65,840	275	(2,493)	63,622	—
Agency collateralized mortgage obligations	591,299	—	(99,959)	491,340	—
Agency mortgage-backed securities	611,157	—	(92,605)	518,552	—
Agency commercial mortgage-backed securities	258,283	—	(38,506)	219,777	—
Corporate bonds	43,331	60	(4,988)	38,403	—
Other bonds and obligations	655	67	(66)	656	—
Total securities available for sale	1,578,544	404	(238,617)	1,340,331	—
Securities held to maturity					
Municipal bonds and obligations	259,843	401	(21,405)	238,839	49
Agency collateralized mortgage obligations	120,349	—	(20,469)	99,880	—
Agency mortgage-backed securities	49,231	—	(8,973)	40,258	—
Agency commercial mortgage-backed securities	132,320	—	(25,272)	107,048	—
Tax advantaged economic development bonds	1,734	7	(94)	1,647	22
Other bonds and obligations	288	—	—	288	—
Total securities held to maturity	563,765	408	(76,213)	487,960	71
Marketable equity securities					
Total	\$ 2,157,344	\$ 812	\$ (316,997)	\$ 1,841,159	\$ 71

(In thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Allowance
December 31, 2022					
Securities available for sale					
U.S Treasuries	\$ 11,972	\$ 1	\$ —	\$ 11,973	\$ —
Municipal bonds and obligations	65,943	422	(3,030)	63,335	—
Agency collateralized mortgage obligations	631,732	—	(99,787)	531,945	—
Agency mortgage-backed securities	643,308	1	(96,996)	546,313	—
Agency commercial mortgage-backed securities	264,218	—	(35,750)	228,468	—
Corporate bonds	43,368	80	(2,938)	40,510	—
Other bonds and obligations	655	67	(66)	656	—
Total securities available for sale	1,661,196	571	(238,567)	1,423,200	—
Securities held to maturity					
Municipal bonds and obligations	266,793	691	(23,704)	243,780	66
Agency collateralized mortgage obligations	128,136	—	(20,420)	107,716	—
Agency mortgage-backed securities	50,958	—	(9,240)	41,718	—
Agency commercial mortgage-backed securities	135,206	—	(23,203)	112,003	—
Tax advantaged economic development bonds	2,069	8	(121)	1,956	25
Other bonds and obligations	291	—	—	291	—
Total securities held to maturity	583,453	699	(76,688)	507,464	91
Marketable equity securities					
Total	\$ 2,259,684	\$ 1,270	\$ (317,434)	\$ 1,943,520	\$ 91

The following table summarizes the activity in the allowance for credit losses for debt securities held to maturity by security type for the three and six months ended June 30, 2023 and 2022:

(In thousands)	Municipal bonds and obligations	Tax advantaged economic development bonds		Total
		bonds	Total	
Balance at March 31, 2023	\$ 49	\$ 22	\$ 71	
(Benefit)/provision for credit losses	—	—	—	
Balance at June 30, 2023	\$ 49	\$ 22	\$ 71	
(In thousands)	Municipal bonds and obligations	Tax advantaged economic development bonds		Total
		bonds	Total	
Balance at March 31, 2022	\$ 67	\$ 32	\$ 99	
(Benefit)/provision for credit losses	(1)	(4)	(5)	
Balance at June 30, 2022	\$ 66	\$ 28	\$ 94	

(In thousands)	Municipal bonds and obligations	Tax advantaged economic development bonds		Total
		\$ 25	\$ (3)	
Balance at December 31, 2022	\$ 66	\$ 25	\$ 91	
(Benefit)/provision for credit losses	(17)	(3)	(20)	
Balance at June 30, 2023	<u>\$ 49</u>	<u>\$ 22</u>	<u>\$ 71</u>	

(In thousands)	Municipal bonds and obligations	Tax advantaged economic development bonds		Total
		\$ 35	\$ (7)	
Balance at December 31, 2021	\$ 70	\$ 35	\$ 105	
(Benefit)/provision for credit losses	(4)	(7)	(11)	
Balance at June 30, 2022	<u>\$ 66</u>	<u>\$ 28</u>	<u>\$ 94</u>	

Credit Quality Information

The Company monitors the credit quality of held to maturity securities through credit ratings from various rating agencies. Credit ratings express opinions about the credit quality of a security and are utilized by the Company to make informed decisions. Investment grade securities are rated BBB-/Baa3 or higher and generally considered by the rating agencies and market participants to be of low credit risk. Conversely, securities rated below investment grade are considered to have distinctively higher credit risk than investment grade securities. For securities without credit ratings, the Company utilizes other financial information indicating the financial health of the underlying municipality, agency, or organization.

As of June 30, 2023, none of the Company's investment securities were delinquent or in non-accrual status.

The amortized cost and estimated fair value of available for sale ("AFS") and held to maturity ("HTM") securities segregated by contractual maturity at June 30, 2023 are presented below. Expected maturities may differ from contractual maturities because issuers may have the right to call or prepay obligations. Mortgage-backed securities are shown in total, as their maturities are highly variable.

(In thousands)	Available for sale		Held to maturity	
	Amortized		Fair	
	Cost	Value	Cost	Value
Within 1 year	\$ 8,799	\$ 8,800	\$ 894	\$ 894
Over 1 year to 5 years	10,866	10,754	2,309	2,298
Over 5 years to 10 years	54,612	49,747	36,477	36,281
Over 10 years	43,528	41,361	222,185	201,301
Total bonds and obligations	117,805	110,662	261,865	240,774
Mortgage-backed securities	1,460,739	1,229,669	301,900	247,186
Total	\$ 1,578,544	\$ 1,340,331	\$ 563,765	\$ 487,960

During the three and six months ended June 30, 2023, purchases of AFS securities totaled \$ 7.9 million, and \$ 36.8 million, respectively. During the three and six months ended June 30, 2023, there were no sales of AFS securities. During the three months ended June 30, 2022, there were no purchases of securities. During the six months ended June 30, 2022, purchases of AFS securities totaled \$ 386.6 million. During the three and six months ended June 30, 2022, sales of AFS securities totaled \$ 150 million. During the three and six months ended June 30, 2022, gross gains totaled \$ 6 thousand and there were no gross losses.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Securities available for sale and held to maturity with unrealized losses, segregated by the duration of their continuous unrealized loss positions, are summarized as follows:

(In thousands)	Less Than Twelve Months		Over Twelve Months		Total	
	Gross		Gross		Gross	
	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value
June 30, 2023						
Securities available for sale						
Municipal bonds and obligations	\$ 550	\$ 24,993	\$ 1,943	\$ 17,862	\$ 2,493	\$ 42,855
Agency collateralized mortgage obligations	113	2,276	99,846	489,064	99,959	491,340
Agency mortgage-backed securities	157	2,648	92,448	515,824	92,605	518,472
Agency commercial mortgage-backed securities	1,042	9,678	37,464	210,099	38,506	219,777
Corporate bonds	1,064	12,797	3,924	24,698	4,988	37,495
Other bonds and obligations	—	—	66	295	66	295
Total securities available for sale	\$ 2,926	\$ 52,392	\$ 235,691	\$ 1,257,842	\$ 238,617	\$ 1,310,234
Securities held to maturity						
Municipal bonds and obligations	\$ 1,710	\$ 89,477	\$ 19,695	\$ 74,807	\$ 21,405	\$ 164,284
Agency collateralized mortgage obligations	1,709	34,330	18,760	65,550	20,469	99,880
Agency mortgage-backed securities	—	—	8,973	40,258	8,973	40,258
Agency commercial mortgage-backed securities	—	—	25,272	107,048	25,272	107,048
Tax advantaged economic development bonds	—	—	94	962	94	962
Total securities held to maturity	3,419	123,807	72,794	288,625	76,213	412,432
Total	\$ 6,345	\$ 176,199	\$ 308,485	\$ 1,546,467	\$ 314,830	\$ 1,722,666
December 31, 2022						
Securities available for sale						
Municipal bonds and obligations	\$ 2,406	\$ 36,696	\$ 624	\$ 2,763	\$ 3,030	\$ 39,459
Agency collateralized mortgage obligations	23,052	247,509	76,735	284,434	99,787	531,943
Agency mortgage-backed securities	3,124	37,540	93,872	508,683	96,996	546,223
Agency commercial mortgage-backed securities	9,885	96,396	25,865	132,043	35,750	228,439
Corporate bonds	1,709	25,657	1,229	9,929	2,938	35,586
Other bonds and obligations	—	—	66	295	66	295
Total securities available for sale	\$ 40,176	\$ 443,798	\$ 198,391	\$ 938,147	\$ 238,567	\$ 1,381,945
Securities held to maturity						
Municipal bonds and obligations	\$ 5,476	\$ 125,494	\$ 18,228	\$ 38,341	\$ 23,704	\$ 163,835
Agency collateralized mortgage obligations	2,734	49,539	17,686	58,177	20,420	107,716
Agency mortgage-backed securities	300	2,419	8,940	39,299	9,240	41,718
Agency commercial mortgage-backed securities	447	9,713	22,756	102,290	23,203	112,003
Tax advantaged economic development bonds	1	142	120	1,008	121	1,150
Total securities held to maturity	8,958	187,307	67,730	239,115	76,688	426,422
Total	\$ 49,134	\$ 631,105	\$ 266,121	\$ 1,177,262	\$ 315,255	\$ 1,808,367

Debt Securities

The Company expects to recover its amortized cost basis on all debt securities in its AFS and HTM portfolios. Furthermore, the Company does not intend to sell nor does it anticipate that it will be required to sell any of its securities in an unrealized loss position as of June 30, 2023, prior to this recovery. The Company's ability and intent to hold these securities until recovery is supported by the Company's strong capital and liquidity positions as well as its historically low portfolio turnover.

The following summarizes, by investment security type, the basis for the conclusion that the debt securities in an unrealized loss position within the Company's AFS and HTM portfolios were not other-than-temporarily impaired at June 30, 2023:

AFS municipal bonds and obligations

At June 30, 2023, 53 of the 94 securities in the Company's portfolio of AFS municipal bonds and obligations were in unrealized loss positions. Aggregate unrealized losses represented 5.5 % of the amortized cost of securities in unrealized loss positions. The Company continually monitors the municipal bond sector of the market carefully and periodically evaluates the appropriate level of exposure to the market. At this time, the Company feels the bonds in this portfolio carry minimal risk of default and the Company is appropriately compensated for that risk. There were no material underlying credit downgrades during the quarter. All securities are performing.

AFS collateralized mortgage obligations

At June 30, 2023, 240 of the 242 securities in the Company's portfolio of AFS collateralized mortgage obligations were in unrealized loss positions. Aggregate unrealized losses represented 16.9 % of the amortized cost of securities in unrealized loss positions. The Federal National Mortgage Association ("FNMA"), Federal Home Loan Mortgage Corporation ("FHLMC"), and Government National Mortgage Association ("GNMA") guarantee the contractual cash flows of all of the Company's collateralized mortgage obligations. The securities are investment grade rated and there were no material underlying credit downgrades during the quarter. All securities are performing.

AFS commercial and residential mortgage-backed securities

At June 30, 2023, 137 of the 139 securities in the Company's portfolio of AFS mortgage-backed securities were in unrealized loss positions. Aggregate unrealized losses represented 15.1 % of the amortized cost of securities in unrealized loss positions. The FNMA, FHLMC, and GNMA guarantee the contractual cash flows of all of the Company's mortgage-backed securities. The securities are investment grade rated and there were no material underlying credit downgrades during the quarter. All securities are performing.

AFS corporate bonds

At June 30, 2023, 14 of the 15 securities in the Company's portfolio of AFS corporate bonds were in unrealized loss positions. Aggregate unrealized losses represents 11.7 % of the amortized cost of the bonds in unrealized loss positions. The Company reviews the financial strength of all of these bonds and has concluded that the amortized cost remains supported by the expected future cash flows of these securities. All securities are performing.

AFS other bonds and obligations

At June 30, 2023, 2 of the 3 securities in the Company's portfolio of AFS other bonds and obligations were in unrealized loss positions. Aggregate unrealized losses represents 18.3 % of the amortized cost of the bonds in unrealized loss positions. The Company reviews the financial strength of all of these bonds and has concluded that the amortized cost remains supported by the expected future cash flows of these securities. All securities are performing.

HTM municipal bonds and obligations

At June 30, 2023, 115 of the 183 securities in the Company's portfolio of HTM municipal bonds and obligations were in unrealized loss positions. Aggregate unrealized losses represented 11.5 % of the amortized cost of securities in unrealized loss positions. The Company continually monitors the municipal bond sector of the market carefully and periodically evaluates the appropriate level of exposure to the market. At this time, the Company feels the bonds in this portfolio carry minimal risk of default and the Company is appropriately compensated for that risk. There were no material underlying credit downgrades during the quarter. All securities are performing.

HTM collateralized mortgage obligations

At June 30, 2023, 13 of the 13 securities in the Company's portfolio of HTM collateralized mortgage obligations were in unrealized loss positions. Aggregate unrealized losses represented 17.0 % of the amortized cost of the securities in unrealized loss positions. The FNMA, FHLMC, and GNMA guarantee the contractual cash flows of all of the Company's collateralized residential mortgage obligations. The securities are investment grade rated, and there were no material underlying credit downgrades during the quarter. All securities are performing.

HTM commercial and residential mortgage-backed securities

At June 30, 2023, 17 of the 17 securities in the Company's portfolio of HTM mortgage-backed securities were in unrealized loss positions. Aggregate unrealized losses represented 18.9 % of the amortized cost of securities in unrealized loss positions. The FNMA, FHLMC, and GNMA guarantee the contractual cash flows of the Company's mortgage-backed securities. The securities are investment grade rated and there were no material underlying credit downgrades during the quarter. All securities are performing.

HTM tax-advantaged economic development bonds

At June 30, 2023, 1 of the 2 securities in the Company's portfolio of tax-advantaged economic development bonds was in unrealized loss positions. Aggregate unrealized losses represented 8.9 % of the amortized cost of the security in unrealized loss positions. The Company believes that more likely than not all the principal outstanding will be collected. All securities are performing.

NOTE 4. LOANS AND ALLOWANCE FOR CREDIT LOSSES

The following is a summary of total loans by regulatory call report code with sub-segmentation based on underlying collateral for certain loan types:

(In thousands)	June 30, 2023	December 31, 2022
Construction	\$ 443,856	\$ 319,452
Commercial multifamily	597,472	620,088
Commercial real estate owner occupied	696,771	640,489
Commercial real estate non-owner occupied	2,557,036	2,496,237
Commercial and industrial	1,438,062	1,445,236
Residential real estate	2,677,053	2,312,447
Home equity	225,434	227,450
Consumer other	246,718	273,910
Total loans	\$ 8,882,402	\$ 8,335,309
Allowance for credit losses	100,219	96,270
Net loans	\$ 8,782,183	\$ 8,239,039

During the three and six months ended June 30, 2023 and June 30, 2022, there were no loans reclassified to held for sale. Held for sale loans are not contained in the balances within this note and are accounted for at the lower of carrying value or fair market value within loans held for sale on the Consolidated Balance Sheet.

Risk characteristics relevant to each portfolio segment are as follows:

Construction - Loans in this segment primarily include real estate development loans for which payment is derived from sale of the property or long term financing at completion. Credit risk is affected by cost overruns, time to sell at an adequate price, and market conditions.

Commercial real estate multifamily, owner occupied and non-owner - Loans in these segments are primarily owner-occupied or income-producing properties throughout New England and Northeastern New York. The underlying cash flows generated by the properties are adversely impacted by a downturn in the economy, which in turn, will have an effect on the credit quality in this segment. Management monitors the cash flows of these loans.

Commercial and industrial loans - Loans in this segment are made to businesses and are generally secured by assets of the business such as accounts receivable, inventory, marketable securities, other liquid collateral, equipment and other business assets. Repayment is expected from the cash flows of the business. Loans in this segment include asset based loans which generally have no scheduled repayment and which are closely monitored against formula based collateral advance ratios. A weakened economy, and resultant decreased consumer spending, will have an effect on the credit quality in this segment.

Residential real estate - All loans in this segment are collateralized by residential real estate and repayment is dependent on the credit quality of the individual borrower. The overall health of the economy, including unemployment rates and housing prices, will have an effect on the credit quality in this segment.

Home equity and other consumer loans - Loans in this segment are primarily home equity lines of credit, automobile loans and other consumer loans. The overall health of the economy, including unemployment rates and housing prices, will have an effect on the credit quality in this segment.

Allowance for Credit Losses for Loans

The Allowance for Credit Losses for Loans ("ACLL") is comprised of the allowance for loan losses, and the allowance for unfunded commitments is accounted for as a separate liability in other liabilities on the balance sheet. The level of the ACLL represents management's estimate of expected credit losses over the expected life of the loans at the balance sheet date. The Company uses a static pool migration analysis method, applying expected historical loss trend and observed economic metrics. The level of the ACLL is based on management's ongoing review of all relevant information, from internal and external sources, relating to past and current events, utilizing a 7 quarter reasonable and supportable forecast period with a 1 year reversion period. The ACLL reserve is overlaid with qualitative factors based upon:

- the existence and growth of concentrations of credit;
- the volume and severity of past due financial assets, including nonaccrual assets;
- the institutions lending and credit review as well as the experience and ability of relevant management and staff and;
- the effect of other external factors such as regulatory, competition, regional market conditions, legal and technological environment and other events such as natural disasters;
- the effect of other economic factors such as economic stimulus and customer forbearance programs.

The allowance for unfunded commitments is maintained at a level by the Company to be sufficient to absorb expected lifetime losses related to unfunded credit facilities (including unfunded loan commitments and letters of credit) and is included in other liabilities on the consolidated balance sheet.

The Company's activity in the allowance for credit losses for loans for the three and six months ended June 30, 2023 and June 30, 2022 was as follows:

(In thousands)	Balance at Beginning of Period	Adoption of ASU No. 2022-02	Charge-offs	Recoveries	Provision for Credit Losses	Balance at End of Period
Three months ended June 30, 2023						
Construction	\$ 1,536	\$ —	\$ (1)	\$ —	\$ 18	\$ 1,553
Commercial multifamily	1,698	—	—	—	368	2,066
Commercial real estate owner occupied	10,278	—	(394)	596	(137)	10,343
Commercial real estate non-owner occupied	33,408	—	—	81	2,833	36,322
Commercial and industrial	20,164	—	(4,595)	815	2,357	18,741
Residential real estate	17,590	—	(210)	76	762	18,218
Home equity	2,320	—	(7)	132	127	2,572
Consumer other	10,997	—	(2,478)	213	1,672	10,404
Total allowance for credit losses	\$ 97,991	\$ —	\$ (7,685)	\$ 1,913	\$ 8,000	\$ 100,219
Three months ended June 30, 2022						
Construction	\$ 2,505	\$ —	\$ —	\$ —	\$ (795)	\$ 1,710
Commercial multifamily	5,771	—	—	—	(1,150)	4,621
Commercial real estate owner occupied	11,498	(298)	97	(609)	10,688	
Commercial real estate non-owner occupied	25,814	—	46	305	26,165	
Commercial and industrial	22,949	(752)	584	133	22,914	
Residential real estate	17,816	(216)	199	(1,389)	16,410	
Home equity	3,303	—	112	(587)	2,828	
	9,819	(332)	101	4,097	13,685	
Total allowance for credit losses	\$ 99,475	\$ (1,598)	\$ 1,139	\$ 5	\$ 99,021	

(In thousands)	Balance at Beginning of Period	Adoption of ASU No. 2022-02	Charge-offs	Recoveries	Provision for Credit Losses	Balance at End of Period
Six months ended June 30, 2023						
Construction	\$ 1,227	\$ —	\$ (1)	\$ —	\$ 327	\$ 1,553
Commercial multifamily	1,810	—	—	6	250	2,066
Commercial real estate owner occupied	10,739	24	(464)	641	(597)	10,343
Commercial real estate non-owner occupied	30,724	—	—	175	5,423	36,322
Commercial and industrial	18,743	(23)	(10,627)	1,119	9,529	18,741
Residential real estate	18,666	2	(240)	463	(673)	18,218
Home equity	2,173	—	(18)	159	258	2,572
Consumer other	12,188	(404)	(4,271)	389	2,502	10,404
Total allowance for credit losses	\$ 96,270	\$ (401)	\$ (15,621)	\$ 2,952	\$ 17,019	\$ 100,219

(In thousands)	Balance at Beginning of Period	Charge-offs	Recoveries	Provision for Credit Losses	Balance at End of Period
Six months ended June 30, 2022					
Construction	\$ 3,206	\$ —	\$ —	\$ (1,496)	\$ 1,710
Commercial multifamily	6,120	—	—	(1,499)	4,621
Commercial real estate owner occupied	12,752	(428)	306	(1,942)	10,688
Commercial real estate non-owner occupied	32,106	(4,884)	1,312	(2,369)	26,165
Commercial and industrial	22,584	(1,405)	1,872	(137)	22,914
Residential real estate	22,406	(380)	587	(6,203)	16,410
Home equity	4,006	—	246	(1,424)	2,828
Consumer other	2,914	(548)	238	11,081	13,685
Total allowance for credit losses	\$ 106,094	\$ (7,645)	\$ 4,561	\$ (3,989)	\$ 99,021

The Company's allowance for credit losses on unfunded commitments is recognized as a liability (other liabilities on the consolidated balance sheet), with adjustments to the reserve recognized in other noninterest expense in the consolidated statement of income. The Company's activity in the allowance for credit losses on unfunded commitments for the three and six months ended June 30, 2023 and 2022 was as follows:

(In thousands)	Three Months Ended June 30,	
	2023	2022
Balance at beginning of period	\$ 8,687	\$ 7,043
Expense for credit losses	—	—
Balance at end of period	\$ 8,687	\$ 7,043
Six Months Ended June 30,		
(In thousands)	2023	
	2023	2022
Balance at beginning of period	\$ 8,588	\$ 7,043
Expense for credit losses	99	—
Balance at end of period	\$ 8,687	\$ 7,043

Credit Quality Information

The Company monitors the credit quality of its portfolio by using internal risk ratings that are based on regulatory guidance. Loans that are given a Pass rating are not considered a problem credit. Loans that are classified as Special Mention loans are considered to have potential weaknesses and are evaluated closely by management. Substandard, including non-accruing loans, are loans for which a definitive weakness has been identified and which may make full collection of contractual cash flows questionable. Doubtful loans are those with identified weaknesses that make full collection of contractual cash flows, on the basis of currently existing facts, conditions, and values, highly questionable and improbable.

