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, 2024

OR

☐ Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____

Commission File No. 001-41899

NB Bancorp, Inc.
(Exact name of registrant as specified in its charter)

Maryland	**93-2560883**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)
1063 Great Plain Avenue Needham, Massachusetts	**02492**
(Address of Principal Executive Offices)	(Zip Code)

(781) 444-2100
(Registrant's telephone number)

N/A
(Former name or former address, if changed since last report)

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

Common stock, par value $0.01 per share	**NBBK**	**The NASDAQ Stock Market, LLC**
(Title of each class to be registered)	(Ticker Symbol)	(Name of each exchange on which each class is to be registered)

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 requirements for the past 90 days.
YES ☒ NO ☐

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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 Act). YES ☐ NO ☒

As of August 9, 2024, 42,705,729 shares of the Registrant's common stock, par value $0.01 per share, were issued and outstanding.

NB Bancorp, Inc.
Form 10-Q

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EXPLANATORY NOTE

NB Bancorp, Inc., a Maryland corporation (the "Company" or the "Registrant"), was formed on June 7, 2023 to serve as the bank holding company for Needham Bank (the "Bank") as part of the Bank's mutual-to-stock conversion, which was consummated on December 27, 2023. Financial and other information prior to and including December 27, 2023 included in this Quarterly Report is for the Bank.

Part I. – Financial Information

Item 1. Financial Statements

NB Bancorp, Inc.
Consolidated Balance Sheets
June 30, 2024 (Unaudited) and December 31, 2023
(in thousands except share and per share data)

	June 30, 2024	December 31, 2023
Assets		
Cash and due from banks	$ 170,255	$ 90,485
Federal funds sold	158,687	182,106
Total cash and cash equivalents	328,942	272,591
Available-for-sale securities, at fair value	205,065	189,465
Loans receivable, net of deferred fees	4,097,278	3,889,279
Allowance for credit losses	(37,857)	(32,222)
Net loans	4,059,421	3,857,057
Accrued interest receivable	19,007	17,284
Banking premises and equipment, net	35,290	35,531
Federal Home Loan Bank ("FHLB") stock, at cost	4,767	14,558
Federal Reserve Bank stock, at cost	11,333	10,323
Non-public investments	16,053	13,852
Bank-owned life insurance ("BOLI")	51,321	50,516
Prepaid expenses and other assets	55,330	53,109
Deferred income tax asset, net	18,872	19,126
Total assets	$ 4,805,401	$ 4,533,412
Liabilities and shareholders' equity		
Deposits	$ 3,917,905	$ 3,387,348
Mortgagors' escrow accounts	4,022	4,229
FHLB borrowings	60,835	283,338
Accrued expenses and other liabilities	58,098	81,325
Accrued retirement liabilities	20,079	19,213
Total liabilities	4,060,939	3,775,453
Shareholders' equity:		
Preferred stock, $0.01 par value, 5,000,000 shares authorized; no shares issued and outstanding	—	—
Common stock, $0.01 par value, 120,000,000 shares authorized; 42,705,729 shares issued and outstanding at June 30, 2024 and December 31, 2023	427	427
Additional paid-in capital	416,845	417,030
Unallocated common shares held by the Employee Stock Ownership Plan ("ESOP")	(46,002)	(13,774)
Retained earnings	384,327	366,173
Accumulated other comprehensive loss	(11,135)	(11,897)
Total shareholders' equity	744,462	757,959
Total liabilities and shareholders' equity	$ 4,805,401	$ 4,533,412