For commercial credits, the Company assigns an internal risk rating at origination and reviews the rating annual, semiannually, or quarterly depending on the risk rating. The rating is also reassessed at any point in time when management becomes aware of information that may affect the borrower's ability to fulfill their obligations.

The Company risk rates its residential mortgages, including 1-4 family and residential construction loans, based on a three rating system: Pass, Special Mention, and Substandard. Loans that are current within 59 days are rated Pass. Residential mortgages that are 60-89 days delinquent are rated Special Mention. Loans delinquent for 90 days or greater are rated Substandard and generally placed on non-accrual status.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The following table presents the Company's loans by risk category:

(In thousands)	Term Loans Amortized Cost Basis by Origination Year							Revolving Loans Amortized	Revolving Loans Converted to Cost Basis	Term	Total
	2023	2022	2021	2020	2019	Prior					
As of June 30, 2023											
Construction											
Current period gross write-offs											
Pass	\$ 39,770	\$ 220,919	\$ 136,426	\$ 26,884	\$ 2,961	\$ 498	\$ —	\$ —	\$ —	\$ 427,458	
Special Mention	—	—	—	—	—	—	—	—	—	—	—
Substandard	—	—	16,398	—	—	—	—	—	—	—	16,398
Total	\$ 39,770	\$ 220,919	\$ 152,824	\$ 26,884	\$ 2,961	\$ 498	\$ —	\$ —	\$ —	\$ 443,856	
Commercial multifamily:											
Current period gross write-offs											
Pass	\$ 9,125	\$ 204,033	\$ 52,630	\$ 27,276	\$ 96,568	\$ 198,555	\$ 974	\$ —	\$ —	\$ 589,161	
Special Mention	—	—	—	—	—	—	—	—	—	—	—
Substandard	—	—	246	2,591	—	5,474	—	—	—	—	8,311
Total	\$ 9,125	\$ 204,033	\$ 52,876	\$ 29,867	\$ 96,568	\$ 204,029	\$ 974	\$ —	\$ —	\$ 597,472	
Commercial real estate owner occupied:											
Current period gross write-offs											
Pass	\$ 51,966	\$ 128,185	\$ 131,822	\$ 50,248	\$ 98,040	\$ 223,794	\$ 1,538	\$ —	\$ —	\$ 685,593	
Special Mention	—	11	—	387	4,412	200	—	—	—	—	5,010
Substandard	—	—	82	107	369	5,610	—	—	—	—	6,168
Total	\$ 51,966	\$ 128,196	\$ 131,904	\$ 50,742	\$ 102,821	\$ 229,604	\$ 1,538	\$ —	\$ —	\$ 696,771	
Commercial real estate non-owner occupied:											
Current period gross write-offs											
Pass	\$ 208,347	\$ 630,930	\$ 391,646	\$ 172,266	\$ 248,566	\$ 792,740	\$ 17,388	\$ —	\$ —	\$ 2,461,883	
Special Mention	—	—	—	—	47,261	9,966	—	—	—	—	57,227
Substandard	—	—	—	6,994	5,944	24,988	—	—	—	—	37,926
Total	\$ 208,347	\$ 630,930	\$ 391,646	\$ 179,260	\$ 301,771	\$ 827,694	\$ 17,388	\$ —	\$ —	\$ 2,557,036	
Commercial and industrial:											
Current period gross write-offs											
Pass	\$ 95,442	\$ 240,907	\$ 132,980	\$ 43,719	\$ 48,622	\$ 178,417	\$ 619,184	\$ —	\$ —	\$ 1,359,271	
Special Mention	175	3,369	1,830	2,257	1,986	1,854	21,159	—	—	—	32,630
Substandard	487	1,002	9,503	3,157	6,285	13,414	9,272	—	—	—	43,120
Doubtful	—	—	—	—	—	47	2,994	—	—	—	3,041
Total	\$ 96,104	\$ 245,278	\$ 144,313	\$ 49,133	\$ 56,893	\$ 193,732	\$ 652,609	\$ —	\$ —	\$ 1,438,062	

(In thousands)	Term Loans Amortized Cost Basis by Origination Year							Revolving	Revolving	Converted to Term	Total
	2023	2022	2021	2020	2019	Prior	Amortized Cost Basis	Loans	Loans		
									Converted to Term		
Residential real estate											
Current period gross write-offs	\$ —	\$ 50	\$ —	\$ —	\$ 174	\$ 16	\$ —	\$ —	\$ —	\$ 240	
Risk rating											
Pass	\$ 419,626	\$ 997,566	\$ 271,542	\$ 92,781	\$ 69,856	\$ 810,003	\$ 201	\$ —	\$ —	\$ 2,661,575	
Special Mention	—	—	1,378	—	237	910	—	—	—	—	2,525
Substandard	—	134	581	432	1,194	10,612	—	—	—	—	12,953
Total	\$ 419,626	\$ 997,700	\$ 273,501	\$ 93,213	\$ 71,287	\$ 821,525	\$ 201	\$ —	\$ —	\$ 2,677,053	

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(In thousands)	Term Loans Amortized Cost Basis by Origination Year							Revolving	Revolving	Converted to Term	Total		
	2022	2021	2020	2019	2018	Prior	Loans Amortized Cost Basis	Loans Converted to Term					
As of December 31, 2022													
Construction													
Risk rating													
Pass	\$ 153,393	\$ 133,708	\$ 25,634	\$ 3,432	\$ 1,361	\$ 1,924	\$ —	\$ —	\$ —	\$ 319,452			
Special Mention	—	—	—	—	—	—	—	—	—	—			
Substandard	—	—	—	—	—	—	—	—	—	—			
Total	\$ 153,393	\$ 133,708	\$ 25,634	\$ 3,432	\$ 1,361	\$ 1,924	\$ —	\$ —	\$ —	\$ 319,452			
Commercial multifamily:													
Risk rating													
Pass	\$ 205,124	\$ 61,032	\$ 27,583	\$ 100,696	\$ 67,675	\$ 149,633	\$ 205	\$ —	\$ —	\$ 611,948			
Special Mention	—	—	2,628	—	—	—	—	—	—	2,628			
Substandard	—	—	—	—	5,512	—	—	—	—	5,512			
Total	\$ 205,124	\$ 61,032	\$ 30,211	\$ 100,696	\$ 73,187	\$ 149,633	\$ 205	\$ —	\$ —	\$ 620,088			
Commercial real estate owner occupied:													
Risk rating													
Pass	\$ 131,096	\$ 127,270	\$ 58,835	\$ 82,576	\$ 75,322	\$ 154,056	\$ 3,464	\$ —	\$ —	\$ 632,619			
Special Mention	—	—	387	—	—	—	—	—	—	387			
Substandard	1,003	122	31	282	1,056	4,989	—	—	—	7,483			
Total	\$ 132,099	\$ 127,392	\$ 59,253	\$ 82,858	\$ 76,378	\$ 159,045	\$ 3,464	\$ —	\$ —	\$ 640,489			
Commercial real estate non-owner occupied:													
Risk rating													
Pass	\$ 621,685	\$ 410,359	\$ 175,456	\$ 333,783	\$ 313,124	\$ 530,322	\$ 17,846	\$ —	\$ —	\$ 2,402,575			
Special Mention	—	—	—	—	20,000	18,462	—	—	—	38,462			
Substandard	—	—	7,237	13,623	15,610	18,730	—	—	—	55,200			
Total	\$ 621,685	\$ 410,359	\$ 182,693	\$ 347,406	\$ 348,734	\$ 567,514	\$ 17,846	\$ —	\$ —	\$ 2,496,237			
Commercial and industrial:													
Risk rating													
Pass	\$ 282,781	\$ 147,070	\$ 56,880	\$ 67,975	\$ 83,223	\$ 99,367	\$ 648,956	\$ —	\$ —	\$ 1,386,252			
Special Mention	—	5,811	1,290	1,332	11,502	912	2,632	—	—	23,479			
Substandard	204	496	3,640	8,139	1,981	2,799	10,581	—	—	27,840			
Doubtful	—	—	—	—	—	56	7,609	—	—	7,665			
Total	\$ 282,985	\$ 153,377	\$ 61,810	\$ 77,446	\$ 96,706	\$ 103,134	\$ 669,778	\$ —	\$ —	\$ 1,445,236			
Residential real estate													
Risk rating													
Pass	\$ 997,981	\$ 280,308	\$ 96,548	\$ 70,845	\$ 138,894	\$ 713,744	\$ 165	\$ —	\$ —	\$ 2,298,485			
Special Mention	—	364	—	861	202	707	—	—	—	2,134			
Substandard	—	284	448	267	1,857	8,972	—	—	—	11,828			
Total	\$ 997,981	\$ 280,956	\$ 96,996	\$ 71,973	\$ 140,953	\$ 723,423	\$ 165	\$ —	\$ —	\$ 2,312,447			

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For home equity and consumer other loan portfolio segments, Berkshire evaluates credit quality based on the aging status of the loan and by payment activity. The performing or nonperforming status is updated on an ongoing basis dependent upon improvement and deterioration in credit quality. The following table presents the amortized cost based on payment activity:

(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							
As of June 30, 2023													
Home equity:													
Current period gross write-offs	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 18	\$ —	\$ —	\$ 18			
Payment performance													
Performing	\$ —	\$ —	\$ —	\$ 108	\$ 446	\$ —	\$ 2,523	\$ 220,260	\$ —	\$ 223,337			
Nonperforming	—	—	—	—	—	—	—	2,097	—	2,097			
Total	\$ —	\$ —	\$ —	\$ 108	\$ 446	\$ —	\$ 2,523	\$ 222,357	\$ —	\$ 225,434			
Consumer other:													
Current period gross write-offs	\$ 1	\$ 3,622	\$ 466	\$ 7	\$ 33	\$ 142	\$ —	\$ —	\$ —	\$ 4,271			
Payment performance													
Performing	\$ 26,460	\$ 134,609	\$ 23,959	\$ 7,082	\$ 9,591	\$ 33,090	\$ 10,208	\$ —	\$ —	\$ 244,999			
Nonperforming	7	583	139	35	148	805	2	—	—	1,719			
Total	\$ 26,467	\$ 135,192	\$ 24,098	\$ 7,117	\$ 9,739	\$ 33,895	\$ 10,210	\$ —	\$ —	\$ 246,718			
Term Loans Amortized Cost Basis by Origination Year													
(In thousands)	2022	2021	2020	2019	2018	Prior	Revolving Loans Amortized Cost Basis	Revolving Loans Converted to Term	Total				
As of December 31, 2022													
Home equity:													
Payment performance													
Performing	\$ —	\$ 114	\$ 454	\$ —	\$ —	\$ 17	\$ 224,746	\$ —	\$ —	\$ 225,331			
Nonperforming	—	—	—	—	—	—	2,119	—	—	2,119			
Total	\$ —	\$ 114	\$ 454	\$ —	\$ —	\$ 17	\$ 226,865	\$ —	\$ —	\$ 227,450			
Consumer other:													
Payment performance													
Performing	\$ 161,157	\$ 28,279	\$ 8,312	\$ 12,670	\$ 27,608	\$ 24,682	\$ 9,070	\$ —	\$ —	\$ 271,778			
Nonperforming	588	137	44	280	477	567	39	—	—	2,132			
Total	\$ 161,745	\$ 28,416	\$ 8,356	\$ 12,950	\$ 28,085	\$ 25,249	\$ 9,109	\$ —	\$ —	\$ 273,910			

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The following is a summary of loans by past due status at June 30, 2023 and December 31, 2022:

(In thousands)	30-59 Days Past Due	60-89 Days Past Due	90 Days or Greater Past Due	Total Past Due	Current	Total Loans
June 30, 2023						
Construction	\$ —	\$ —	\$ —	\$ 443,856	\$ 443,856	
Commercial multifamily	—	—	—	—	597,472	597,472
Commercial real estate owner occupied	959	650	2,207	3,816	692,955	696,771
Commercial real estate non-owner occupied	151	117	162	430	2,556,606	2,557,036
Commercial and industrial	1,316	679	17,156	19,151	1,418,911	1,438,062
Residential real estate	4,328	2,526	12,859	19,713	2,657,340	2,677,053
Home equity	547	327	2,097	2,971	222,463	225,434
Consumer other	1,918	1,629	1,719	5,266	241,452	246,718
Total	\$ 9,219	\$ 5,928	\$ 36,200	\$ 51,347	\$ 8,831,055	\$ 8,882,402
December 31, 2022						
Construction	\$ —	\$ —	\$ —	\$ 319,452	\$ 319,452	
Commercial multifamily	—	214	—	214	619,874	620,088
Commercial real estate owner occupied	122	—	3,302	3,424	637,065	640,489
Commercial real estate non-owner occupied	143	—	191	334	2,495,903	2,496,237
Commercial and industrial	1,173	1,438	18,658	21,269	1,423,967	1,445,236
Residential real estate	3,694	2,134	11,724	17,552	2,294,895	2,312,447
Home equity	168	57	2,119	2,344	225,106	227,450
Consumer other	1,990	1,028	2,158	5,176	268,734	273,910
Total	\$ 7,290	\$ 4,871	\$ 38,152	\$ 50,313	\$ 8,284,996	\$ 8,335,309

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The following is a summary of loans on nonaccrual status and loans past due 90 days or more and still accruing as of June 30, 2023 and December 31, 2022:

(In thousands)	Nonaccrual Cost	Nonaccrual With No Related Allowance	Past Due 90 Days or Greater and Accruing		Interest Income Recognized on Nonaccrual
			Days or Greater and Accruing	Interest Income Recognized on Nonaccrual	
At or for the three months ended June 30, 2023					
Construction	\$ —	\$ —	\$ —	\$ —	\$ —
Commercial multifamily	—	—	—	—	—
Commercial real estate owner occupied	1,399	421	808	—	—
Commercial real estate non-owner occupied	162	59	—	—	—
Commercial and industrial	15,489	8,503	1,667	—	—
Residential real estate	8,971	5,668	3,888	—	—
Home equity	1,491	452	606	—	—
Consumer other	876	—	843	—	—
Total	\$ 28,388	\$ 15,103	\$ 7,812	\$ —	\$ —

The commercial and industrial loans nonaccrual amortized cost as of June 30, 2023 included medallion loans with a fair value of \$ 0.4 million and a contractual balance of \$ 9.3 million.

(In thousands)	Nonaccrual Cost	Nonaccrual With No Related Allowance	Past Due 90 Days or Greater and Accruing		Interest Income Recognized on Nonaccrual
			Days or Greater and Accruing	Interest Income Recognized on Nonaccrual	
At or for the three months ended December 31, 2022					
Construction	\$ —	\$ —	\$ —	\$ —	\$ —
Commercial multifamily	—	—	—	—	—
Commercial real estate owner occupied	2,202	1,411	1,100	—	—
Commercial real estate non-owner occupied	191	73	—	—	—
Commercial and industrial	16,992	14,223	1,666	—	—
Residential real estate	8,901	5,307	2,823	—	—
Home equity	1,568	388	551	—	—
Consumer other	1,260	2	898	—	—
Total	\$ 31,114	\$ 21,404	\$ 7,038	\$ —	\$ —

The commercial and industrial loans nonaccrual amortized cost as of December 31, 2022 included medallion loans with a fair value of \$ 0.6 million and a contractual balance of \$ 10.9 million.

The following table summarizes information about total loans rated Special Mention or lower at June 30, 2023 and December 31, 2022. The table below includes consumer loans that are Special Mention and Substandard accruing that are classified as performing based on payment activity.

(In thousands)	June 30, 2023	December 31, 2022
Non-Accrual	\$ 28,388	\$ 31,114
Substandard Accruing	103,327	88,665
Total Classified	131,715	119,779
Special Mention	99,318	68,127
Total Criticized	\$ 231,033	\$ 187,906

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

A financial asset is considered collateral-dependent when the debtor is experiencing financial difficulty and repayment is expected to be provided substantially through the sale or operation of the collateral. Expected credit losses for collateral-dependent loans are based on the fair value of the collateral at the reporting date, adjusted for selling costs as appropriate. Significant quarter over quarter changes are reflective of changes in nonaccrual status and not necessarily associated with credit quality indicators like appraisal value. The following table presents the amortized cost basis of individually analyzed collateral-dependent loans by loan portfolio segment:

(In thousands)	Type of Collateral		
	Real Estate	Investment Securities/Cash	Other
June 30, 2023			
Construction	\$ —	\$ —	\$ —
Commercial multifamily		—	—
Commercial real estate owner occupied	798	—	—
Commercial real estate non-owner occupied	666	—	—
Commercial and industrial	5,022	—	7,320
Residential real estate	7,514	—	—
Home equity	471	—	—
Consumer other	—	—	—
Total loans	\$ 14,471	\$ —	\$ 7,320
December 31, 2022			
Construction	\$ —	\$ —	\$ —
Commercial multifamily	—	—	—
Commercial real estate owner occupied	2,793	—	—
Commercial real estate non-owner occupied	384	—	—
Commercial and industrial	288	—	16,931
Residential real estate	3,910	—	—
Home equity	501	—	—
Consumer other	2	—	—
Total loans	\$ 7,878	\$ —	\$ 16,931

Modified Loans

Occasionally, the Company modifies loans to borrowers in financial distress by providing principal forgiveness, term extension, an other-than-insignificant payment delay or interest rate reduction. When principal forgiveness is provided, the amount of forgiveness is charged-off against the allowance for credit losses.

In some cases, the Company provides multiple types of concessions on one loan. Typically, one type of concession, such as a term extension, is granted initially. If the borrower continues to experience financial difficulty, another concession, such as principal forgiveness, may be granted. For the loans included in the "combination" columns below, multiple types of modifications have been made on the same loan within the current reporting period. The combination is at least two of the following: a term extension and principal forgiveness, an other-than-insignificant payment delay and/or an interest rate reduction.