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

NB Bancorp, Inc.
Consolidated Statements of Income
(Unaudited - Dollars in thousands, except per share data)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2024	2023	2024	2023
INTEREST AND DIVIDEND INCOME				
Interest and fees on loans	$ 65,271	$ 50,040	$ 129,270	$ 93,800
Interest on securities	1,690	1,390	2,968	2,507
Interest on cash equivalents and other	4,161	818	7,075	1,958
Total interest and dividend income	71,122	52,248	139,313	98,265
INTEREST EXPENSE				
Interest on deposits	31,579	17,467	59,795	29,760
Interest on borrowings	821	3,040	2,164	5,546
Total interest expense	32,400	20,507	61,959	35,306
NET INTEREST INCOME	38,722	31,741	77,354	62,959
PROVISION FOR CREDIT LOSSES				
Provision for credit losses - loans	4,429	3,958	8,319	6,030
Provision for (release of) credit losses - unfunded commitments	(762)	86	(223)	86
Total provision for credit losses	3,667	4,044	8,096	6,116
NET INTEREST INCOME AFTER PROVISION FOR CREDIT LOSSES	35,055	27,697	69,258	56,843
NON-INTEREST INCOME				
Customer service fees	1,872	1,573	3,754	3,270
Increase in cash surrender value of BOLI	404	372	805	743
Mortgage banking income	428	138	539	368
Swap contract income	265	1,001	752	1,108
Employee retention credit income	—	—	—	3,452
Other income	12	11	635	22
	2,981	3,095	6,485	8,963
NON-INTEREST EXPENSES				
Salaries and employee benefits	16,746	14,398	34,307	29,375
Director and professional service fees	2,270	1,712	4,178	3,376
Occupancy and equipment expenses	1,461	1,272	2,797	2,647
Data processing expenses	2,325	1,722	4,320	3,439
Marketing and charitable contribution expenses	1,095	864	1,837	2,054
FDIC and state insurance assessments	633	937	994	1,629
General and administrative expenses	1,684	1,432	3,348	2,850
	26,214	22,337	51,781	45,370
INCOME BEFORE TAXES	11,822	8,455	23,962	20,436
INCOME TAXES	2,369	2,230	5,808	5,459
NET INCOME	$ 9,453	$ 6,225	$ 18,154	$ 14,977
Weighted average common shares outstanding, basic	39,289,271	N/A	39,490,552	N/A
Weighted average common shares outstanding, diluted	39,289,271	N/A	39,490,552	N/A
Earnings per share, basic	$ 0.24	$ N/A	0.46	$ N/A
Earnings per share, diluted	$ 0.24	$ N/A	0.46	$ N/A

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

NB Bancorp, Inc.
Consolidated Statements of Comprehensive Income
(Unaudited - Dollars in thousands)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2024	2023	2024	2023
NET INCOME	$ 9,453	$ 6,225	$ 18,154	$ 14,977
OTHER COMPREHENSIVE INCOME, NET OF TAX:				
Net change in fair value of available-for-sale securities	550	(1,003)	762	280
Net change in fair value of cash flow hedge	—	(36)	—	(231)
TOTAL OTHER COMPREHENSIVE INCOME, NET OF TAX:	550	(1,039)	762	49
TOTAL COMPREHENSIVE INCOME, NET OF TAX	$ 10,003	$ 5,186	$ 18,916	$ 15,026

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

NB Bancorp, Inc.
Consolidated Statements of Changes in Shareholders' Equity
(Unaudited - Dollars in thousands)

	For the Three Months Ended						
	Shares of Common Stock Outstanding	Common Stock	Additional Paid-In Capital	Unallocated Common Stock Held by ESOP	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
Balance, March 31, 2023	—	$ —	$ —	$ —	$365,100	$ (13,313)	$351,787
Net income	—	—	—	—	6,225	—	6,225
Other comprehensive income, net of tax	—	—	—	—	—	(1,039)	(1,039)
Balance, June 30, 2023	—	$ —	$ —	$ —	$371,325	$ (14,352)	$356,973
Balance, March 31, 2024	42,705,729	$ 427	$ 416,812	$ (46,590)	$374,874	$ (11,685)	$733,838
Net income	—	—	—	—	9,453	—	9,453
Other comprehensive income, net of tax	—	—	—	—	—	550	550
ESOP shares committed to be released (42,589 shares)	—	—	33	588	—	—	621
Balance, June 30, 2024	42,705,729	$ 427	$ 416,845	$ (46,002)	$384,327	$ (11,135)	$744,462