The following table presents the amortized cost basis of loans at June 30, 2023 that were both experiencing financial difficulty and modified during the three and six months ended June 30, 2023, by class and by type of modification. The percentage of the amortized cost basis of loans that were modified to borrowers in financial distress as compared to the amortized cost basis of each class of financing receivable is also presented below:

(In thousands)	Principal Forgiveness	Payment Delay	Term Extension	Interest Rate Reduction	Combination Term Extension and Principal Forgiveness	Combination Term Extension and Interest Rate Reduction	Total Class of Financing Receivable
Three months ended							
June 30, 2023							
Construction	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	— %
Commercial multifamily	—	—	—	—	—	—	—
Commercial real estate owner occupied	—	—	—	—	—	—	—
Commercial real estate non-owner occupied	—	—	11,733	—	—	—	0.46
Commercial and industrial	—	—	1,291	—	—	—	0.09
Residential real estate	—	—	—	—	—	—	—
Home equity	—	—	—	—	—	—	—
Consumer other	—	—	—	—	—	—	—
Total	\$ —	\$ —	\$ 13,024	\$ —	\$ —	\$ —	— %

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(In thousands)	Principal Forgiveness	Payment Delay	Term Extension	Interest Rate Reduction	Combination	Combination	Total Class of					
					Term Extension and Principal Forgiveness	Term Extension and Interest Rate Reduction						
Six months ended June 30, 2023												
Construction	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	— %					
Commercial multifamily	—	—	—	—	—	—	—					
Commercial real estate owner occupied	—	387	—	—	—	—	0.06					
Commercial real estate non-owner occupied	—	—	11,733	—	—	—	0.46					
Commercial and industrial	—	—	1,291	—	10	—	0.09					
Residential real estate	—	—	—	—	—	—	—					
Home equity	—	—	—	—	—	—	—					
Consumer other	—	—	—	—	—	—	—					
Total	\$ —	\$ 387	\$ 13,024	\$ —	\$ 10	\$ —	— %					

The Company has not committed to lend additional amounts to the borrowers included in the previous table.

The Company closely monitors the performance of loans that are modified to borrowers experiencing financial difficulty to understand the effectiveness of its modification efforts. The following table presents the performance of such loans that have been modified in the last twelve months.

(In thousands)	30 - 59 Days Past Due	60 - 89 Days Past Due	Greater Than 89 Days Past Due	Total Past Due
	Due	Due	Days Past Due	
Three months ended June 30, 2023				
Construction	\$ —	\$ —	\$ —	— \$ —
Commercial multifamily	—	—	—	—
Commercial real estate owner occupied	—	—	—	—
Commercial real estate non-owner occupied	—	—	—	—
Commercial and industrial	—	—	—	—
Residential real estate	—	—	—	—
Home equity	—	—	—	—
Consumer other	—	—	—	—
Total	\$ —	\$ —	\$ —	— \$ —

(In thousands)	30 - 59 Days Past Due	60 - 89 Days Past Due	Greater Than 89 Days Past Due	Total Past Due
Six months ended June 30, 2023				
Construction	\$ —	\$ —	\$ —	\$ —
Commercial multifamily	—	—	—	—
Commercial real estate owner occupied	—	—	—	—
Commercial real estate non-owner occupied	—	—	—	—
Commercial and industrial	—	—	—	—
Residential real estate	—	—	—	—
Home equity	—	—	—	—
Consumer other	—	—	—	—
Total	\$ —	\$ —	\$ —	\$ —

The following table presents the financial effect of the loan modifications presented above to borrowers experiencing financial difficulty for the three and six months ended June 30, 2023:

(In thousands)	Principal Forgiveness	Weighted Average Interest Rate Reduction		Weighted Average Term Extension (months)
		—	%	
Three months ended June 30, 2023				
Construction	\$ —	—	— %	0
Commercial multifamily	—	—	—	0
Commercial real estate owner occupied	—	—	—	0
Commercial real estate non-owner occupied	—	—	—	12
Commercial and industrial	—	—	—	119
Residential real estate	—	—	—	0
Home equity	—	—	—	0
Consumer other	—	—	—	0
Six months ended June 30, 2023				
Construction	\$ —	—	— %	0
Commercial multifamily	—	—	—	0
Commercial real estate owner occupied	—	—	—	120
Commercial real estate non-owner occupied	—	—	—	0
Commercial and industrial	—	1.25	—	118
Residential real estate	—	—	—	0
Home equity	—	—	—	0
Consumer other	—	—	—	0

There were no loans that had a payment default during the three and six months ended June 30, 2023 that were modified in the twelve months prior to that default to borrowers experiencing financial difficulty.

Upon the Company's determination that a modified loan (or portion of a loan) has subsequently been deemed uncollectible, the loan (or portion of the loan) is written off. Therefore, the amortized cost basis of the loan is reduced by the uncollectible amount and the allowance for credit losses is adjusted by the same amount.

NOTE 5. DEPOSITS

A summary of time deposits is as follows:

(In thousands)		June 30, 2023	December 31, 2022
Time less than \$100,000		\$ 669,592	\$ 549,265
Time \$100,000 through \$250,000		1,102,571	642,600
Time more than \$250,000		663,455	441,842
Total time deposits		<u>\$ 2,435,618</u>	<u>\$ 1,633,707</u>

NOTE 6. BORROWED FUNDS

Borrowed funds at June 30, 2023 and December 31, 2022 are summarized as follows:

(Dollars in thousands)	June 30, 2023		December 31, 2022	
	Principal	Weighted Average	Weighted Average	
			Rate	Principal
Short-term borrowings:				
Advances from the FHLB	\$ 470,000	5.45 %	\$ —	— %
Total short-term borrowings:	470,000	5.45	—	—
Long-term borrowings:				
Advances from the FHLB and other borrowings	204,345	3.83	4,445	0.71
Subordinated borrowings	98,237	5.50	98,089	5.50
Junior subordinated borrowing - Trust I	15,464	7.24	15,464	6.54
Junior subordinated borrowing - Trust II	7,537	7.25	7,511	6.47
Total long-term borrowings:	325,583	4.58	125,509	5.52
Total	<u>\$ 795,583</u>	<u>5.09 %</u>	<u>\$ 125,509</u>	<u>5.52 %</u>

Short-term debt includes Federal Home Loan Bank ("FHLB") advances with an original maturity of less than one year. The Bank also maintains a \$ 3.0 million secured line of credit with the FHLB that bears a daily adjustable rate calculated by the FHLB. There was no outstanding balance on the FHLB line of credit for the periods ended June 30, 2023 and December 31, 2022. The Bank's available borrowing capacity with the FHLB was \$ 2.2 billion and \$ 1.5 billion for the periods ended June 30, 2023 and December 31, 2022.

The Bank is approved to borrow on a short-term basis from the Federal Reserve Bank of Boston as a non-member bank. The Bank has pledged certain loans and securities to the Federal Reserve Bank to support this arrangement. The Bank had no borrowings with the Federal Reserve Bank under this arrangement during the periods ended June 30, 2023 and December 31, 2022, respectively. The Bank's available borrowing capacity with the Federal Reserve Bank was \$ 1.4 billion and \$ 0.6 billion for the periods ended June 30, 2023 and December 31, 2022, respectively.

Long-term FHLB advances consist of advances with an original maturity of more than one year and are subject to prepayment penalties. The advances outstanding at June 30, 2023 included callable advances totaling \$ 130.0 million and amortizing advances totaling \$ 4.3 million. There were no callable advances outstanding at December 31, 2022. The advances outstanding at December 31, 2022 included amortizing advances totaling \$ 4.4 million. All FHLB borrowings, including the line of credit, are secured by a blanket security agreement on certain qualified collateral, principally all residential first mortgage loans and certain securities.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

A summary of maturities of FHLB advances as of June 30, 2023 is as follows:

(In thousands, except rates)	June 30, 2023		
	Principal	Weighted Average	
		Rate	
Fixed rate advances maturing:			
2023	\$ 460,000	5.45 %	
2024	40,017	5.05	
2025	40,000	4.55	
2026	65,539	3.61	
2027 and beyond	68,789	3.16	
Total FHLB advances	\$ 674,345	4.96 %	

The Company did not have variable-rate FHLB advances for the periods ended June 30, 2023 and December 31, 2022, respectively.

In June 2022, the Company issued ten year subordinated notes in the amount of \$ 100.0 million. The interest rate is fixed at 5.50 % for the first five years . After five years , the notes become callable and will bear interest at a floating rate per annum equal to a benchmark rate (which is expected to be Three-Month Term SOFR), plus 249 basis points. The subordinated note includes reduction to the note principal balance of \$ 1.8 million for unamortized debt issuance costs as of June 30, 2023.

The Company holds 100 % of the common stock of Berkshire Hills Capital Trust I ("Trust I") which is included in other assets at a cost of \$ 0.5 million. The sole asset of Trust I is \$ 15.5 million of the Company's junior subordinated debentures due in 2035. These debentures bear interest at a variable rate equal to LIBOR plus 1.85 % and had a rate of 7.24 % and 6.54 % at June 30, 2023 and December 31, 2022, respectively. The Company has the right to defer payments of interest for up to five years on the debentures at any time, or from time to time, with certain limitations, including a restriction on the payment of dividends to shareholders while such interest payments on the debentures have been deferred. The Company has not exercised this right to defer payments. The Company has the right to redeem the debentures at par value. Trust I is considered a variable interest entity for which the Company is not the primary beneficiary. Accordingly, Trust I is not consolidated into the Company's financial statements.

The Company holds 100 % of the common stock of SI Capital Trust II ("Trust II") which is included in other assets at a cost of \$ 0.2 million. The sole asset of Trust II is \$ 8.2 million of the Company's junior subordinated debentures due in 2036. These debentures bear interest at a variable rate equal to LIBOR plus 1.70 % and had a rate of 7.25 % and 6.47 % at June 30, 2023 and December 31, 2022, respectively. The Company has the right to defer payments of interest for up to five years on the debentures at any time, or from time to time, with certain limitations, including a restriction on the payment of dividends to shareholders while such interest payments on the debentures have been deferred. The Company has not exercised this right to defer payments. The Company has the right to redeem the debentures at par value. Trust II is considered a variable interest entity for which the Company is not the primary beneficiary. Accordingly, Trust II is not consolidated into the Company's financial statements.

NOTE 7. DERIVATIVE FINANCIAL INSTRUMENTS AND HEDGING ACTIVITIES

As of June 30, 2023, the Company held derivatives with a total notional amount of \$ 4.5 billion. That amount included \$ 0.8 billion in interest rate swap derivatives that were designated as cash flow hedges for accounting purposes. The Company also had economic hedges totaling \$ 3.7 billion and \$ 9.4 million non-hedging derivatives, which are not designated as hedges for accounting purposes with changes in fair value recorded directly through earnings. Economic hedges included interest rate swaps totaling \$ 3.4 billion, risk participation agreements with dealer banks of \$ 0.3 billion, and \$ 8.9 million in forward commitment contracts.

As part of the Company's risk management strategy, the Company enters into interest rate swap agreements to mitigate the interest rate risk inherent in certain of the Company's assets and liabilities. Interest rate swap agreements involve the risk of dealing with both Bank customers and institutional derivative counterparties and their ability to meet contractual terms. The agreements are entered into with counterparties that meet established credit standards and contain master netting and collateral provisions protecting the at-risk party. The derivatives program is overseen by the Risk Management and Capital Committee of the Company's Board of Directors. Based on adherence to the Company's credit standards and the presence of the netting and collateral provisions, the Company believes that the credit risk inherent in these contracts was not significant at June 30, 2023.

The Company had no pledged collateral to derivative counterparties in the form of cash as of June 30, 2023. The Company had pledged securities to derivative counterparties with an amortized cost of \$ 10.1 million and a fair value of \$ 9.9 million as of June 30, 2023. The Company does not typically require its commercial customers to post cash or securities as collateral on its program of back-to-back economic hedges. However certain language is written into the International Swaps Dealers Association, Inc. ("ISDA") and loan documents where, in default situations, the Bank is allowed to access collateral supporting the loan relationship to recover any losses suffered on the derivative asset or liability. The Company may need to post additional collateral in the future in proportion to potential increases in unrealized loss positions.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Information about derivative assets and liabilities at June 30, 2023, follows:

	Weighted		Weighted Average Rate		Estimated	
	Notional Amount	Average Maturity			Contract pay rate	Fair Value
			Received			Asset (Liability)
	(In thousands)					
Cash flow hedges:						
Interest rate swaps on commercial loans (1)	\$ 600,000	2.4	5.07 %	3.64 %	\$ 714	
Interest rate collars on commercial loans	200,000	3.0				781
Total cash flow hedges	800,000					1,495
Economic hedges:						
Interest rate swap on tax advantaged economic development bond	\$ 6,637	6.4	4.55 %	5.09 %	\$ (118)	
Interest rate swaps on loans with commercial loan customers	1,683,400	5.3	4.16 %	6.28 %		(92,320)
Offsetting interest rate swaps on loans with commercial loan customers (1)	1,683,400	5.3	6.28 %	4.16 %		49,004
Risk participation agreements with dealer banks	348,136	4.1				(81)
Forward sale commitments	8,876	0.2				63
Total economic hedges	3,730,449					(43,452)
Non-hedging derivatives:						
Commitments to lend	9,369	0.2				37
Total non-hedging derivatives	9,369					37
Total	\$ 4,539,818				\$ (41,920)	

(1) Fair value estimates include the impact of \$ 31.0 million settled to market contract agreements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Information about derivative assets and liabilities at December 31, 2022, follows:

	Weighted		Weighted Average Rate		Estimated	
	Notional	Average	Received	Contract	Fair Value	Asset (Liability)
	Amount	Maturity		pay rate		
	(In thousands)	(In years)				(In thousands)
Cash flow hedges:						
Interest rate swaps on commercial loans	\$ 400,000	2.7	4.09 %	3.51 %	\$ —	—
Forward-starting interest rate swaps on commercial loans	200,000	3.3	— %	3.90 %		—
Interest rate collars on commercial loans	200,000	3.5				1,937
	<u>800,000</u>					<u>1,937</u>
Economic hedges:						
Interest rate swap on tax advantaged economic development bond	\$ 7,062	6.9	4.49 %	5.09 %	\$ (193)	(193)
Interest rate swaps on loans with commercial loan customers	1,685,263	5.7	4.11 %	5.55 %		(95,114)
Offsetting interest rate swaps on loans with commercial loan customers (1)	1,685,263	5.7	5.55 %	4.11 %		50,267
Risk participation agreements with dealer banks	341,885	6.6				(89)
Forward sale commitments	927	0.2				8
Total economic hedges	<u>3,720,400</u>					<u>(45,121)</u>
Non-hedging derivatives:						
Commitments to lend	4,114	0.2				17
Total non-hedging derivatives	<u>4,114</u>					<u>17</u>
Total	\$ 4,524,514				\$ (43,167)	

(1) Fair value estimates include the impact of \$ 38.3 million settled to market contract agreements.

Cash flow hedges

The effective portion of unrealized changes in the fair value of derivatives accounted for as cash flow hedges is reported in other comprehensive income and subsequently reclassified to earnings in the same period or periods during which the hedged transaction is forecasted to affect earnings. Each quarter, the Company assesses the effectiveness of each hedging relationship by comparing the changes in cash flows of the derivative hedging instrument with the changes in cash flows of the designated hedged item or transaction. The ineffective portion of changes in the fair value of the derivatives is recognized directly in earnings. All cash flow hedges are considered highly effective.

As of June 30, 2023, the Company had eight interest rate swap contracts with a notional value of \$ 800.0 million. The interest rate swaps have durations of two to three years. This hedge strategy converts commercial variable rate loans to fixed interest rates, thereby protecting the Company from floating interest rate variability.

As of June 30, 2023, the Company had two interest rate collars. The first interest rate collar has a 3.00 % floor and a 5.75 % cap with a notional value of \$ 100.0 million. The second interest rate collar has a 3.25 % floor and a 5.75 % cap with a notional value of \$ 100.0 million. The interest rate collars have durations of three to four years. The structure of these instruments is such that the Company pays the counterparty an incremental amount if the collar index exceeds the cap rate. Conversely, the Company receives an incremental amount if the index falls below the floor rate. No payments are required if the collar index falls between the cap and floor rates.

Amounts included in the Consolidated Statements of Income and in the other comprehensive income section of the Consolidated Statements of Comprehensive Income (related to interest rate derivatives designated as hedges of cash flows), were as follows:

(In thousands)	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Interest rate swaps on commercial loans:				
Unrealized (loss) recognized in accumulated other comprehensive loss	\$ (11,753)	\$ —	\$ (5,798)	\$ —
Less: Reclassification of unrealized (loss) from accumulated other comprehensive loss to interest expense	(157)	—	(314)	—
Net tax benefit on items recognized in accumulated other comprehensive income	3,197	—	1,641	—
Other comprehensive loss recorded in accumulated other comprehensive income, net of reclassification adjustments and tax effects	\$ (8,713)	\$ —	\$ (4,471)	\$ —
Net interest expense recognized on hedged commercial loans	\$ 2,034	\$ —	\$ 3,327	\$ —

Economic hedges

As of June 30, 2023, the Company has an interest rate swap with a \$ 6.6 million notional amount to swap out the fixed rate of interest on an economic development bond bearing a fixed rate of 5.09 %, currently within the Company's trading portfolio under the fair value option, in exchange for a LIBOR-based floating rate. The intent of the economic hedge is to improve the Company's asset sensitivity to changing interest rates in anticipation of favorable average floating rates of interest over the 21 -year life of the bond. The fair value changes of the economic development bond are mostly offset by fair value changes of the related interest rate swap.

The Company also offers certain derivative products directly to qualified commercial borrowers. The Company economically hedges derivative transactions executed with commercial borrowers by entering into mirror-image, offsetting derivatives with third-party financial institutions. The transaction allows the Company's customer to convert a variable-rate loan to a fixed rate loan. Because the Company acts as an intermediary for its customer, changes in the fair value of the underlying derivative contracts mostly offset each other in earnings. There was no credit valuation loss adjustment arising from the difference in credit worthiness of the commercial loan and financial institution counterparties as of June 30, 2023. The interest income and expense on these mirror image swaps exactly offset each other.

The Company has risk participation agreements with dealer banks. Risk participation agreements occur when the Company participates on a loan and a swap where another bank is the lead. The Company gets paid a fee to take on the risk associated with having to make the lead bank whole on Berkshire's portion of the pro-rated swap should the borrower default. Changes in fair value are recorded in current period earnings.

The Company utilizes forward sale commitments to hedge interest rate risk and the associated effects on the fair value of interest rate lock commitments and loans originated for sale. The forward sale commitments are accounted for as derivatives with changes in fair value recorded in current period earnings.

The Company uses the following types of forward sale commitments contracts:

- Best efforts loan sales,
- Mandatory delivery loan sales, and
- To Be Announced ("TBA") mortgage-backed securities sales.

A best efforts contract refers to a loan sale agreement where the Company commits to deliver an individual mortgage loan of a specified principal amount and quality to an investor if the loan to the underlying borrower closes. The Company may enter into a best efforts contract once the price is known, which is shortly after the potential borrower's interest rate is locked.

A mandatory delivery contract is a loan sale agreement where the Company commits to deliver a certain principal amount of mortgage loans to an investor at a specified price on or before a specified date. Generally, the Company may enter into mandatory delivery contracts shortly after the loan closes with a customer.

The Company may sell TBA mortgage-backed securities to hedge the changes in fair value of interest rate lock commitments and held for sale loans, which do not have corresponding best efforts or mandatory delivery contracts. These security sales transactions are closed once mandatory contracts are written. On the closing date the price of the security is locked-in, and the sale is paired-off with a purchase of the same security. Settlement of the security purchase/sale transaction is done with cash on a net-basis.

Non-hedging derivatives

The Company enters into interest rate lock commitments ("IRLCs"), or commitments to lend, for residential mortgage loans, which commit the Company to lend funds to a potential borrower at a specific interest rate and within a specified period of time. IRLCs that relate to the origination of mortgage loans that will be held for sale are considered derivative financial instruments under applicable accounting guidance. Outstanding IRLCs expose the Company to the risk that the price of the mortgage loans underlying the commitments may decline due to increases in mortgage interest rates from inception of the rate lock to the funding of the loan. The IRLCs are free-standing derivatives which are carried at fair value with changes recorded in non-interest income in the Company's consolidated statements of operations. Changes in the fair value of IRLCs subsequent to inception are based on changes in the fair value of the underlying loan resulting from the fulfillment of the commitment and changes in the probability that the loan will fund within the terms of the commitment, which is affected primarily by changes in interest rates and the passage of time.

Amounts included in the Consolidated Statements of Income related to economic hedges and non-hedging derivatives were as follows:

(In thousands)	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Economic hedges				
<i>Interest rate swap on industrial revenue bond:</i>				
Unrealized gain recognized in other non-interest income	\$ 142	\$ 217	\$ 75	\$ 649
<i>Interest rate swaps on loans with commercial loan customers:</i>				
Unrealized (loss)/gain recognized in other non-interest income	(24,230)	(44,927)	2,794	(123,625)
Favorable change in credit valuation adjustment recognized in other non-interest income	—	—	—	1,809
<i>Offsetting interest rate swaps on loans with commercial loan customers:</i>				
Unrealized gain/(loss) recognized in other non-interest income	24,230	44,927	(2,794)	123,625
<i>Risk participation agreements:</i>				
Unrealized gain/(loss) recognized in other non-interest income	25	(292)	8	(400)
<i>Forward commitments:</i>				
Unrealized gain/(loss) recognized in other non-interest income	48	11	55	(116)
Non-hedging derivatives				
<i>Commitments to lend</i>				
Unrealized gain/(loss) recognized in other non-interest income	\$ 11	\$ 8	\$ 20	\$ (98)
Realized gain in other non-interest income	54	90	94	342

Assets and Liabilities Subject to Enforceable Master Netting Arrangements

Interest Rate Swap Agreements ("Swap Agreements")

The Company enters into swap agreements to facilitate the risk management strategies for commercial banking customers. The Company mitigates this risk by entering into equal and offsetting swap agreements with highly rated third party financial institutions. The swap agreements are free-standing derivatives and are recorded at fair value in the Company's consolidated statements of condition. The Company is party to master netting arrangements with its financial institution counterparties; however, the Company does not offset assets and liabilities under these arrangements for financial statement presentation purposes. The master netting arrangements provide for a single net settlement of all swap agreements, as well as collateral, in the event of default on, or termination of, any one contract. Collateral generally in the form of marketable securities is received or posted by the counterparty with net liability positions, respectively, in accordance with contract thresholds.

The Company had net asset positions with its financial institution counterparties totaling \$ 45.5 million and \$ 51.2 million as of June 30, 2023 and December 31, 2022, respectively. The Company had net asset positions with its commercial banking counterparties totaling \$ 2.3 million and \$ 1.0 million as of June 30, 2023 and December 31, 2022, respectively. The Company had net liability positions with its financial institution counterparties totaling \$ 1.6 million and \$ 1.2 million as of June 30, 2023 and December 31, 2022, respectively. The Company had net liability positions with its commercial banking counterparties totaling \$ 93.1 million and \$ 96.1 million as of June 30, 2023 and December 31, 2022. The Company has collateral pledged to cover this liability.

The following table presents the assets and liabilities subject to an enforceable master netting arrangement as of June 30, 2023 and December 31, 2022:

Offsetting of Financial Assets and Derivative Assets

(In thousands)	Net Amounts						Gross Amounts Not Offset in the Statements of Condition					
	Gross Amounts of		Gross Amounts Offset in the		of Assets Presented in the							
	Recognized	Statements of	Statements of	Condition	Financial Instruments	Cash						
(In thousands)	Assets	Condition	Condition	Condition	Instruments	Collateral Received	Net Amount					
June 30, 2023												
Interest Rate Swap Agreements:												
Institutional counterparties	\$ 93,842	\$ (43,336)	\$ 50,506	\$ —	\$ —	\$ 50,506						
Commercial counterparties	2,250	—	2,250	—	—	—	2,250					
Total	\$ 96,092	\$ (43,336)	\$ 52,756	\$ —	\$ —	\$ 52,756						

Offsetting of Financial Liabilities and Derivative Liabilities

(In thousands)	Net Amounts						Gross Amounts Not Offset in the Statements of Condition					
	Gross Amounts of		Gross Amounts Offset in the		of Liabilities Presented in the							
	Recognized	Statements of	Statements of	Condition	Financial Instruments	Cash						
(In thousands)	Liabilities	Condition	Condition	Condition	Instruments	Collateral Pledged	Net Amount					
June 30, 2023												
Interest Rate Swap Agreements:												
Institutional counterparties	\$ (1,600)	\$ 5	\$ (1,595)	\$ 9,918	\$ —	\$ 8,323						
Commercial counterparties	(105,357)	12,294	(93,063)	—	—	(93,063)						
Total	\$ (106,957)	\$ 12,299	\$ (94,658)	\$ 9,918	\$ —	\$ (84,740)						

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Offsetting of Financial Assets and Derivative Assets

(in thousands)	Assets	Net Amounts				Collateral Received	Net Amount
		Gross	Gross Amounts	of Assets	Gross Amounts Not Offset in		
		Amounts of	Offset in the	Presented in the	the Statements of Condition		
Recognized	Statements of	Statements of	Condition	Financial	Cash		
Condition	Condition	Instruments					
December 31, 2022							
Interest Rate Swap Agreements:							
Institutional counterparties	\$ 96,295	\$ (45,046)	\$ 51,249	\$ —	\$ —	\$ —	\$ 51,249
Commercial counterparties	975	—	975	—	—	—	975
Total	\$ 97,270	\$ (45,046)	\$ 52,224	\$ —	\$ —	\$ —	\$ 52,224

Offsetting of Financial Liabilities and Derivative Liabilities

(in thousands)	Liabilities	Net Amounts				Collateral Pledged	Net Amount
		Gross	Gross Amounts	of Liabilities	Gross Amounts Not Offset in		
		Amounts of	Offset in the	Presented in the	the Statements of Condition		
Recognized	Statements of	Statements of	Condition	Financial	Cash		
Condition	Condition	Instruments					
December 31, 2022							
Interest Rate Swap Agreements:							
Institutional counterparties	\$ (1,271)	\$ 36	\$ (1,235)	\$ 11,973	\$ —	\$ —	\$ 10,738
Commercial counterparties	(102,595)	6,507	(96,088)	—	—	—	(96,088)
Total	\$ (103,866)	\$ 6,543	\$ (97,323)	\$ 11,973	\$ —	\$ —	\$ (85,350)

NOTE 8. LEASES

Substantially all of the leases in which the Company is the lessee are comprised of real estate property for branches, ATM locations, and office space. Most of the Company's leases are classified as operating leases. At June 30, 2023, lease expiration dates ranged from 1 month to 17 years.

The following table represents the Consolidated Balance Sheets classification of the Company's right-of-use ("ROU") assets and lease liabilities:

(In thousands)		June 30, 2023	December 31, 2022
Lease Right-of-Use Assets	Classification		
Operating lease right-of-use assets	Other assets	\$ 48,305	\$ 46,411
Finance lease right-of-use assets	Premises and equipment, net	5,857	6,151
Total Lease Right-of-Use Assets		\$ 54,162	\$ 52,562
<hr/>			
Lease Liabilities			
Operating lease liabilities	Other liabilities	\$ 54,315	\$ 53,736
Finance lease liabilities	Other liabilities	8,979	9,306
Total Lease Liabilities		\$ 63,294	\$ 63,042

Supplemental information related to leases was as follows:

	June 30, 2023	December 31, 2022
Weighted-Average Remaining Lease Term (in years)		
Operating leases	8.7	9.3
Finance leases	11.3	11.8
Weighted-Average Discount Rate		
Operating leases	2.78 %	2.56 %
Finance leases	5.00 %	5.00 %

The Company has lease agreements with lease and non-lease components, which are generally accounted for separately. For real estate leases, non-lease components and other non-components, such as common area maintenance charges, real estate taxes, and insurance are not included in the measurement of the lease liability since they are generally able to be segregated.

The Company does not have any material sub-lease agreements.

Lease expense for operating leases for the three months ended June 30, 2023 was \$ 2.3 million. Lease expense for operating leases for the six months ended June 30, 2023 was \$ 4.6 million. Variable lease components, such as consumer price index adjustments, are expensed as incurred and not included in ROU assets and operating lease liabilities.

Lease expense for operating leases for the three months ended June 30, 2022 was \$ 2.6 million. Lease expense for operating leases for the six months ended June 30, 2022 was \$ 5.1 million. Variable lease components, such as consumer price index adjustments, are expensed as incurred and not included in ROU assets and operating lease liabilities.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Supplemental cash flow information related to leases was as follows:

(In thousands)	Three Months Ended	
	June 30, 2023	June 30, 2022
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows from operating leases	\$ 2,251	\$ 2,533
Operating cash flows from finance leases	112	120
Financing cash flows from finance leases	148	138
Six Months Ended		
(In thousands)	June 30, 2023	
	June 30, 2022	
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows from operating leases	\$ 4,524	\$ 5,149
Operating cash flows from finance leases	225	240
Financing cash flows from finance leases	295	276

The following table presents a maturity analysis of the Company's lease liability by lease classification at June 30, 2023:

(In thousands)	Operating Leases	Finance Leases
2023	\$ 4,775	\$ 519
2024	9,247	1,039
2025	7,770	1,039
2026	6,838	1,039
2027	6,030	1,039
Thereafter	25,963	7,075
Total undiscounted lease payments	60,623	11,750
Less amounts representing interest	(6,308)	(2,771)
Lease liability	\$ 54,315	\$ 8,979

NOTE 9. CAPITAL RATIOS AND SHAREHOLDERS' EQUITY

The actual and required capital ratios were as follows:

	June 30, 2023	December 31, 2022	Minimum Capital Requirement	
Company (consolidated)				
Total capital to risk-weighted assets	14.4 %	14.6 %	8.0 %	
Common equity tier 1 capital to risk-weighted assets	12.1	12.4	4.5	
Tier 1 capital to risk-weighted assets	12.3	12.6	6.0	
Tier 1 capital to average assets	9.6	10.2	4.0	
Bank				
Total capital to risk-weighted assets	13.4 %	13.6 %	8.0 %	10.0 %
Common equity tier 1 capital to risk-weighted assets	12.4	12.6	4.5	6.5
Tier 1 capital to risk-weighted assets	12.4	12.6	6.0	8.0
Tier 1 capital to average assets	9.6	10.2	4.0	5.0

The Company and the Bank are subject to regulatory capital requirements administered by 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. Failure to meet capital requirements can initiate regulatory action. At each date shown, the Company met the minimum capital requirements and the Bank met the conditions to be classified as "well capitalized" under the relevant regulatory framework. To be categorized as well capitalized, an institution must maintain minimum total risk-based, Tier 1 risk-based, and Tier 1 leverage ratios as set forth in the table above.

As of January 1, 2019, banking organizations must maintain a minimum Common equity Tier 1 risk-based capital ratio of 7.0%, a minimum Tier 1 risk-based capital ratio of 8.5%, and a minimum Total risk-based capital ratio of 10.5%, including a 2.5% capital conservation buffer. Capital rules impose restrictions on capital distributions and certain discretionary cash bonus payments if the capital conservation buffer is not met.

At June 30, 2023, the capital levels of both the Company and the Bank exceeded all regulatory capital requirements and the Bank's regulatory capital ratios were above the minimum levels required to be considered well capitalized for regulatory purposes. The capital levels of both the Company and the Bank at June 30, 2023 also exceeded the minimum capital requirements including the currently applicable capital conservation buffer of 2.5%.

Accumulated other comprehensive (loss)

Components of accumulated other comprehensive (loss) is as follows:

(In thousands)	June 30, 2023	December 31, 2022
Other accumulated comprehensive income, before tax:		
Net unrealized holding (loss) on AFS securities	\$ (237,760)	\$ (236,887)
Net unrealized (loss) on cash flow hedging derivatives	(12,780)	(6,667)
Net unrealized holding (loss) on pension plans	(844)	(844)
Income taxes related to items of accumulated other comprehensive income:		
Net unrealized tax benefit on AFS securities	61,486	61,329
Net unrealized tax benefit on cash flow hedging derivatives	3,430	1,789
Net unrealized tax benefit on pension plans	228	228
Accumulated other comprehensive loss	<u>\$ (186,240)</u>	<u>\$ (181,052)</u>

The following table presents the components of other comprehensive (loss) for the three and six months ended June 30, 2023 and 2022:

(In thousands)	Before Tax	Tax Effect	Net of Tax
Three Months Ended June 30, 2023			
Net unrealized holding loss on AFS securities:			
Net unrealized (losses) arising during the period	\$ (24,842)	\$ 6,381	\$ (18,461)
Less: reclassification adjustment for gains realized in net income	—	—	—
Net unrealized holding gain on AFS securities	<u>(24,842)</u>	<u>6,381</u>	<u>(18,461)</u>
Net unrealized gain on cash flow hedging derivatives:			
Net unrealized (loss) arising during the period	(12,067)	3,239	(8,828)
Less: reclassification adjustment for (losses) realized in net income	(157)	42	(115)
Net unrealized gain on cash flow hedging derivatives	<u>(11,910)</u>	<u>3,197</u>	<u>(8,713)</u>
Other comprehensive income	<u>\$ (36,752)</u>	<u>\$ 9,578</u>	<u>\$ (27,174)</u>
Three Months Ended June 30, 2022			
Net unrealized holding loss on AFS securities:			
Net unrealized (losses) arising during the period	\$ (60,481)	\$ 15,723	\$ (44,758)
Less: reclassification adjustment for gains realized in net income	6	(2)	4
Net unrealized holding (loss) on AFS securities	<u>(60,487)</u>	<u>15,725</u>	<u>(44,762)</u>
Net unrealized loss on cash flow hedging derivatives:			
Net unrealized (loss) arising during the period	—	—	—
Less: reclassification adjustment for (losses) realized in net income	—	—	—
Net unrealized gain on cash flow hedging derivatives	—	—	—
Other comprehensive (loss)	<u>\$ (60,487)</u>	<u>\$ 15,725</u>	<u>\$ (44,762)</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(In thousands)	Before Tax	Tax Effect	Net of Tax
Six Months Ended June 30, 2023			
Net unrealized holding gain on AFS securities:			
Net unrealized gains arising during the period	\$ (874)	\$ 157	\$ (717)
Less: reclassification adjustment for gains realized in net income	—	—	—
Net unrealized holding gain on AFS securities	(874)	157	(717)
Net unrealized gain on cash flow hedging derivatives:			
Net unrealized gain arising during the period	(6,426)	1,725	(4,701)
Less: reclassification adjustment for (losses) realized in net income	(314)	84	(230)
Net unrealized gain on cash flow hedging derivatives	(6,112)	1,641	(4,471)
Other comprehensive income	\$ (6,986)	\$ 1,798	\$ (5,188)
Six Months Ended June 30, 2022			
Net unrealized holding loss on AFS securities:			
Net unrealized (losses) arising during the period	\$ (161,854)	\$ 42,102	\$ (119,752)
Less: reclassification adjustment for gains realized in net income	6	(2)	4
Net unrealized holding (loss) on AFS securities	(161,860)	42,104	(119,756)
Net unrealized loss on cash flow hedging derivatives:			
Net unrealized (loss) arising during the period	—	—	—
Less: reclassification adjustment for (losses) realized in net income	—	—	—
Net unrealized gain on cash flow hedging derivatives	—	—	—
Other comprehensive (loss)	(161,860)	42,104	(119,756)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The following table presents the changes in each component of accumulated other comprehensive (loss), for the three and six months ended June 30, 2023 and 2022:

(In thousands)	Net unrealized holding loss on AFS Securities	Net loss on effective cash flow hedging derivatives	Net unrealized holding loss on pension plans	Total
Three Months Ended June 30, 2023				
Balance at Beginning of Period	\$ (157,813)	\$ (636)	\$ (617)	\$ (159,066)
Other comprehensive (loss) before reclassifications	(18,461)	(8,828)		(27,289)
Less: amounts reclassified from accumulated other comprehensive (loss)	—	(115)	—	(115)
Total other comprehensive (loss)	<u>(18,461)</u>	<u>(8,713)</u>	<u>—</u>	<u>(27,174)</u>
Balance at End of Period	<u><u>\$ (176,274)</u></u>	<u><u>\$ (9,349)</u></u>	<u><u>\$ (617)</u></u>	<u><u>\$ (186,240)</u></u>
Three Months Ended June 30, 2022				
Balance at Beginning of Period	\$ (76,392)	\$ —	\$ (1,845)	\$ (78,237)
Other comprehensive (loss) before reclassifications	(44,758)	—	—	(44,758)
Less: amounts reclassified from accumulated other comprehensive (loss)	4	—	—	4
Total other comprehensive income	<u>(44,762)</u>	<u>—</u>	<u>—</u>	<u>(44,762)</u>
Balance at End of Period	<u><u>\$ (121,154)</u></u>	<u><u>\$ —</u></u>	<u><u>\$ (1,845)</u></u>	<u><u>\$ (122,999)</u></u>
(In thousands)				
Six Months Ended June 30, 2023				
Balance at Beginning of Period	\$ (175,557)	\$ (4,878)	\$ (617)	\$ (181,052)
Other comprehensive (loss) before reclassifications	(717)	(4,701)	—	(5,418)
Less: amounts reclassified from accumulated other comprehensive (loss)	—	(230)	—	(230)
Total other comprehensive (loss)	<u>(717)</u>	<u>(4,471)</u>	<u>—</u>	<u>(5,188)</u>
Balance at End of Period	<u><u>\$ (176,274)</u></u>	<u><u>\$ (9,349)</u></u>	<u><u>\$ (617)</u></u>	<u><u>\$ (186,240)</u></u>
Six Months Ended June 30, 2022				
Balance at Beginning of Period	\$ (1,398)	\$ —	\$ (1,845)	\$ (3,243)
Other comprehensive (loss) before reclassifications	(119,752)	—	—	(119,752)
Less: amounts reclassified from accumulated other comprehensive (loss)	4	—	—	4
Total other comprehensive income	<u>(119,756)</u>	<u>—</u>	<u>—</u>	<u>(119,756)</u>
Balance at End of Period	<u><u>\$ (121,154)</u></u>	<u><u>\$ —</u></u>	<u><u>\$ (1,845)</u></u>	<u><u>\$ (122,999)</u></u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The following table presents the amounts reclassified out of each component of accumulated other comprehensive income for the three and six months ended June 30, 2023 and 2022:

(In thousands)	Three Months Ended June 30,		Affected Line Item in the Statement where Net Income is Presented
	2023	2022	
Realized gains on AFS securities:			
	\$ —	\$ 6	Non-interest income
	—	(2)	Tax expense
	—	4	Net of tax
Realized (losses) on cash flow hedging derivatives:			
	(157)	—	Interest expense
	—	—	Non-interest expense
	42	—	Tax benefit
	(115)	—	Net of tax
Total reclassifications for the period	<u>\$ (115)</u>	<u>\$ 4</u>	Net of tax
(In thousands)	Six Months Ended June 30,		Affected Line Item in the Statement where Net Income is Presented
	2023	2022	
Realized gains on AFS securities:			
	\$ —	\$ 6	Non-interest income
	—	(2)	Tax expense
	—	4	Net of tax
Realized (losses) on cash flow hedging derivatives:			
	(314)	—	Interest expense
	—	—	Non-interest expense
	84	—	Tax benefit
	(230)	—	Net of tax
Total reclassifications for the period	<u>\$ (230)</u>	<u>\$ 4</u>	Net of tax

NOTE 10. EARNINGS PER SHARE

Earnings per share have been computed based on the following (average diluted shares outstanding are calculated using the treasury stock method):

(In thousands, except per share data)	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Net income	\$ 23,861	\$ 23,115	\$ 51,498	\$ 43,311
Average number of common shares issued	51,903	51,903	51,903	51,903
Less: average number of treasury shares	7,624	5,247	7,552	4,375
Less: average number of unvested stock award shares	836	838	787	795
Average number of basic shares outstanding	43,443	45,818	43,564	46,733
Plus: dilutive effect of unvested stock award shares	89	283	216	337
Plus: dilutive effect of stock options outstanding	—	1	—	4
Average number of diluted shares outstanding	43,532	46,102	43,780	47,074
Basic earnings per common share:	\$ 0.55	\$ 0.50	\$ 1.18	\$ 0.93
Diluted earnings per common share:	\$ 0.55	\$ 0.50	\$ 1.18	\$ 0.92

For the three months ended June 30, 2023, 747 thousand shares of unvested restricted stock and 49 thousand options outstanding were anti-dilutive and therefore excluded from the earnings per share calculation. For the six months ended June 30, 2023, 563 thousand shares of unvested restricted stock and 49 thousand options outstanding were anti-dilutive and therefore excluded from the earnings per share calculation. For the three months ended June 30, 2022, 555 thousand shares of unvested restricted stock and 74 thousand options outstanding were anti-dilutive and therefore excluded from the earnings per share calculation. For the six months ended June 30, 2022, 445 thousand shares of unvested restricted stock and 75 thousand options outstanding were anti-dilutive and therefore excluded from the earnings per share calculation.