	For the Six Months Ended						
	Shares of Common Stock Outstanding	Common Stock	Additional Paid-In Capital	Unallocated Common Stock Held by ESOP	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
Balance, December 31, 2022	—	$ —	$ —	$ —	$358,466	$ (14,401)	$344,065
Adoption of ASU 2016-13	—	—	—	—	(2,118)	—	(2,118)
Net income	—	—	—	—	14,977	—	14,977
Other comprehensive loss, net of tax	—	—	—	—	—	49	49
Balance, June 30, 2023	—	$ —	$ —	$ —	$371,325	$ (14,352)	$356,973
Balance, December 31, 2023	42,705,729	$ 427	$ 417,030	$ (13,774)	$366,173	$ (11,897)	$757,959
Net income	—	—	—	—	18,154	—	18,154
Other comprehensive loss, net of tax	—	—	—	—	—	762	762
Net costs from stock offering and issuance of common shares	—	—	(225)	—	—	—	(225)
Purchase of common shares by the ESOP (2,416,458 shares)	—	—	—	(33,397)	—	—	(33,397)
ESOP shares committed to be released (84,709 shares)	—	—	40	1,169	—	—	1,209
Balance, June 30, 2024	42,705,729	$ 427	$ 416,845	$ (46,002)	$384,327	$ (11,135)	$744,462

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

NB Bancorp, Inc.
Consolidated Statements of Cash Flows
(Unaudited - Dollars in thousands)

	For the Six Months Ended June 30, 2024	June 30, 2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	$ 18,154	$ 14,977
Adjustments to reconcile net income to net cash from operating activities:		
Net accretion of available-for-sale securities	(138)	(230)
Amortization of core deposit intangible	74	74
Provision for credit losses	8,096	6,116
Loan hedge fair value adjustments, including amortization	55	79
Change in net deferred loan origination fees	102	2,878
Mortgage loans originated for sale	(2,759)	(1,937)
Proceeds from sale of mortgage loans held for sale	14,102	1,943
Gain on sale of mortgage loans	(161)	(6)
Depreciation and amortization expense	1,402	1,332
Increase in cash surrender values of BOLI	(805)	(743)
Deferred income tax benefit	(20)	(22)
ESOP expense	1,209	—
Changes in operating assets and liabilities:		
Accrued interest receivable	(1,723)	(1,926)
Prepaid expenses and other assets	(2,295)	(4,576)
Income tax refunds receivable	—	3,483
Accrued expenses and other liabilities	(23,004)	727
Accrued retirement liabilities	866	1,113
NET CASH PROVIDED BY OPERATING ACTIVITIES	13,155	23,282
CASH FLOWS FROM INVESTING ACTIVITIES		
Loan originations and purchases, net of repayments	(222,227)	(510,296)
Purchases of available-for-sale securities	(35,860)	(26,725)
Proceeds from maturities, calls and paydowns of available-for-sale securities	21,434	58,808
Redemptions (purchases) of Federal Home Loan Bank stock, net	9,791	(3,403)
Purchases of Federal Reserve stock, net	(1,010)	(1,331)
Recoveries of loans previously charged off	205	526
Net change in non-public investments	(2,201)	(1,076)
Purchases of banking premises and equipment	(1,161)	(1,970)
NET CASH USED IN INVESTING ACTIVITIES	(231,029)	(485,467)
CASH FLOWS FROM FINANCING ACTIVITIES		
Net change in deposits	530,557	374,928
Net costs from stock offering and issuance of common shares	(225)	—
Purchase of common shares held by ESOP	(33,397)	—
Net change in mortgagors' escrow accounts	(207)	(323)
Increase (decrease) in FHLB borrowings, net	(222,503)	44,555
NET CASH PROVIDED BY FINANCING ACTIVITIES	274,225	419,160
NET CHANGE IN CASH AND CASH EQUIVALENTS	56,351	(43,025)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	272,591	156,545
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 328,942	$ 113,520
Supplemental disclosure of cash paid during the period for:		
Interest	$ 58,913	$ 33,716
Income taxes	$ 11,092	$ 1,995
Supplemental disclosure of non-cash transactions:		
Cumulative effect adjustment of adoption of ASC 326, net of income taxes	$ —	$ 2,118
Unrealized gains on available-for-sale securities	1,036	350
Unrealized holding losses on cash flow hedge	—	(321)
Mortgage loans transferred to loans held for sale	11,182	—