NOTE 11. STOCK-BASED COMPENSATION PLANS

A combined summary of activity in the Company's stock award and stock option plans for the three months ended June 30, 2023 is presented in the following table:

(Shares in thousands)	Non-Vested Stock Awards Outstanding			Stock Options Outstanding		
	Number of Shares	Weighted-Average Grant Date Fair Value		Number of Shares	Weighted-Average Exercise Price	
December 31, 2022	704	\$ 22.85		49	\$ 26.46	
Granted	392	27.00		—	—	
Acquired	—	—		—	—	
Stock options exercised	—	—		—	—	
Stock awards vested	(178)	24.12		—	—	
Forfeited	(49)	25.72		—	—	
Expired	—	—		—	—	
June 30, 2023	869	\$ 24.60		49	\$ 26.46	

During the three and six months ended June 30, 2023, there were no stock option exercises. During the three and six months ended June 30, 2022, proceeds from stock option exercises totaled \$ 25 thousand. During the three and six months ended June 30, 2023, there were 82 thousand and 178 thousand shares vested in connection with stock awards, respectively. During the three and six months ended June 30, 2022, there were 63 thousand and 111 thousand shares vested in connection with stock awards, respectively. All of these shares were issued from available treasury stock. Stock-based compensation expense totaled \$ 2.3 million and \$ 2.1 million during the three months ended June 30, 2023 and 2022, respectively. Stock-based compensation expense totaled \$ 3.5 million and \$ 3.9 million during the six months ended June 30, 2023 and 2022, respectively. Stock-based compensation expense is recognized over the requisite service period for all awards.

NOTE 12. FAIR VALUE MEASUREMENTS

A description of the valuation methodologies used for assets and liabilities measured at fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy, is set forth below. These valuation methodologies were applied to all of the Company's financial assets and financial liabilities that are carried at fair value.

Recurring Fair Value Measurements

The following table summarizes financial assets and financial liabilities measured at fair value on a recurring basis as of June 30, 2023 and December 31, 2022, segregated by the level of the valuation inputs within the fair value hierarchy utilized to measure fair value.

(In thousands)	June 30, 2023					
	Level 1		Level 2		Level 3	
	Inputs		Inputs		Inputs	Fair Value
Trading securities	\$	—	\$	—	\$ 6,405	\$ 6,405
Securities available for sale:						
U.S Treasuries	7,981		—		—	7,981
Municipal bonds and obligations	—		63,622		—	63,622
Agency collateralized mortgage obligations	—		491,340		—	491,340
Agency residential mortgage-backed securities	—		518,552		—	518,552
Agency commercial mortgage-backed securities	—		219,777		—	219,777
Corporate bonds	—		34,473		3,930	38,403
Other bonds and obligations	—		656		—	656
Equity securities	12,868		—		—	12,868
Loans held for investment at fair value	—		—		401	401
Loans held for sale	—		8,708		—	8,708
Derivative assets	—		52,636		100	52,736
Capitalized servicing rights	—		—		1,886	1,886
Derivative liabilities	—		94,656		—	94,656

(In thousands)	December 31, 2022					
	Level 1		Level 2		Level 3	
	Inputs		Inputs		Inputs	Fair Value
Trading securities	\$	—	\$	—	\$ 6,708	\$ 6,708
Securities available for sale:						
U.S Treasuries	11,973		—		—	11,973
Municipal bonds and obligations	—		63,335		—	63,335
Agency collateralized mortgage obligations	—		531,945		—	531,945
Agency residential mortgage-backed securities	—		546,313		—	546,313
Agency commercial mortgage-backed securities	—		228,468		—	228,468
Corporate bonds	—		36,510		4,000	40,510
Equity securities	12,856		—		—	12,856
Loans held for investment at fair value	—		—		605	605
Loans held for sale	—		942		—	942
Derivative assets	—		54,216		25	54,241
Capitalized servicing rights	—		—		1,846	1,846
Derivative liabilities	—		97,030		—	97,030

There were no transfers between levels during the three and six months ended June 30, 2023.

Trading Securities at Fair Value. The Company holds one security designated as a trading security. It is a tax-advantaged economic development bond issued to the Company by a local nonprofit which provides wellness and health programs. The fair value of this security is determined based on a discounted cash flow methodology. Certain inputs to the fair value calculation are unobservable and there is little to no market activity in the security; therefore, the security meets the definition of a Level 3 security. The discount rate used in the valuation of the security is sensitive to movements in the 3-month LIBOR rate.

Securities Available for Sale and Equity Securities. Equity securities classified as Level 1 consist of publicly-traded equity securities for which the fair values can be obtained through quoted market prices in active exchange markets. Equity securities classified as Level 2 consist of securities with infrequent trades in active exchange markets, and pricing is primarily sourced from third party pricing services. AFS securities classified as Level 1 consist of U.S. Treasury securities. AFS securities classified as Level 2 include most of the Company's debt securities. The pricing on Level 2 and Level 3 was primarily sourced from third party pricing services, overseen by management, and is based on models that consider standard input factors such as dealer quotes, market spreads, cash flows, the U.S. Treasury yield curve, live trading levels, trade execution data, market consensus prepayment speeds, credit information and the bond's terms and condition, among other things. Level 3 pricing includes inputs unobservable to market participants.

Loans Held for Investment. The Company's held for investment loan portfolio includes loans originated by Company and loans acquired through business combinations. The Company intends to hold these assets until maturity as a part of its business operations. For one acquired portfolio subset, the Company previously accounted for these purchased-credit impaired loans as a pool under ASC 310, as they were determined to have common risk characteristics. These loans were recorded at fair value on acquisition date and subsequently evaluated for impairment collectively. Upon adoption of ASC 326, the Company elected the fair value option on this portfolio, recognizing an \$ 11.2 million fair value write-down charged to retained earnings, net of deferred tax impact, as of January 1, 2020. The fair value of this loan portfolio is determined based on a discounted cash flow methodology. Certain inputs to the fair value calculation are unobservable; therefore, the loans meet the definition of Level 3 assets. The discount rate used in the valuation is consistent with assets that have significant credit deterioration. The cash flow assumptions include payment schedules for loans with current payment histories and estimated collateral value for delinquent loans. All of these loans were nonperforming as of June 30, 2023.

		Aggregate Fair Value		
		Aggregate	Aggregate	Less Aggregate
June 30, 2023	(In thousands)	Fair Value	Unpaid Principal	Unpaid Principal
Loans held for investment at fair value		\$ 401	\$ 9,285	\$ (8,884)

		Aggregate Fair Value		
		Aggregate	Aggregate	Less Aggregate
December 31, 2022	(In thousands)	Fair Value	Unpaid Principal	Unpaid Principal
Loans held for investment at fair value		\$ 605	\$ 10,948	\$ (10,343)

Loans Held for Sale. The Company elected the fair value option for all loans held for sale (HFS) originated for sale on or after May 1, 2012. Loans HFS are classified as Level 2 as the fair value is based on input factors such as quoted prices for similar loans in active markets.

June 30, 2023 (In thousands)	Aggregate		Aggregate		Aggregate Fair Value
	Fair Value	Unpaid Principal	Less Aggregate	Unpaid Principal	
Loans held for sale	\$ 8,708	\$ 8,584	\$ 8,584	\$ 124	

December 31, 2022 (In thousands)	Aggregate		Aggregate		Aggregate Fair Value
	Fair Value	Unpaid Principal	Less Aggregate	Unpaid Principal	
Loans held for sale	\$ 942	\$ 927	\$ 927	\$ 15	

The changes in fair value of loans held for sale for the three and six months ended June 30, 2023, were gains of \$ 100 thousand and \$ 109 thousand, respectively. During the three and six months ended June 30, 2023, originations of loans held for sale totaled \$ 22.4 million and \$ 29.4 million, respectively. During the three and six months ended June 30, 2023, sales of loans originated for sale totaled \$ 15.3 million and \$ 21.7 million, respectively.

The changes in fair value of loans held for sale for the three and six months ended June 30, 2022, were gains of \$ 14 thousand and losses of \$ 161 thousand, respectively. During the three and six months ended June 30, 2022, originations of loans held for sale totaled \$ 2.7 million and \$ 10.1 million, respectively. During the three and six months ended June 30, 2022, sales of loans originated for sale totaled \$ 2.0 million and \$ 15.1 million, respectively.

Interest Rate Swaps. The valuation of the Company's interest rate swaps is obtained from a third-party pricing service and is determined using a discounted cash flow analysis on the expected cash flows of each derivative. The pricing analysis is based on observable inputs for the contractual terms of the derivatives, including the period to maturity and interest rate curves. The Company incorporates credit valuation adjustments to appropriately reflect both its own nonperformance risk and the respective counterparty's nonperformance risk in the fair value measurements. In adjusting the fair value of its derivative contracts for the effect of nonperformance risk, the Company has considered the impact of netting and any applicable credit enhancements, such as collateral postings.

Although the Company has determined that the majority of the inputs used to value its interest rate derivatives fall within Level 2 of the fair value hierarchy, the credit valuation adjustments associated with its derivatives utilize Level 3 inputs, such as estimates of current credit spreads to evaluate the likelihood of default by itself and its counterparties. However, as of June 30, 2023, the Company assessed the significance of the impact of the credit valuation adjustments on the overall valuation of its derivative positions and determined that the credit valuation adjustments are not significant to the overall valuation of its derivatives. As a result, the Company determined that its derivative valuations in their entirety are classified in Level 2 of the fair value hierarchy.

Commitments to Lend. The Company enters into commitments to lend for residential mortgage loans intended for sale, which commit the Company to lend funds to a potential borrower at a specific interest rate and within a specified period of time. The estimated fair value of commitments to originate residential mortgage loans for sale is based on quoted prices for similar loans in active markets. However, this value is adjusted by a factor which considers the likelihood that the loan in a lock position will ultimately close, and by the non-refundable costs of originating the loan. The closing ratio is derived from the Bank's internal data and is adjusted using significant management judgment. The costs to originate are primarily based on the Company's internal commission rates that are not observable. As such, these commitments are classified as Level 3 measurements.

Forward Sale Commitments. The Company utilizes forward sale commitments as economic hedges against potential changes in the values of the commitments to lend and loans originated for sale. To Be Announced (“TBA”) mortgage-backed securities forward commitment sales are used as the hedging instrument, are classified as Level 1, and consist of publicly-traded debt securities for which identical fair values can be obtained through quoted market prices in active exchange markets. The fair values of the Company’s best efforts and mandatory delivery loan sale commitments are determined similarly to the commitments to lend using quoted prices in the market place that are observable. However, costs to originate and closing ratios included in the calculation are internally generated and are based on management’s judgment and prior experience, which are considered factors that are not observable. As such, best efforts and mandatory forward commitments are classified as Level 3 measurements.

Capitalized Servicing Rights. The Company accounts for certain capitalized servicing rights at fair value in its Consolidated Financial Statements, as the Company is permitted to elect the fair value option for each specific instrument. A loan servicing right asset represents the amount by which the present value of the estimated future net cash flows to be received from servicing loans exceed adequate compensation for performing the servicing. The fair value of servicing rights is estimated using a present value cash flow model. The most important assumptions used in the valuation model are the anticipated rate of the loan prepayments and discount rates. Although some assumptions in determining fair value are based on standards used by market participants, some are based on unobservable inputs and therefore are classified in Level 3 of the valuation hierarchy.

The table below presents the changes in Level 3 assets and liabilities that were measured at fair value on a recurring basis for the three and six months ended June 30, 2023 and 2022.

(In thousands)	Assets (Liabilities)							Capitalized Servicing Rights
	Securities		Loans		Commitments		Forward	
	Trading Securities	Available for Sale	Held for Investment	to Lend	Commitments	Commitments	Commitments	
Three Months Ended June 30, 2023								
March 31, 2023	\$ 6,584	\$ 3,800	\$ 460	\$ 26	\$ 15	\$ 1,666		
Unrealized (loss)/gain, net recognized in other non-interest income	34	—	(18)	87	48	220		
Unrealized gain included in accumulated other comprehensive income	—	130	—	—	—	—		
Paydown of asset	(213)	—	(41)	—	—	—		
Transfers to held for sale loans	—	—	—	(76)	—	—		
June 30, 2023	<u>\$ 6,405</u>	<u>\$ 3,930</u>	<u>\$ 401</u>	<u>\$ 37</u>	<u>\$ 63</u>	<u>\$ 1,886</u>		
Six Months Ended June 30, 2023								
December 31, 2022	\$ 6,708	\$ 4,000	\$ 605	\$ 17	\$ 8	\$ 1,846		
Unrealized (loss)/gain, net recognized in other non-interest income	123	—	(147)	121	55	40		
Unrealized (loss) included in accumulated other comprehensive income	—	(70)	—	—	—	—		
Paydown of asset	(426)	—	(57)	—	—	—		
Transfers to held for sale loans	—	—	—	(101)	—	—		
June 30, 2023	<u>\$ 6,405</u>	<u>\$ 3,930</u>	<u>\$ 401</u>	<u>\$ 37</u>	<u>\$ 63</u>	<u>\$ 1,886</u>		
Unrealized (loss)/gain relating to instruments still held at June 30, 2023	\$ (266)	\$ (200)	\$ —	\$ 37	\$ 63	\$ —		

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(In thousands)	Assets (Liabilities)								
	Securities		Loans			Capitalized			
	Trading Securities	Available for Sale	Held for Investment	Commitments to Lend	Forward Commitments	Servicing Rights			
Three Months Ended June 30, 2022									
March 31, 2022	\$ 7,798	\$ 4,020	\$ 1,197	\$ 18	\$ 7	\$ 1,786			
Unrealized (loss)/gain, net recognized in other non-interest income	(556)	—	259	60	11	120			
Unrealized gain included in accumulated other comprehensive income	—	—	—	—	—	—			
Paydown of asset	(202)		(407)	—	—	—			
Transfers to held for sale loans	—	—	—	(52)	—	—			
June 30, 2022	\$ 7,040	\$ 4,020	\$ 1,049	\$ 26	\$ 18	\$ 1,906			
Six Months Ended June 30, 2022									
December 31, 2021	\$ 8,354	\$ 4,030	\$ 1,200	\$ 124	\$ 134	\$ 1,966			
Unrealized (loss)/gain, net recognized in other non-interest income	(910)	—	468	130	(116)	(60)			
Unrealized (loss) included in accumulated other comprehensive income	—	(10)	—	—	—	—			
Paydown of asset	(404)	—	(619)	—	—	—			
Transfers to held for sale loans	—	—	—	(228)	—	—			
Additions to servicing rights	—	—	0	—	—	—			
June 30, 2022	\$ 7,040	\$ 4,020	\$ 1,049	\$ 26	\$ 18	\$ 1,906			
Unrealized (loss)/gain relating to instruments still held at June 30, 2022	\$ (436)	\$ 20	\$ —	\$ 26	\$ 18	\$ —			

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Quantitative information about the significant unobservable inputs within Level 3 recurring assets and liabilities is as follows:

(In thousands)	Fair Value		Unobservable Inputs	Significant Unobservable Input	
	June 30, 2023	Valuation Techniques		Value	%
Assets (Liabilities)					
Trading Securities	\$ 6,405	Discounted Cash Flow	Discount Rate	5.23	%
AFS Securities	3,930	Indication from Market Maker	Price	98.00	%
Loans held for investment	401	Discounted Cash Flow	Discount Rate	25.00	%
			Collateral Value	\$ 0.0 - \$ 17.8	
Commitments to lend	37	Historical Trend	Closing Ratio	85.01	%
		Pricing Model	Origination Costs, per loan	\$ 3	
Forward commitments	63	Historical Trend	Closing Ratio	85.01	%
		Pricing Model	Origination Costs, per loan	\$ 3	
Capitalized servicing rights	1,886	Discounted cash flow	Constant Prepayment Rate (CPR)	9.87	%
			Discount Rate	9.57	%
Total	\$ 12,722				

(In thousands)	Fair Value		Unobservable Inputs	Significant Unobservable Input	
	December 31, 2022	Valuation Techniques		Value	%
Assets (Liabilities)					
Trading Securities	\$ 6,708	Discounted Cash Flow	Discount Rate	5.92	%
AFS Securities	4,000	Indication from Market Maker	Price	100.00	%
Loans held for investment	605	Discounted Cash Flow	Discount Rate	25.00	%
			Collateral Value	\$ 0.0 - \$ 20.4	
Commitments to lend	17	Historical Trend	Closing Ratio	80.63	%
		Pricing Model	Origination Costs, per loan	\$ 2	
Forward commitments	8	Historical Trend	Closing Ratio	80.63	%
		Pricing Model	Origination Costs, per loan	\$ 2	
Capitalized servicing rights	1,846	Discounted Cash Flow	Constant Prepayment Rate (CPR)	11.07	%
			Discount Rate	9.56	%
Total	\$ 13,184				

Non-Recurring Fair Value Measurements

The Company is required, on a non-recurring basis, to adjust the carrying value or provide valuation allowances for certain assets using fair value measurements in accordance with GAAP. The following is a summary of applicable non-recurring fair value measurements. There are no liabilities measured at fair value on a non-recurring basis.

(In thousands)	June 30, 2023	Fair Value Measurement		December 31, 2022	Fair Value Measurement	
	Date		Level 3	Date		Level 3
	Inputs	Level 3	Inputs	Level 3	Inputs	Level 3
Assets						
Individually evaluated	\$ 5,773	June 2023	\$ 14,571	December 2022		
Loans held for sale	—	June 2023	3,369	December 2022		
Capitalized servicing rights	11,223	June 2023	11,201	December 2022		
Total	\$ 16,996		\$ 29,141			

Quantitative information about the significant unobservable inputs within Level 3 non-recurring assets is as follows:

(In thousands)	Fair Value			Range (Weighted Average) (1)
	June 30, 2023	Valuation Techniques	Unobservable Inputs	
Assets				
Individually evaluated	\$ 5,773	Fair Value of Collateral	Discounted Cash Flow - Loss Severity	(100.00)% to 13.51 % ((49.95)%)
			Appraised Value	\$ 0 to \$ 4,190 (\$- 2,611)
Capitalized servicing rights	11,223	Discounted Cash Flow	Constant Prepayment Rate (CPR)	4.78 % to 14.01 % (11.38 %)
			Discount Rate	9.59 % to 17.09 % (13.98 %)
Total	\$ 16,996			

(1) Where dollar amounts are disclosed, the amounts represent the lowest and highest fair value of the respective assets in the population except for adjustments for market/property conditions, which represents the range of adjustments to individuals properties.

(In thousands)	Fair Value			Range (Weighted Average) (1)
	December 31, 2022	Valuation Techniques	Unobservable Inputs	
Assets				
Individually evaluated	\$ 14,571	Fair Value of Collateral	Discounted Cash Flow - loss severity	(100.00)% to 74.74 % ((40.02)%)
			Appraised Value	\$ 0 to \$ 2,160 (\$ 643)
Loans held for sale	3,369	Fair Value of Collateral	Appraised Value	\$ 3,369
Capitalized servicing rights	11,201	Discounted Cash Flow	Constant Prepayment Rate (CPR)	5.81 % to 13.18 % (10.94 %)
			Discount Rate	9.59 % to 22.70 % (16.83 %)
Total	\$ 29,141			

(1) Where dollar amounts are disclosed, the amounts represent the lowest and highest fair value of the respective assets in the population except for adjustments for market/property conditions, which represents the range of adjustments to individuals properties.

There were no Level 1 or Level 2 nonrecurring fair value measurements for the periods ended June 30, 2023 and December 31, 2022.

Individually evaluated loans. Loans are generally not recorded at fair value on a recurring basis. Periodically, the Company records non-recurring adjustments to the carrying value of loans based on fair value measurements for partial charge-offs of the uncollectible portions of those loans. Non-recurring adjustments can also include certain impairment amounts for collateral-dependent loans calculated when establishing the allowance for credit losses. Such amounts are generally based on the fair value of the underlying collateral supporting the loan and, as a result, the carrying value of the loan less the calculated valuation amount does not necessarily represent the fair value of the loan. Real estate collateral is typically valued using appraisals or other indications of value based on recent comparable sales of similar properties or assumptions generally observable in the marketplace. However, the choice of observable data is subject to significant judgment, and there are often adjustments based on judgment in order to make observable data comparable and to consider the impact of time, the condition of properties, interest rates, and other market factors on current values. Additionally, commercial real estate appraisals frequently involve discounting of projected cash flows, which relies inherently on unobservable data. Therefore, nonrecurring fair value measurement adjustments that relate to real estate collateral have generally been classified as Level 3. Estimates of fair value for other collateral that supports commercial loans are generally based on assumptions not observable in the marketplace and therefore such valuations have been classified as Level 3.

Loans Transferred to Held for Sale. Once a decision has been made to sell loans not previously classified as held for sale, these loans are transferred into the held for sale category and carried at the lower of cost or fair value. Real estate collateral is typically valued using appraisals or other indications of value based on recent comparable sales of similar properties or assumptions generally observable in the marketplace. The choice of observable data is subject to significant judgment, and there are often adjustments based on judgment in order to make observable data comparable and to consider the impact of time, the condition of properties, interest rates, and other market factors on current values. Nonrecurring fair value measurement adjustments that relate to real estate collateral have generally been classified as Level 3. Estimates of fair value for other collateral that supports commercial loans are generally based on assumptions not observable in the marketplace and therefore such valuations have been classified as Level 3.

Capitalized loan servicing rights. A loan servicing right asset represents the amount by which the present value of the estimated future net cash flows to be received from servicing loans exceed adequate compensation for performing the servicing. The fair value of servicing rights is estimated using a present value cash flow model. The most important assumptions used in the valuation model are the anticipated rate of the loan prepayments and discount rates. Adjustments are only recorded when the discounted cash flows derived from the valuation model are less than the carrying value of the asset. Although some assumptions in determining fair value are based on standards used by market participants, some are based on unobservable inputs and therefore are classified in Level 3 of the valuation hierarchy.

Summary of Estimated Fair Values of Financial Instruments

The following tables summarize the estimated fair values (represents exit price), and related carrying amounts, of the Company's financial instruments. Certain financial instruments and all non-financial instruments are excluded. Accordingly, the aggregate fair value amounts presented may not necessarily represent the underlying fair value of the Company.

(In thousands)	June 30, 2023					
	Carrying Amount	Fair Value	Level 1	Level 2	Level 3	
Financial Assets						
Cash and cash equivalents	\$ 640,600	\$ 640,600	\$ 640,600	\$ —	\$ —	\$ —
Trading securities	6,405	6,405	—	—	—	6,405
Equity securities	12,868	12,868	12,868	—	—	—
Securities available for sale	1,340,331	1,340,331	7,981	1,328,420	3,930	—
Securities held to maturity	563,765	487,960	—	486,313	1,647	—
Federal Home Loan Bank stock	34,714	N/A	N/A	N/A	N/A	N/A
Net loans	8,782,183	8,727,074	—	—	8,727,074	—
Loans held for sale	8,708	8,708	—	8,708	—	—
Accrued interest receivable	50,580	50,580	—	50,580	—	—
Derivative assets	52,736	52,736	—	52,636	100	—
Financial Liabilities						
Total deposits	\$ 10,068,407	\$ 10,035,236	\$ —	\$ 10,035,236	\$ —	\$ —
Short-term debt	470,000	469,935	—	469,935	—	—
Long-term Federal Home Loan Bank advances and other	204,345	196,824	—	196,824	—	—
Subordinated borrowings	121,238	100,739	—	100,739	—	—
Accrued interest payable	7,096	7,096	—	7,096	—	—
Derivative liabilities	94,656	94,656	—	94,656	—	—
December 31, 2022						
(In thousands)	Carrying Amount					
	Carrying Amount	Fair Value	Level 1	Level 2	Level 3	
Financial Assets						
Cash and cash equivalents	\$ 685,355	\$ 685,355	\$ 685,355	\$ —	\$ —	\$ —
Trading securities	6,708	6,708	—	—	—	6,708
Equity securities	12,856	12,856	12,856	—	—	—
Securities available for sale and other	1,423,200	1,423,200	11,973	1,407,227	4,000	—
Securities held to maturity	583,453	507,464	—	505,508	1,956	—
Federal Home Loan Bank stock	7,219	N/A	N/A	N/A	N/A	N/A
Net loans	8,239,039	8,194,110	—	—	8,194,110	—
Loans held for sale	4,311	4,311	—	942	3,369	—
Accrued interest receivable	46,868	46,868	—	46,868	—	—
Derivative assets	54,241	54,241	—	54,216	25	—
Financial Liabilities						
Total deposits	\$ 10,327,269	\$ 10,283,543	\$ —	\$ 10,283,543	\$ —	\$ —
Short-term debt	—	—	—	—	—	—
Long-term Federal Home Loan Bank advances	4,445	2,782	—	2,782	—	—
Subordinated borrowings	121,064	110,853	—	110,853	—	—
Accrued interest payable	1,610	1,610	—	1,610	—	—
Derivative liabilities	97,030	97,030	—	97,030	—	—

NOTE 13. NET INTEREST INCOME AFTER PROVISION/(BENEFIT) FOR CREDIT LOSSES

Presented below is net interest income after provision for credit losses for the three and six months ended June 30, 2023 and 2022, respectively.

(In thousands)	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Net interest income	\$ 92,759	\$ 81,358	\$ 190,292	\$ 150,421
Provision/(benefit) for credit losses	8,000	—	16,999	(4,000)
Net interest after provision for credit losses	\$ 84,759	\$ 81,358	\$ 173,293	\$ 154,421

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

The following summary data is based in part on the consolidated financial statements and accompanying notes and other information appearing elsewhere in this or prior Forms 10-Q.

	At or for the		At or for the	
	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
NOMINAL AND PER SHARE DATA				
Net earnings per common share, diluted	\$ 0.55	\$ 0.50	\$ 1.18	\$ 0.92
Operating earnings per common share, diluted (1)(2)	0.55	0.51	1.18	0.94
Net income, (thousands)	23,861	23,115	51,498	43,311
Operating net income, (thousands) (1)(2)	23,878	23,562	51,486	44,351
Net interest income, non FTE	92,759	81,358	190,292	150,421
Net interest income, FTE (4)	94,721	82,918	194,161	153,505
Total common shares outstanding, (thousands)	44,033	45,788	44,033	45,788
Average diluted shares, (thousands)	43,532	46,102	43,780	47,074
Total book value per common share	22.11	22.15	22.11	22.15
Tangible book value per common share (2)	21.60	21.56	21.60	21.56
Dividends per common share	0.18	0.12	0.36	0.24
Dividend payout ratio	33.47 %	25.24 %	31.06 %	27.67 %
PERFORMANCE RATIOS (3)				
Return on equity	7.82 %	7.82 %	8.46 %	7.31 %
Operating return on equity (1)(2)	7.82	7.97	8.46	7.49
Return on tangible common equity (1)(2)	8.26	8.33	8.92	7.81
Operating return on tangible common equity (1)(2)	8.27	8.48	8.92	7.99
Return on assets	0.78	0.82	0.86	0.76
Operating return on assets (1)(2)	0.78	0.84	0.86	0.78
Net interest margin, FTE (4)	3.24	3.11	3.40	2.86
Efficiency ratio (1)(2)	63.57	66.60	61.50	69.48
FINANCIAL DATA (in millions, end of period)				
Total assets	\$ 12,090	\$ 11,579	\$ 12,090	\$ 11,579
Total earning assets	11,370	10,849	11,370	10,849
Total loans	8,882	7,803	8,882	7,803
Total deposits	10,068	10,115	10,068	10,115
Loans/deposits (%)	88 %	77 %	88 %	77 %
Total shareholders' equity	973	1,014	973	1,014
ASSET QUALITY				
Allowance for credit losses, (millions)	\$ 100	\$ 99	\$ 100	\$ 99
Net charge-offs, (millions)	(6)	—	(13)	(3)
Net charge-offs (QTD annualized)/average loans	0.26 %	0.02 %	0.29 %	0.08 %
Provision expense/(benefit), (millions)	\$ 8	\$ —	\$ 17	\$ (4)
Non-accruing loans/total loans	0.32 %	0.34 %	0.32 %	0.34 %
Allowance for credit losses/non-accruing loans	353	368	353	368
Allowance for credit losses/total loans	1.13	1.27	1.13	1.27
CAPITAL RATIOS				
Common equity tier 1 capital to risk-weighted assets	12.1 %	12.9 %	12.1 %	12.9 %
Tier 1 capital leverage ratio	9.6	10.2	9.6	10.2
Tangible common shareholders' equity/tangible assets (2)	7.9	8.5	7.9	8.5

- (1) Operating measurements are non-GAAP financial measures that are adjusted to exclude net non-operating charges primarily related to acquisitions and restructuring activities. Refer to "Reconciliation of Non-GAAP Financial Measures" for additional information.
- (2) Non-GAAP financial measure. Refer to "Reconciliation of Non-GAAP Financial Measures" for additional information.
- (3) All performance ratios are annualized and are based on average balance sheet amounts, where applicable.
- (4) Fully taxable equivalent considers the impact of tax advantaged investment securities and loans.

AVERAGE BALANCES AND AVERAGE YIELDS/RATES

The following table presents average balances and an analysis of average rates and yields on an annualized fully taxable equivalent basis for the periods included:

(Dollars in millions)	Three Months Ended June 30,					
	2023			2022		
	Average Balance	Interest (FTE basis)	Yield/Rate (FTE basis)	Average Balance	Interest (FTE basis)	Yield/Rate (FTE basis)
Assets						
Loans:						
Commercial real estate	\$ 4,283	\$ 67	6.16 %	\$ 3,831	\$ 36	3.79 %
Commercial and industrial loans	1,496	27	7.27	1,447	16	4.46
Residential mortgages	2,488	24	3.87	1,652	15	3.57
Consumer loans	524	9	7.28	562	8	5.41
Total loans (1)	8,791	127	5.77	7,492	75	3.99
Investment securities (2)	2,236	13	2.27	2,621	13	1.97
Short-term investments & loans held for sale (3)	560	7	4.94	476	1	0.57
Total interest-earning assets	11,587	147	5.05	10,589	89	3.34
Intangible assets	22			27		
Other non-interest earning assets	665			644		
Total assets	\$ 12,274			\$ 11,260		
Liabilities and shareholders' equity						
Deposits:						
Non-interest-bearing demand deposits	\$ 2,594	\$ —	— %	\$ 2,903	\$ —	— %
NOW and other	1,055	4	1.35	1,454	—	0.12
Money market	2,555	14	2.13	2,811	2	0.19
Savings	1,077	—	0.50	1,127	—	0.03
Time	2,287	18	3.07	1,460	2	0.64
Total deposits	9,568	36	1.51	9,755	4	0.17
Borrowings and notes (4)	1,288	17	5.14	160	2	4.61
Total funding liabilities	10,856	53	1.94	9,915	6	0.24
Other non-interest earning liabilities	197			163		
Total liabilities	11,053			10,078		
Total common shareholders' equity	1,221			1,182		
Total shareholders' equity (2)	1,221			1,182		
Total liabilities and shareholders' equity	\$ 12,274			\$ 11,260		
Net interest margin, FTE			3.24			3.11
Total average non-maturity deposits	7,281			8,295		
Supplementary data						
Net Interest Income, non FTE	\$ 92.8			\$ 81.4		
FTE income adjustment (5)	2.0			1.6		
Net Interest Income, FTE	\$ 94.8			\$ 83.0		

- (1) The average balances of loans include nonaccrual loans and deferred fees and costs.
- (2) The average balance for securities available for sale is based on amortized cost. The average balance of equity also reflects this adjustment.
- (3) Interest income on loans held for sale is included in loan interest income on the income statement.
- (4) The average balances of borrowings include the capital lease obligation presented under other liabilities on the consolidated balance sheet.
- (5) Fully taxable equivalent considers the impact of tax advantaged investment securities and loans. The yield on tax-exempt loans and securities is computed on a fully tax-equivalent basis using a tax rate of 27%.

Dollars in millions)	Six Months Ended June 30,					
	2023			2022		
	Average Balance	Interest (FTE basis)	Yield/Rate (FTE basis)	Average Balance	Interest (FTE basis)	Yield/Rate (FTE basis)
Assets						
Interest-earning assets:						
Commercial real estate	\$ 4,285	128	6.02%	3,741	67	3.57%
Commercial and industrial loans	1,511	54	7.09	1,410	30	4.30
Residential mortgages	2,386	45	3.79	1,545	28	3.57
Consumer loans	531	18	7.26	538	13	4.82
Total loans (1)	8,653	245	5.67	7,234	138	3.80
Investment securities (2)	2,248	26	2.25	2,635	26	1.96
Short-term investments & loans held for sale (3)	437	10	4.69	837	1	0.37
Total interest-earning assets	11,338	281	4.95	10,706	165	3.08
Intangible assets	23			28		
Other non-interest earning assets	679			642		
Total assets	\$ <u>12,040</u>			\$ <u>11,376</u>		
Liabilities and shareholders' equity						
Deposits:						
Non-interest-bearing demand deposits	\$ 2,650	—	—%	2,985	—	—%
NOW and other	1,255	10	1.52	1,455	—	0.08
Money market	2,607	24	1.85	2,841	3	0.17
Borrowings	1,062	—	0.30	1,122	—	0.03
Line	2,049	28	2.66	1,542	5	0.67
Total deposits	9,623	62	1.79	9,895	8	0.17
Borrowings and notes (4)	990	25	5.11	132	4	4.91
Total funding liabilities	10,613	87	2.21	10,027	12	0.23
Other non-interest earning liabilities	210			164		
Total liabilities	10,823			10,191		
Total common shareholders' equity	1,217			1,185		
Total shareholders' equity (2)	1,217			1,185		
Total liabilities and shareholders' equity	\$ <u>12,040</u>			\$ <u>11,376</u>		
Net interest margin, FTE			3.40			2.86
Total average non-maturity deposits	7,574			8,353		
Supplementary data						
Net Interest Income, non FTE	\$ 190.3			\$ 150.4		
FTE income adjustment (5)	3.9			3.1		
Net Interest Income, FTE	\$ 194.2			\$ 153.5		

(1) The average balances of loans include nonaccrual loans and deferred fees and costs.

(2) The average balance for securities available for sale is based on amortized cost. The average balance of equity also reflects this adjustment.

(3) Interest income on loans held for sale is included in loan interest income on the income statement.

(4) The average balances of borrowings include the capital lease obligation presented under other liabilities on the consolidated balance sheet.

(5) Fully taxable equivalent considers the impact of tax advantaged investment securities and loans. The yield on tax-exempt loans and securities is computed on a fully tax-equivalent basis using a tax rate of 27%.

NON-GAAP FINANCIAL MEASURES

This document contains certain non-GAAP financial measures in addition to results presented in accordance with Generally Accepted Accounting Principles ("GAAP"). These non-GAAP measures are intended to provide the reader with additional supplemental perspectives on operating results, performance trends, and financial condition. Non-GAAP financial measures are not a substitute for GAAP measures; they should be read and used in conjunction with the Company's GAAP financial information. A reconciliation of non-GAAP financial measures to GAAP measures is provided below. In all cases, it should be understood that non-GAAP measures do not depict amounts that accrue directly to the benefit of shareholders. An item which management excludes when computing non-GAAP operating earnings can be of substantial importance to the Company's results for any particular quarter or year. The Company's non-GAAP operating earnings information set forth is not necessarily comparable to non-GAAP information which may be presented by other companies. Each non-GAAP measure used by the Company in this report as supplemental financial data should be considered in conjunction with the Company's GAAP financial information.

The Company utilizes the non-GAAP measure of operating earnings in evaluating operating trends, including components for operating revenue and expense. These measures exclude amounts which the Company views as unrelated to its normalized operations. These items primarily include restructuring costs. Restructuring costs generally consist of costs and losses associated with the disposition of assets and liabilities and lease terminations, including costs related to branch sales.

The Company also calculates operating earnings per share based on its measure of operating earnings and diluted common shares. The Company views these amounts as important to understanding its operating trends, particularly due to the impact of accounting standards related to merger and acquisition activity. Analysts also rely on these measures in estimating and evaluating the Company's performance. Expense adjustments in 2023 and 2022 were primarily related to branch consolidations. For 2022, fair value adjustments on securities were primarily due to unrealized equity securities losses due to changes in market conditions. Starting March 31, 2023 fair value adjustments on securities are included in operating income.

Management believes that the computation of non-GAAP operating earnings and operating earnings per share may facilitate the comparison of the Company to other companies in the financial services industry. The Company also adjusts certain equity related measures to exclude intangible assets due to the importance of these measures to the investment community.

RECONCILIATION OF NON-GAAP FINANCIAL MEASURES

The following table summarizes the reconciliation of non-GAAP items recorded for the periods indicated:

(In thousands)	At or for the Three Months Ended		At or for the Six Months Ended June 30,		
	June 30,	2023	2022	2023	2022
GAAP Net income	\$ 23,861	\$ 23,115	\$ 51,498	\$ 43,311	
Adj: Fair value adjustments on securities (1)	—	973	—	1,718	
Adj: Restructuring and other expense	21	35	(15)	53	
Adj: Income taxes	(4)	(561)	3	(731)	
Total operating income (non-GAAP) (2)	(A) \$ 23,878	\$ 23,562	\$ 51,486	\$ 44,351	
GAAP Total revenue	\$ 109,853	\$ 97,709	\$ 223,992	\$ 187,453	
Adj: Fair value adjustments on securities (1)	—	973	—	1,718	
Total operating revenue (non-GAAP) (2)	(B) \$ 109,853	\$ 98,682	\$ 223,992	\$ 189,171	
GAAP Total non-interest expense	\$ 74,048	\$ 68,475	\$ 146,003	\$ 137,025	
Less: Total non-operating expense (see above)	(21)	(35)	15	(53)	
Operating non-interest expense (non-GAAP) (2)	(C) \$ 74,027	\$ 68,440	\$ 146,018	\$ 136,972	
<i>(In millions, except per share data)</i>					
Total average assets	(D) \$ 12,274	\$ 11,260	\$ 12,040	\$ 11,376	
Total average shareholders' equity	(E) 1,221	1,182	1,217	1,185	
Total average tangible shareholders' equity (2)	(F) 1,198	1,155	1,194	1,157	
Total tangible shareholders' equity, period-end (2)(3)	(H) 951	987	951	987	
Total tangible assets, period-end (2)	(J) 12,068	11,552	12,068	11,552	
Total common shares outstanding, period-end (thousands)	(K) 44,033	45,788	44,033	45,788	
Average diluted shares outstanding (thousands)	(L) 43,532	46,102	43,780	47,074	
Earnings per common share, diluted	\$ 0.55	\$ 0.50	\$ 1.18	\$ 0.92	
Operating earnings per common share, diluted (2)	(A/L) 0.55	0.51	1.18	0.94	
Book value per common share, period-end	22.11	22.15	22.11	22.15	
Tangible book value per common share, period-end (2)	(H/K) 21.60	21.56	21.60	21.56	
Total shareholders' equity/total assets	8.05	8.76	8.05	8.76	
Total tangible shareholder's equity/total tangible assets (2)	(H/J) 7.88	8.54	7.88	8.54	
Performance ratios (4)					
GAAP return on equity	7.82 %	7.82 %	8.46 %	7.31 %	
Operating return on equity (2)	(A/E) 7.82	7.97	8.46	7.49	
Return on tangible common equity (2)(5)	8.26	8.33	8.92	7.81	
Operating return on tangible common equity (2)(5)	(A+O)/(F) 8.27	8.48	8.92	7.99	
GAAP return on assets	0.78	0.82	0.86	0.76	
Operating return on assets (2)	(A/D) 0.78	0.84	0.86	0.78	
Efficiency ratio (2)	(C-O)/(B+M+P) 63.57	66.60	61.50	69.48	

(in thousands)					
Supplementary data (In thousands)					
Tax benefit on tax-credit investments (6)	(M)\$	2,735	\$ 595	\$ 5,632	\$ 1,191
Non-interest income tax-credit investments amortization (7)	(N)	(2,210)	(351)	(4,495)	(708)
Net income on tax-credit investments	(M+N)	525	244	1,137	483
Intangible amortization	(O)	1,205	1,286	2,410	2,572
Fully taxable equivalent income adjustment	(P)	1,962	1,560	3,869	3,084

(1) Starting March 31, 2023, fair value adjustments on securities are included in operating income.

(2) Non-GAAP financial measure.

(3) Total tangible shareholders' equity is computed by taking total shareholders' equity less the intangible assets at period-end. Total tangible assets is computed by taking total assets less the intangible assets at period-end.

(4) Ratios are annualized and based on average balance sheet amounts, where applicable.

(5) Operating return on tangible common equity is computed by dividing the total operating income adjusted for the tax-affected amortization of intangible assets, assuming a 27% marginal rate, by tangible equity.

(6) The tax benefit is the direct reduction to the income tax provision due to tax credits and deductions generated from investments in historic rehabilitation, low-income housing, new markets and solar.

(7) The non-interest income amortization is the reduction to the tax-advantaged commercial project investments, which are incurred as the tax credits are generated.

GENERAL

Management's discussion and analysis of financial condition and results of operations is intended to assist in understanding the financial condition and results of operations of the Company. The following discussion and analysis should be read in conjunction with the Company's consolidated financial statements and the notes thereto appearing in Part I, Item 1 of this document and with the Company's consolidated financial statements and the notes thereto and Management's Discussion and Analysis of Financial Condition and Results of Operations included in the 2022 Annual Report on Form 10-K. In the following discussion, income statement comparisons are against the same period of the previous year and balance sheet comparisons are against the previous fiscal year-end, unless otherwise noted. Operating results discussed herein are not necessarily indicative of the results for the year 2023 or any future period. In management's discussion and analysis of financial condition and results of operations, certain reclassifications have been made to make prior periods comparable. Tax-equivalent adjustments are the result of increasing income from tax-advantaged loans and securities by an amount equal to the taxes that would be paid if the income were fully taxable based on a 27% marginal rate (including state income taxes net of federal benefit). In the discussion, unless otherwise specified, references to earnings per share and "EPS" refer to diluted earnings per common share.