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

NB Bancorp, Inc.
Notes to Unaudited Consolidated Financial Statements

Note 1 – Conversion

Effective December 27, 2023, NB Financial, MHC (the "MHC"), the former mutual holding company of Needham Bank (the "Bank") and the predecessor to, NB Bancorp, Inc. (the "Company"), consummated its mutual to stock conversion and the Company consummated its related stock offering. In the offering, the Company sold 40,997,500 shares of common stock, par value $0.01 per share, at a per share price of $10.00 for gross offering proceeds of $410.0 million. Additionally, the Company contributed 1,708,229 shares and $2.0 million in cash to the Needham Bank Charitable Foundation (the "Foundation"). The shares of the Company's common stock sold in the offering began trading on The Nasdaq Capital Market on December 28, 2023 under the symbol "NBBK."

In connection with the conversion, liquidation accounts were established by the Company and the Bank in an aggregate amount equal to (i) the MHC's ownership interest in the shareholders' equity of NB Financial, Inc. as of the date of the latest statement of financial condition included in the Company's definitive prospectus dated October 12, 2023, plus (ii) the value of the net assets of the MHC as of the date of the MHC's latest statement of financial condition before the consummation of the Conversion (excluding the MHC's ownership interest in NB Financial, Inc.).

Each eligible account holder and supplemental eligible account holder is entitled to a proportionate share of the liquidation accounts in the unlikely event of a liquidation of (i) the Company and the Bank or (ii) the Bank, and only in such events. This share will be reduced if the eligible account holder's or supplemental account holder's deposit balance falls below the amounts on the date of record and will cease to exist if the account is closed. The liquidation account will never be increased despite any increase after conversion in the related deposit balance.

The Bank may not pay a dividend on its capital stock if the effect thereof would cause retained earnings to be reduced below the liquidation account amount or regulatory capital requirements.

Note 2 – Basis of Presentation

The Company's accompanying unaudited consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP") for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, certain information and footnote disclosures normally included in consolidated financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. The consolidated financial statements of NB Bancorp, Inc. (referred to herein as the "Company," "we," "us," or "our") include the balances and results of operations of the Company and the Bank, its wholly-owned subsidiary, as well as the Bank's wholly-owned subsidiaries, Needco-op Investment Corporation, Inc., 1892 Investments LLC and Eaton Square Realty LLC. Intercompany transactions and balances are eliminated in consolidation.

In the opinion of management, the accompanying unaudited consolidated financial statements contain all adjustments necessary to present fairly the Company's financial position as of June 30, 2024 and the results of operations and cash flows for the interim periods ended June 30, 2024 and 2023. All interim amounts have not been audited, and the results of operations for the interim periods herein are not necessarily indicative of the results of operations to be expected for the fiscal year.

The accompanying unaudited consolidated financial statements should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2023 and accompanying notes thereto included in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission.

The Company qualifies as an emerging growth company ("EGC") under the Jumpstart Our Business Startups Act of 2012 and has elected to defer the adoption of new or revised accounting standards until the nonpublic company effective dates. As such, the Company will adopt standards on the nonpublic company effective dates until such time that we no longer qualify as an EGC.

Certain previously reported amounts have been reclassified to conform to the current period's presentation.

Subsequent events are events or transactions that occur after the balance sheet date but before consolidated financial statements are issued. Recognized subsequent events are events or transactions that provide additional evidence about conditions that existed at the date of the consolidated balance sheet, including the estimates inherent in the process of preparing consolidated financial statements. Non-recognized subsequent events are events that provide evidence about conditions that did not exist at the date of the consolidated balance sheet but arose after that date.