Berkshire Hills Bancorp, Inc. ("Berkshire" or "the Company") is a Delaware corporation headquartered in Boston and the holding company for Berkshire Bank ("the Bank"). Established in 1846, the Bank operates as a commercial bank under a Massachusetts trust company charter. The Bank seeks to transform what it means to bank its neighbors socially, humanly, and digitally to empower the financial potential of people, families, and businesses in its communities as it pursues its vision of being a leading socially responsible omni-channel community bank in New England and beyond. Berkshire Bank provides business and consumer banking, mortgage, wealth management, and investment services. Headquartered in Boston, Berkshire has approximately \$12.1 billion in assets and operates 100 branch offices in New England and New York.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this document that are not historical facts may constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (referred to as the Securities Act), and Section 21E of the Securities Exchange Act of 1934, as amended (referred to as the Securities Exchange Act), and are intended to be covered by the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. You can identify these statements from the use of the words "may," "will," "should," "could," "would," "plan," "potential," "estimate," "project," "believe," "intend," "anticipate," "expect," "target" and similar expressions.

These forward-looking statements are subject to significant risks, assumptions and uncertainties, including among other things, changes in general economic and business conditions, increased competitive pressures, changes in the interest rate environment and inflation, legislative and regulatory change, changes in the financial markets, and other risks and uncertainties disclosed from time to time in documents that Berkshire Hills Bancorp files with the Securities and Exchange Commission, including the Risk Factors in Item 1A of this report.

Because of these and other uncertainties, Berkshire's actual results, performance or achievements, or industry results, may be materially different from the results indicated by these forward-looking statements. In addition, Berkshire's past results of operations do not necessarily indicate Berkshire's combined future results. You should not place undue reliance on any of the forward-looking statements, which speak only as of the dates on which they were made. Berkshire is not undertaking an obligation to update forward-looking statements, even though its situation may change in the future, except as required under federal securities law. Berkshire qualifies all of its forward-looking statements by these cautionary statements.

FINANCIAL OVERVIEW

Berkshire reported net income of \$23.9 million, or \$0.55 per diluted share, for the three months ended June 30, 2023, compared to \$23.1 million, or \$0.50 per diluted share, for the year-ago period. Included in the results for the three months ended June 30, 2023 are net non-operating charges totaling \$21 thousand (\$17 thousand after-tax) with no per share impact. Included in the results for the three months ended June 30, 2022 are net non-operating charges totaling \$1.0 million (\$447 thousand after-tax) or \$0.01 per share. Compared to the year-ago period, second quarter 2023 earnings primarily reflect higher net interest income partially offset by higher credit loss provision expense.

Berkshire's return on average assets was 0.78% on a GAAP and operating basis for the three months ended June 30, 2023 compared to 0.82% (0.84% on an operating basis) for the year-ago period. Return on average tangible common equity was 8.26% (8.27% on an operating basis) for the three months ended June 30, 2023 compared to 8.33% (8.48% on an operating basis) for the year-ago period. Compared to the second quarter of 2022, FTE net interest income increased \$11.8 million to \$94.7 million and the net interest margin increased 13 basis points to 3.24%.

Second quarter 2023 average total earning assets increased \$998 million compared to the second quarter of 2022, primarily reflecting an increase of \$1.30 billion in average loans and an increase of \$84 million in average short-term investments and loans HFS, partially offset by a \$385 million decrease in average securities. Average total funding liabilities increased \$941 million compared to the year-ago quarter, reflecting a \$1.13 billion increase in average borrowings, partially offset by a \$187 million decrease in average deposits.

Net income for the six months ended June 30, 2023 totaled \$51.5 million, or \$1.18 per diluted share, compared to \$43.3 million, or \$0.92 per diluted share, for the year-ago period. Included in the results for the six months ended June 30, 2023 are net non-operating credits totaling \$15 thousand (\$12 thousand after-tax) with no per share impact. Included in the results for the six months ended June 30, 2022 were non-operating charges totaling \$1.8 million (\$1.0 million after-tax) or \$0.02 per share. Compared to the year-ago period, first half 2023 earnings primarily reflect higher net interest income partially offset by higher credit loss provision expense.

Berkshire's return on average assets was 0.86% on a GAAP and operating basis for the six months ended June 30, 2023 compared to 0.76% (0.78% on an operating basis) for the year-ago period. Return on average tangible common equity was 8.92% on a GAAP and operating basis for the six months ended June 30, 2023 compared to 7.81% (7.99% on an operating basis) for the year-ago period. Per share results and equity returns have included the benefit of ongoing share repurchases. First half 2023 FTE net interest income increased \$40.7 million compared to the first half of 2022 and the net interest margin increased 54 basis points to 3.40%.

Average total earning assets in the first half of 2023 increased \$632 million compared to the first half of 2022, primarily reflecting an increase of \$1.42 billion in average loans, partially offset by a \$387 million decrease in average securities and a \$400 million decrease in average short-term investments and HFS loans. Average first half total funding liabilities increased \$586 million compared to the year-ago period, reflecting an \$858 million increase in average borrowings, partially offset by a \$272 million decrease in average deposits.

Total second quarter non-interest income increased \$743 thousand year-over-year and total non-interest expense increased \$5.6 million. The efficiency ratio was 63.6% for the second quarter of 2023 compared to 66.6% for the year-ago quarter. For the first half of the year, total non-interest income decreased \$3.3 million and non-interest expense increased \$9.0 million. The efficiency ratio was 61.5% and 69.5% for these periods, respectively.

The provision for credit losses on loans in the second quarter of 2023 totaled \$8.0 million; there was no provision expense in the year-ago quarter. For the first six months of the year, the provision expense was \$17.0 million in 2023, compared to (\$4.0) million in 2022. Provision expense in 2022 reflected notable improvement in pandemic-related expected credit losses. The allowance for credit losses on loans was \$100.2 million, or 1.13% of total loans, at June 30, 2023, compared to \$96.3 million, or 1.15% of total loans at December 31, 2022.

Berkshire's total shareholders' equity was \$973 million at June 30, 2023 compared to \$954 million at December 31, 2022. The common equity Tier 1 capital ratio was 12.1% and 12.4% at June 30, 2023 and December 31, 2022, respectively. Tangible common equity as a percentage of tangible assets was 7.9% at June 30, 2023 compared to 8.0% at December 31, 2022.

Net Interest Income

Net interest income and net interest margin are affected by many factors, including: changes in average balances; interest rate fluctuations and the slope of the yield curve; sales of loans and securities; residential mortgage loan and mortgage-backed security prepayment rates; product pricing; competitive forces; the relative mix, repricing characteristics and maturity of interest-earning assets and interest-bearing liabilities; non-interest-bearing sources of funds; hedging activities; and asset quality.

In response to persistent high inflation, the Federal Reserve Board increased the target federal funds rate over the last six quarters. The average maximum target Federal Funds rate increased from 25 basis points in the first quarter of 2022 to 5.16% in the second quarter of 2023, increasing in each sequential quarter, with the largest quarterly increases occurring in the second and third quarters of 2022.

The net interest margin increased by 13 basis points to 3.24% in the second quarter of 2023 compared to the year-ago quarter. The margin increased by 54 basis points to 3.40% in the second half of 2023 compared to the same period of 2022. This improvement reflected the reinvestment of funds from lower yielding investments into higher yielding loans, along with the positive interest rate sensitivity of the Company's interest rate risk profile in the environment of rising market interest rates.

Second quarter FTE net interest income increased year-over-year by \$11.8 million. Total interest income increased \$58.0 million and total interest expense increased \$46.6 million. The FTE interest adjustment increased \$402 thousand.

Second quarter average total earning assets increased year-over-year by \$998 million, primarily reflecting an increase of \$1.30 billion in average loans and an \$84 million increase in average short-term investments and loans held for sale, partially offset by a \$385 million decrease in average securities. The increase in average loans was primarily due to a \$452 million increase in average commercial real estate loans and an \$836 million increase in average residential mortgages, reflecting growth in originations staff and increased market demand for commercial loans.

Average total loans, average securities and average short-term investments and loans held for sale comprised 76%, 19% and 5%, respectively, of average total earning assets in the second quarter of 2023, compared to 71%, 25% and 4%, respectively, in the second quarter of 2022. In the current quarter, the yields on these portfolios were 5.77%, 2.27%, and 4.94% respectively, compared to 3.99%, 1.97%, and 0.57% in the same quarter of 2022.

Second quarter average total funding liabilities increased \$941 million, reflecting a \$1.13 billion increase in average borrowings which was partially offset by a \$187 million reduction in average deposits. The increase in borrowings was primarily due to higher borrowings from the Federal Home Loan Bank of Boston, including further fortifying on-balance sheet liquidity with higher cash balances due to market conditions in the first quarter of 2023.

Second quarter average non-interest bearing deposits decreased \$309 million, average NOW and other interest-bearing transaction accounts decreased \$399 million, average money market deposits decreased \$256 million, and average savings deposits decreased \$50 million. Average time deposits increased \$827 million. Deposit shifts reflected the migration of some balances from lower yielding accounts to higher yielding accounts in and out of the Bank, as well as the spend-down by customers of liquidity accumulated during the pandemic. Time deposit growth included higher utilization of brokered deposits.

Average total deposits comprised 88% and 98% of average total funding liabilities in the second quarters of 2023 and 2022, respectively. As a percentage of average deposits, in the second quarter of 2023, average non-interest bearing deposits measured 27%, average NOW and other interest-bearing transaction accounts measured 11%,

average money market deposits were 27%, average savings accounts were 11%, and average time deposits were 24%. The comparable percentages in the year-ago quarter were respectively 30%, 15%, 29%, 12%, and 15% respectively.

The 170 basis point increase to 1.94% in the rate paid on average total funding liabilities in the second quarter of 2023 compared to 2022 primarily reflects the impact of the increase in market interest rates and increased borrowings. The rate paid on average total deposits increased 134 basis points, reflecting higher interest rates paid and the shift in the mix of deposits. Higher deposit costs included increases of 123 basis points in the cost of NOW and other interest-bearing transaction deposits, 47 basis points in the cost of savings deposits, 194 basis points in the cost of money market deposits, and 243 basis points in the cost of time deposits.

First half FTE net interest income increased year-over-year by \$40.7 million. In addition to the increase in the net interest margin, first half net interest income also benefited from the \$632 million increase in average earning assets which was primarily driven by higher average loans which were mostly funded by increased average borrowings.

Non-Interest Income

Total non-interest income in the second quarter of 2023 increased \$743 thousand compared to the second quarter of 2022. The increase compared to the year-ago period primarily reflects increases in deposit related fees and in loan related fees, partially offset by decreases in gain on SBA loan sales, wealth management fees, and other non-interest income. Total non-interest income in the first half of 2023 decreased \$3.3 million compared to the first half of 2022. The decrease compared to the year-ago period reflected decreases in all major categories of non-interest income except deposit related fees, as well as the impact of a change in fair value adjustments on securities.

Deposit related fees increased year-over-year across many categories, with the largest increases recorded in cash management fees and account service charges. Loan related fee changes were primarily due to changes related to commercial loan interest rate swap volumes and fair value adjustments. The decreases in gain on SBA loan sales reflect lower loan demand and sale premiums as a result of increases in the prime rate of interest. Wealth management fees declined from 2022 levels; the portfolio of wealth assets under management totaled \$1.4 billion at June 30, 2023. Other non-interest income decreased primarily due to higher charges for the amortization of tax credit investments (which are more than offset by credits to income tax expense).

Provision for Credit Losses

The provision was an expense of \$8.0 million in the second quarter of 2023; there was no provision expense in the second quarter of 2022. The provision in the first half of 2023 was an expense of \$17.0 million, compared to a benefit of \$4.0 million in the comparable period of 2022. Provision expense in 2023 primarily reflected growth in the loan portfolio. The results in 2022 reflected notable improvement in pandemic-related expected credit losses.

Non-Interest Expense

Total non-interest expense increased year-over year in the second quarter by \$5.6 million and in the first half of the year by \$9.0 million. The increases were primarily in compensation and benefits, technology and communications, and the category of other expenses. These increases were partially offset by decreases in occupancy and equipment expense.

Compensation and benefits expense has increased including the impact of hiring of frontline bankers. Higher technology and communications expense largely reflects investments to digitize the bank. The increase in the category of other expenses primarily reflects increases in deposit insurance premiums. Occupancy and equipment expense has declined due to the benefit from office and branch consolidation.

The second quarter efficiency ratio improved year-over-year due to the 11% increase in operating revenue which exceeded the 8% increase in operating expense. The first half efficiency ratio improved year-over-year due to the 18% increase in operating revenue, which substantially exceeded the 7% increase in operating expense.

Income Tax Expense

The Company's effective income tax rate was 14.2% for the second quarter of 2023 and 15.6% for the first half of 2023, compared to 20.9% and 20.4%, respectively, for the comparable periods of 2022, and compared to 18.7% for the full year of 2022. The lower tax rate in 2023 reflected benefit from increased tax credit investments. Differences arising between Berkshire's effective income tax rate and the U.S. federal statutory rate of 21% are generally attributable to: (i) tax-exempt interest earned on certain investments; (ii) tax-exempt income from BOLI; (iii) tax credit investment benefits; and (iv) state income taxes.

COMPARISON OF FINANCIAL CONDITION AT JUNE 30, 2023 AND DECEMBER 31, 2022

General

Total assets at June 30, 2023 were \$12.1 billion, a \$427 million increase from December 31, 2022, primarily reflecting a \$547 million increase in total loans partially offset by a decrease of \$45 million in cash and cash equivalents and \$75 million in investment securities. Loan growth primarily consisted of a \$369 million increase in residential mortgages and a \$220 million increase in commercial real estate loans. The decrease in investment securities primarily represented amortizations and maturities.

Nonaccrual loans totaled \$28.4 million at June 30, 2023, a \$2.7 million decrease from December 31, 2022 due to lower nonaccrual commercial loans. The allowance for credit losses on loans totaled \$100.2 million at June 30, 2023, compared to \$96.3 million at December 31, 2022. At June 30, 2023, the allowance as a percentage of total loans was 1.13% and as a percentage of nonaccrual loans was 353%, compared to 1.15% and 309%, respectively, at December 31, 2022.

At June 30, 2023, total liabilities were \$11.1 billion, a \$408 million increase from December 31, 2022, primarily reflecting a \$670 million increase in total borrowings, partially offset by a \$259 million decrease in total deposits.

Berkshire's total shareholders' equity was \$973 million at June 30, 2023, a \$19 million increase from December 31, 2022. As a percentage of total assets, shareholders' equity was 8.1% and 8.2% at June 30, 2023 and December 31, 2022, respectively. Tangible common equity equaled 7.9% of tangible assets at June 30, 2023 compared to 8.0% at December 31, 2022.

Berkshire's (consolidated) Tier 1 Leverage capital ratio and its Common Equity Tier 1 ("CET 1"), Tier 1 and Total risk-based capital ratios were 9.6%, 12.1%, 12.3% and 14.4%, respectively, at June 30, 2023, compared to 10.2%, 12.4%, 12.6% and 14.6%, respectively, at December 31, 2022. The Bank's Tier 1 Leverage capital ratio and its CET 1, Tier 1 and Total risk-based capital ratios were 9.6%, 12.4%, 12.4% and 13.4%, respectively, at June 30, 2023, compared to 10.2%, 12.6%, 12.6% and 13.6%, respectively, at December 31, 2022.

Loans

Total loans at period-end are categorized in the financial statement in accordance with regulatory reporting.

Total loans measured \$8.9 billion at June 30, 2023, increasing \$547 million during the half of 2023. At June 30, 2023, commercial loans measured 65% of total loans and retail loans measured 35% of total loans. In comparison, at December 31, 2022, commercial loans measured 66% of total loans and retail loans measured 34% of total loans.

Total commercial loans increased by \$212 million to \$5.7 billion during the first half of 2023 and were comprised of commercial real estate loans and commercial and industrial loans. Commercial real estate loans (which include construction loans and multifamily loans) totaled \$4.3 billion and increased by \$219 million during the first half of 2023. Commercial and industrial loans totaled \$1.4 billion and decreased by \$7 million. Nonaccrual commercial loans totaled \$17.1 million at June 30, 2023, and measured 0.30% of total commercial loans. At December 31, 2022, nonaccrual commercial loans totaled \$19.4 million, measuring 0.35% of total commercial loans.

Total retail loans increased by \$335 million to \$3.1 billion. Retail loans include residential mortgage loans and consumer loans. At June 30, 2023, residential mortgages totaled \$2.7 billion and increased by \$365 million during the first half of 2023. Consumer loans totaled \$472 million at June 30, 2023 and decreased by \$29 million in the first half of 2023 due primarily to planned run-off of unsecured consumer balances which was partially offset by growth in home equity loans. Nonaccrual retail loans totaled \$11.3 million at June 30, 2023, measuring 0.36% of total retail loans. At December 31, 2022, nonaccrual retail loans totaled \$11.7 million, measuring 0.42% of total retail loans.

Allowance for Credit Losses on Loans

The allowance totaled \$100.2 million at June 30, 2023, an increase of \$3.9 million from December 31, 2022, reflecting growth in the loan portfolio. The ratio of the allowance to total loans decreased to 1.13% from 1.15% for these respective dates.

For the commercial loan portfolio, the allowance for credit losses as a percentage of commercial loans was 1.20% at June 30, 2023, compared to 1.15% at December 31, 2022. The commercial allowance for credit losses represented 405% of non-accrual commercial loans at June 30, 2023 compared to 326% at December 31, 2022.

For the retail loan portfolio, the allowance for credit losses as a percentage of retail loans was 0.99% at June 30, 2023 compared to 1.17% at December 31, 2022. The retail allowance for credit losses represented 275% of non-accrual retail loans at June 30, 2023 compared to 282% at December 31, 2022.

Deposits and Borrowings

Total deposits were \$10.1 billion at June 30, 2023, a \$259 million decrease from year-end 2022. Most categories of deposits decreased except for higher cost time deposits as customers sought higher rate deposits in the environment of higher interest rates. Non-interest bearing deposits totaled \$2.6 billion at June 30, 2023, a \$258 million decrease from December 31, 2022. Non-maturity interest-bearing deposits totaled \$5.0 billion, an \$803 million decrease during the first half of 2023. Time deposits totaled \$2.4 billion, increasing \$802 million during this period. Borrowings totaled \$0.8 billion at period-end, increasing \$670 million from year-end 2022. The increase was due to the utilization of Federal Home Loan Bank of Boston advances.

Derivative Financial Instruments

The notional amount of derivative financial instruments totaled \$4.5 billion at period-end, increasing \$15 million from year-end 2022. The net fair value of these instruments at June 30, 2023 was a liability of \$42 million, decreasing \$1 million from December 31, 2022.

Shareholders' Equity and Dividends

Total shareholders' equity was \$973 million at June 30, 2023, a \$19 million increase from December 31, 2022. This primarily reflects net income of \$51 million partially offset by \$16 million in common stock dividends at \$0.18 per share and share repurchases totaling \$14 million for the repurchase of 628 thousand shares as well as a \$5 million increase in the accumulated other comprehensive loss reflecting changes in the unrealized loss on derivative hedges.

Liquidity and Cash Flows

Liquidity is defined as the ability to generate sufficient cash flows to meet all present and future funding requirements at reasonable costs for the Company, including the Bank. Liquidity management addresses both the Company's ability to fund new loans and investments as opportunities arise, to meet customer deposit withdrawals and to repay borrowings and subordinated notes as they mature. During the first half of 2023 the Company increased its off-balance sheet liquidity sources primarily by increasing its assets qualified for pledging against

borrowings, and the Company views its liquidity as satisfactory for current conditions as well as for stressed scenarios in its liquidity testing models.

At June 30, 2023, cash and equivalents totaled \$0.6 billion and securities available for sale totaled \$1.3 billion. Unused borrowing availability at that date from the Federal Home Loan Bank of Boston "FHLBB" and the Federal Reserve Bank of Boston ("FRB") totaled \$3.6 billion. Borrowings from these sources are supported by collateral, to the extent utilized. Cash balances at the holding company totaled \$89 million at period-end.

During the first half of 2023, borrowings from the FHLB were the primary source of funds and the primary uses were loan growth and net deposit outflows primarily in the first quarter due to industry conditions.

Capital Resources

Please see the "Shareholders' Equity" section of the Comparison of Financial Condition for a discussion of shareholders' equity together with the note on Shareholders' Equity in the consolidated financial statements.

Additional information about capital resources and regulatory capital is contained in the notes to the consolidated financial statements and in the Company's most recent Form 10-K.

The Company's goal is to maintain sound capitalization and use capital generation to support organic growth and shareholder distributions in the form of dividends and stock repurchases. The Company's goal is to maintain a "well-capitalized" regulatory designation under projected and stressed financial projections.

In recent periods, the Company has returned excess capital to shareholders through stock repurchases. Additionally, the Company increased the quarterly stock dividend by 50% in the fourth quarter of 2022. The Company's long-term goal is to maintain an efficient capital structure and to provide a return in excess of the cost of its common equity capital.

As a result of rising interest rates, available for sale bond portfolios in banks are subject to unrealized losses which result in charges against other comprehensive income ("AOCI") and reduce the book value of shareholders' equity. Like many of its peers, the Company utilizes an option in reporting its regulatory equity which excludes changes in AOCI in the calculation of regulatory capital.

Reductions in bond valuations due to changes in market interest rates are reversed as bonds approach maturity. These reversals are accreted to AOCI over time, restoring the book value of equity. Tangible common equity totaling \$951 million at period-end and was net of an accumulated other comprehensive loss totaling \$186 million.

While the Company monitors the book value of equity and related metrics, it primarily manages capital based on regulatory capital measures, with a focus on the common equity Tier 1 capital ratio. The Company continues to view itself as having excess capital which it plans to utilize in accordance with its capital management objectives.

In acting as a source of strength for the Bank, the Company relies in the long term on capital distributions from the Bank in order to provide operating and capital service for the Company, which in turn can access national financial markets to provide financial support to the Bank. Capital distributions from the Bank to the parent company presently require approval by the FDIC and the Massachusetts Division of Banking.

APPLICATION OF CRITICAL ACCOUNTING POLICIES

The Company's significant accounting policies are described in Note 1 to the consolidated financial statements included in its most recent Annual Report on Form 10-K. Modifications to significant accounting policies made during the year are described in Note 1 to the consolidated financial statements included in Item 1 of this report. The preparation of the consolidated financial statements in accordance with GAAP and practices generally applicable to the financial services industry requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, and expenses, and to disclose contingent assets and liabilities. Actual results could differ from those estimates.

Management has identified the Company's most critical accounting policies as related to:

- Allowance for Credit Losses on Loans
- Fair Value Measurements

These policies are considered most critical in that they are important to the Company's financial condition and results, and they require management's subjective and complex judgment as a result of the need to make estimates about the effects of matters that are inherently uncertain. Both of these policies were significant in determining income and financial condition in the financial statements. There is further discussion of the application of these policies in the Form 10-K.

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ENVIRONMENTAL, SOCIAL, GOVERNANCE (ESG) & COMMITMENT TO SOCIAL RESPONSIBILITY

Since its founding in 1846, Berkshire Bank continues to be a performance and purpose-driven, values-guided, community-centered bank working to achieve its vision of becoming a high-performing, leading socially responsible community bank. Berkshire empowers the financial potential of its stakeholders by making banking available where, when, and how it's needed through a dedicated focus on exceptional customer service, digital banking, and positive community impact. It provides a wide range of accessible, affordable, responsible and sustainable financial solutions through its consumer banking, commercial banking and wealth management divisions.

ESG factors are integral to the company's vision, mission, business practices, and Berkshire's Exciting Strategic Transformation (BEST). Berkshire focuses its ESG strategy on material topics impacting its business and stakeholders including leadership & governance, human capital management, equity & inclusion, responsible banking & cybersecurity, financial access & affordability, environmental sustainability & climate change and community investment. It was one of the first banks in the country to establish a dedicated committee of our Board of Directors to oversee ESG matters. Berkshire also was the first U.S. community bank holding company with under \$150 billion in assets to issue a Sustainability Bond. The Bank is a leader among community banks in integrating ESG standards into its business strategy and operations. This helps manage risk and unlock new business opportunities to create an ecosystem of value.

Berkshire regularly engages with its stakeholders to share information about the progress it's made in its ESG performance, including through its ESG and Corporate Responsibility website, corporate annual report, and proxy statement. Additionally, Berkshire's annual ESG Report, which is aligned with Sustainability Accounting Standards Board ("SASB") and Task Force on Climate-Related Financial Disclosure (TCFD) disclosure standards, details the Company's ESG efforts and programs.

Climate Change & Sustainability

Climate Change manifesting in the form of both physical or transition risks could, either directly or indirectly, affect Berkshire's operations, businesses, customers, communities, and its stakeholders. As the transition to a low-carbon economy accelerates, new policy emerges, and market dynamics shift, Berkshire targets that its efforts to manage its environmental footprint, mitigate the risks associated with climate change, and support the transition will allow it to strengthen its positioning as a high performing, leading socially responsible community bank. The Company continues to evolve its practices to reflect its community bank mission as well as the size, scope, and complexity of its operations.

Quarterly Highlights

- **Sustainability Bond:** Berkshire completed the allocation of its inaugural \$100 million sustainability bond less than one year after its issuance. All of the proceeds were allocated in alignment with Berkshire's Sustainable Financing Framework. Sustainalytics, a Morningstar Company, and the global leader in high-quality ESG research, ratings, and data, independently verified that Berkshire's Sustainable Financing Framework "is credible and impactful and aligns with the International Capital Market Association's (ICMA) Sustainability Bond Guidelines 2021, Green Bond Principles 2021 and Social Bond Principles 2021". The subordinated Sustainability Bond issuance also received an investment grade rating of Baa3 from Moody's Investors Service.

Bond proceeds were allocated toward the following projects:

- **Affordable & Workforce Housing:** Approximately 41% of the bond proceeds were allocated to the development of 330 units of affordable and workforce housing in Massachusetts, New York and Connecticut. These projects are expected to provide housing at a rate below the prevailing market rate to individuals and families at or below 60% of the Area Median Income ("AMI") for affordable units and between 60%-80% of the AMI for workforce units
- **Green Buildings:** Approximately 33% of the bond proceeds were allocated for the construction of more than 200,000 square feet of green buildings in Massachusetts and New York whose projects are expected to achieve LEED Gold or Platinum, Net Zero emissions and/or are expected to achieve greenhouse gas emissions performance in the top 15% of their municipal boundaries.
- **Financial Access & Inclusion:** 26% of the bond proceeds were allocated to projects located in low-moderate income and/or majority minority census tracts. This included a small business that created jobs and the redevelopment and revitalization of a former industrial site within a low-income neighborhood that helped attract new and retain existing businesses and residents.

Further details can be found in Berkshire's Sustainability Bond Report available on its website.

- **Performance & Recognition:** Berkshire maintained its top quartile ESG rating performance and was named the recipient of the LGBT Corporate Ally Award from the Boston Business Journal.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

For additional discussion about the Company's Quantitative and Qualitative Aspects of Market Risk, please review Item 7A of the most recent report on Form 10-K which sets forth the methodologies employed by the Company and the various aspects of its analysis of its interest rate sensitivity.

Market risk represents the risk of loss to earnings, capital and the economic values of certain assets and liabilities resulting from changes in interest rates and equity prices. The only significant market risk exposure for the Company is Interest Rate Risk ("IRR"). This is a result of the Company's core business activities of making loans and accepting deposits.

The effective management of IRR is essential to achieving the Company's financial objectives. The Company's goal is to support the net interest margin and net interest income over entire interest rate cycles regardless of changes in either short- or long-term interest rates. The Company manages IRR by using two primary risk measurement techniques: simulation of net interest income and simulation of economic value of equity. These two measurements are complementary and provide both short-term and long-term risk profiles of the Company.

Net Interest Income at Risk Simulation is used to measure the sensitivity of net interest income to changes in market rates over a period of time, such as 12 or 24 months. This simulation captures underlying product behaviors, such as asset and liability repricing dates, balloon dates, interest rate indices and spreads, rate caps and floors, as well as other behavioral attributes. The simulation of net interest income also requires a number of key assumptions such as: (i) future balance sheet volume and mix assumptions; (ii) prepayment projections for loans and securities; (iii) new business loan spreads; and (iv) deposit pricing assumptions. Combined, these assumptions can be inherently uncertain, and as a result, actual results may differ from simulation forecasts due to the timing, magnitude and frequency of interest rate changes, future business conditions, as well as unanticipated changes in management strategies.

The Company uses two sets of standard scenarios to measure net interest income at risk compared to a base case with a static balance sheet and interest rates. Parallel shock scenarios assume instantaneous parallel movements in the yield curve compared to a flat yield curve scenario. Yield curve twist scenarios assume the shape of the curve flattens or steepens instantaneously.

The following tables set forth the estimated percent change in the Company's net interest income at risk over one-year simulation periods beginning June 30, 2023 and December 31, 2022.

Parallel Interest Rate Shock (basis points)	Estimated Percent Change in Net Interest Income	
	June 30, 2023	December 31, 2022
+200	(0.3)%	1.8%
+100	(0.3)	0.8
-100	(0.5)	(1.6)
-200	(2.5)	(5.2)
Estimated Percent Change in Net Interest Income		
Yield Curve Twist Interest Rate Shock (basis points)	Estimated Percent Change in Net Interest Income	
	June 30, 2023	December 31, 2022
Short End +100	(0.8)%	0.1%
Short End -100	(0.3)	(1.3)
Long End +100	0.7	1.0
Long End -100	(0.9)	(1.2)

The net interest income at risk simulation results indicate that the Company's interest rate risk was essentially neutral for the modeled scenarios as of June 30, 2023. This was a change from a modestly asset sensitive profile under these scenarios as of December 31, 2022. Asset sensitivity declined due to continued growth of the residential mortgage portfolio, and further deposit mix shift towards interest-bearing. Exposure to lower market interest rates decreased due to less flooring on non-maturity deposits in modeled scenarios.

Economic Value of Equity at Risk Simulation is conducted in tandem with net interest income simulations, to ascertain a longer-term view of the Company's IRR position by capturing longer-term repricing risk and options risk embedded in the balance sheet. It measures the sensitivity of economic value of equity to changes in interest rates. Economic value of equity at risk simulation values only the current balance sheet. As with net interest income modeling, this simulation captures product characteristics such as loan resets, repricing terms, maturity dates, rate caps and floors. Key assumptions include loan prepayment speeds, deposit pricing elasticity and non-maturity deposit attrition rates. These assumptions can have significant impacts on valuation results as the assumptions remain in effect for the entire life of each asset and liability. All key assumptions are subject to periodic review.

Base case economic value of equity at risk is calculated by estimating the net present value of all future cash flows from existing assets and liabilities using current interest rates. The current spot interest rate curve is shocked up and down to generate new interest rate curves for parallel rate shock scenarios. These new curves are then used to recalculate economic value of equity at risk for these rate shock scenarios.

The following table sets forth the estimated percent change in the Company's economic value of equity at risk, assuming various instantaneous parallel shocks in interest rates.

Parallel Shock Rate Change (basis points)	Estimated Percent Change in Economic Value of Equity	
	June 30, 2023	December 31, 2022
+200	(3.1)%	—%
+100	(1.5)	—
-100	0.4	(1.5)
-200	(1.0)	(5.4)

The Company's economic value of equity at risk profile indicates that at June 30, 2023 the economic value of equity was close to neutral in the modeled scenarios. Exposure in the +200 basis point shock scenario has increased from December 31, 2022 due primarily to an increase in residential mortgage loans.

Management utilizes both interest rate measures in the normal course of measuring and managing IRR and believes that each measure is valuable in understanding the Company's IRR position.

ITEM 4. CONTROLS AND PROCEDURES

a) Disclosure controls and procedures.

The principal executive officers, including the principal financial officer, based on their evaluation of disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of the end of the period covered by this Quarterly Report on Form 10-Q, have concluded that the Company's disclosure controls and procedures were effective.

b) Changes in internal control over financial reporting.

There were no changes in the Company's internal control over financial reporting that occurred during the last fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II

ITEM 1. LEGAL PROCEEDINGS

As of June 30, 2023, neither the Company nor the Bank was involved in any pending legal proceedings believed by management to be material to the Company's financial condition or results of operations. Periodically, there have been various claims and lawsuits involving the Bank, such as claims to enforce liens, condemnation proceedings on properties in which the Bank holds security interests, claims involving the making and servicing of real property loans, and other issues incident to the Bank's business. A summary of certain legal matters involving unsettled litigation or pertaining to pending transactions are as follows:

On February 4, 2020, the Bank filed a complaint in the New York State Supreme Court for the County of Albany against Pioneer Bank ("Pioneer") seeking damages of approximately \$16.0 million. The complaint alleges that Pioneer is liable to the Bank for a credit loss of approximately \$16.0 million suffered by the Bank in the third quarter of 2019 as a result of Pioneer's breaches of a series of loan participation agreements executed in 2017, 2018 and 2019 in which it served as the lead bank, as well as constructive fraud, fraudulent concealment and/or negligent misrepresentation. Pioneer filed a motion to dismiss aspects of the Bank's complaint, which motion was allowed in part by the court to dismiss the Bank's negligent misrepresentation claim, and denied in part by the court to allow all other claims by the Bank to proceed. The Company wrote down the underlying credit loss in its entirety in the third quarter of 2019, but recognized a partial recovery of \$1.7 million early in the second quarter of 2020. The Company has not accrued for any additional anticipated recovery at this time. Extensive discovery has taken place in this action. On November 30, 2022, the Bank filed an amended complaint in its action against Pioneer setting forth more detailed allegations of Pioneer's breaches of the loan participation agreements and stating additional claims for fraudulent inducement to cause Berkshire to join the loan participation agreements, constructive fraud and fraudulent concealment. On January 30, 2023, as part of its response to the Bank's amended complaint, Pioneer filed a counterclaim against the Bank alleging (i) certain breaches by the Bank of the 2019 loan participation agreement stemming from actions that the Bank took to protect its interests after it learned of the facts and circumstances that caused the underlying credit loss, and (ii) that as a result of accepting the partial recovery of approximately \$1.7 million in Q2 2020 the Bank should be deemed to have ratified the 2019 loan participation agreement and mooted its claims against Pioneer. Further discovery is now ongoing.

On or about August 10, 2020, a former employee of the Bank's subsidiary First Choice Loan Services Inc. ("FCLS") filed a complaint in the Court of Common Pleas, Bucks County Pennsylvania against FCLS and two of its former senior corporate officers generally alleging wrongful termination as a result of purported whistleblower retaliation and other violations of New Jersey state employment law. The complaint also purports to name the Bank and the Company as additional defendants, even though neither entity ever employed, paid wages to or contracted with the plaintiff. On November 16, 2020, the plaintiff filed a First Amended Complaint reiterating the same claims against the same defendants. The Company's liability insurer has provided outside litigation counsel to defend the Company and the Bank in this matter, as well as FCLS and its former senior corporate officers. On December 7, 2020, defense counsel filed Preliminary Objections on behalf of the Company, the Bank, FCLS and FCLS's former senior corporate officers denying the plaintiff's claims and seeking dismissal of the case and an order that the plaintiff's claims must proceed through arbitration in accordance with contractual obligations set forth in plaintiff's previous employment agreement with FCLS. On June 30, 2021, the court dismissed the plaintiff's complaint without prejudice in support of FCLS's petition to compel arbitration. The parties have mutually agreed on an arbitrator to hear the case and are preparing for arbitration proceedings that are expected to occur in the second half of 2023. Discovery is currently ongoing among the parties.

ITEM 1A. RISK FACTORS

In addition to the other information set forth in this report, you should carefully consider information regarding the Company's risk factors as set forth in Part 1, Item 1A "Risk Factors" in the Company's Annual Report on Form 10-K for fiscal year ended December 31, 2022, and Part II, Item 1A "Risk Factors" in our subsequent Quarterly Reports on Form 10-Q, each as filed with the Securities and Exchange Commission. Additional risks and uncertainties not currently known to the Company, or currently deemed to be immaterial, also may materially adversely affect the Company's business, financial condition, and/or operating results.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES, USE OF PROCEEDS AND ISSUER PURCHASES OF EQUITY SECURITIES**(a) Recent Sales of Unregistered Securities**

The Company occasionally engages in the practice of transferring unregistered securities for the purpose of completing business transactions. These shares are issued to vendors or other organizations as consideration for services performed in accordance with each contract. During the three months ended June 30, 2023 and 2022 there were no shares transferred.

(b) Not applicable.

(c) The following table provides certain information with regard to shares repurchased by the Company in the second quarter of 2023:

Period	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs	Maximum number of shares that may yet be purchased under the plans or programs
April 1-30, 2023	208,563	\$ 22.42	208,563	2,156,125
May 1-31, 2023	317,562	20.24	317,562	1,838,563
June 1-30, 2023	54,605	21.68	54,605	1,783,958
Total	580,730	\$ 21.16	580,730	1,783,958

On January 25, 2023, the Company announced that its Board of Directors approved a stock repurchase program pursuant to which the Company is authorized to repurchase shares of Company common stock at a total cost of up to \$50 million through December 31, 2023. The maximum number of shares that may be purchased under this program has been estimated based on the June 30, 2023 closing price per share of Company common stock of \$20.73.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

During the three months ended June 30, 2023, none of the Company's directors or executive officers adopted or terminated any contract, instruction or written plan for the purchase or sale of Company securities that was intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) or any "non-Rule 10b5-1 trading arrangement," as that term is used in SEC regulations.

ITEM 6. EXHIBITS

- 3.1 [Amended and Restated Certificate of Incorporation of Berkshire Hills Bancorp, Inc.\(1\)](#)
- 3.2 [Amended and Restated Bylaws of Berkshire Hills Bancorp, Inc. \(2\)](#)
- 4.1 [Form of Common Stock Certificate of Berkshire Hills Bancorp, Inc. \(3\)](#)
- 4.2 [Certificate of Designations of Series B Non-Voting Preferred Stock of Berkshire Hills Bancorp, Inc. \(4\)](#)
- 31.1 [Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002](#)
- 31.2 [Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002](#)
- 32.1 [Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002](#)
- 32.2 [Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002](#)
- 101 The following financial statements from the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2023, formatted in Inline XBRL: (i) the Consolidated Statements of Condition, (ii) the Consolidated Statements of Income, (iii) the Consolidated Statements of Comprehensive Income, (iv) the Consolidated Statements of Changes in Shareholders' Equity, (v) the Consolidated Statements of Cash Flows, and (vi) the Notes to Consolidated Financial Statements tagged as blocks of text and including detailed tags.
- 104 The cover page from the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2023, formatted in Inline XBRL.

(1) Incorporated herein by reference from the Exhibits to the Form 10-Q as filed on August 9, 2018.

(2) Incorporated herein by reference from the Exhibits to the Form 8-K as filed on June 26, 2017.

(3) Incorporated herein by reference from the Exhibits to the Form S-1, Registration Statement and amendments thereto, initially filed on March 10, 2000, Registration No. 333-32146.

(4) Incorporated herein by reference from the Exhibits to the Form 8-K as filed on October 16, 2017.

SIGNATURES

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

BERKSHIRE HILLS BANCORP, INC.

Dated: August 9, 2023

By: /s/ Nitin J. Mhatre

Nitin J. Mhatre

President and Chief Executive Officer

Dated: August 9, 2023

By: /s/ R. David Rosato

R. David Rosato

Senior Executive Vice President and Chief Financial Officer

CERTIFICATION

I, Nitin J. Mhatre, certify that:

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

August 9, 2023

/s/ Nitin J. Mhatre

Nitin J. Mhatre

President and Chief Executive Officer

CERTIFICATION

I, R. David Rosato, certify that:

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

August 9, 2023

/s/ R. David Rosato

R. David Rosato

Senior Executive Vice President and 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 Berkshire Hills Bancorp, Inc. (the "Company") on Form 10-Q for the period ended June 30, 2023, as filed with the Securities and Exchange Commission (the "Report"), I, Nitin J. Mhatre, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) 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 as of and for the period covered by the Report.

August 9, 2023

/s/ Nitin J. Mhatre

Nitin J. Mhatre

President and Chief Executive 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 Berkshire Hills Bancorp, Inc. (the "Company") on Form 10-Q for the period ended June 30, 2023, as filed with the Securities and Exchange Commission (the "Report"), I, R. David Rosato, Senior Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) 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 as of and for the period covered by the Report.

August 9, 2023

/s/ R. David Rosato

R. David Rosato

Senior Executive Vice President and Chief Financial Officer