Note 3 –Securities

The Company's available-for-sale securities are carried at fair value. For available-for-sale securities in an unrealized loss position, management will first evaluate whether there is intent to sell, or if it is more likely than not that the Company will be required to sell a security prior to anticipated recovery of its amortized cost basis. If either of these criteria are met, the Company will record a write-down of the security's amortized cost basis to fair value through income. For those available-for-sale securities which do not meet the intent or requirement to sell criteria, management will evaluate whether the decline in fair value is a result of credit related matters or other factors. In performing this assessment, management considers the creditworthiness of the issuer including whether the security is guaranteed by the U.S. Federal Government or other government agency, the extent to which fair value is less than amortized cost, and changes in credit rating during the period, among other factors. If this assessment indicates the existence of credit losses, the security will be written down to fair value, as determined by a discounted cash flow analysis. To the extent the estimated cash flows do not support the amortized cost, the deficiency is considered to be due to credit loss and is recognized in earnings.

Changes in the allowance for credit losses are recorded as a provision for (or reversal of) credit loss expense. Losses are charged against the allowance when the uncollectibility of a security is confirmed, or when either of the aforementioned criteria surrounding intent or requirement to sell have been met.

Securities have been classified on the consolidated balance sheets according to management's intent. The following tables summarize the amortized cost, allowance for credit losses, and fair value of securities and their corresponding amounts of unrealized gains and losses at the dates indicated:

June 30, 2024	Amortized Cost	Unrealized Gain	Unrealized Loss	Allowance for Credit Losses	Fair Value
			(in thousands)		
Available-for-Sale Debt Securities:					
U.S. Treasury securities	$ 79,900	$ 1	$ (2,062)	$ —	$ 77,839
U.S. Government agencies	3,998	1	—	—	3,999
Agency mortgage-backed securities	12,562	1	(1,912)	—	10,651
Agency collateralized mortgage obligations	2,694	—	(586)	—	2,108
Corporate bonds	102,228	13	(8,317)	—	93,924
Municipal obligations	17,451	—	(907)	—	16,544
Total	$ 218,833	$ 16	$ (13,784)	$ —	$ 205,065

December 31, 2023	Amortized Cost	Unrealized Gain	Unrealized Loss	Allowance for Credit Losses	Fair Value
			(in thousands)		
Available-for-Sale Debt Securities:					
U.S. Treasury securities	$ 66,874	$ 27	$ (2,549)	$ —	$ 64,352
Agency mortgage-backed securities	13,154	5	(1,729)	—	11,430
Agency collateralized mortgage obligations	2,987	—	(569)	—	2,418
Corporate bonds	101,244	5	(9,014)	—	92,235
Municipal obligations	20,010	—	(980)	—	19,030
Total	$ 204,269	$ 37	$ (14,841)	$ —	$ 189,465

The Company did not record a provision for estimated credit losses on any available-for-sale securities for the three and six months ended June 30, 2024. Excluded from the table above is accrued interest on available-for-sale securities of $1.5 million at June 30, 2024 and December 31, 2023, which is included within accrued interest receivable on the consolidated balance sheets. Additionally, the Company did not record any write-offs of accrued interest income on available-for-sale securities for the three and six months ended June 30, 2024. No securities held by the Company were delinquent on contractual payments at June 30, 2024, nor were any securities placed on non-accrual status for the three and six months then ended.

The following is a summary of actual maturities of certain available-for-sale securities as of June 30, 2024. The amortized cost and fair values are based on the contractual maturity dates. Actual maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without penalty. Agency mortgage-backed securities and collateralized mortgage obligations are presented as separate lines as paydowns are expected to occur before contractual maturity dates.

	Available-for-Sale	
	Amortized Cost	Fair Value
	(in thousands)	
Within one year	$ 66,063	$ 65,763
Over one year to five years	100,023	94,168
Over five years to ten years	37,491	32,375
	203,577	192,306
Agency mortgage-backed securities	12,562	10,651
Agency collateralized mortgage obligations	2,694	2,108
	$ 218,833	$ 205,065

When securities are sold, the adjusted cost of the specific security sold is used to compute the gain or loss on the sale. There were no sales of securities during the three and six months ended June 30, 2024 and 2023.

The carrying value of securities pledged to secure borrowings from the Federal Reserve Bank was $48.4 million and $49.6 million as of June 30, 2024 and December 31, 2023, respectively.

The following tables present fair value and gross unrealized losses, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, as of the dates stated.

		Less than 12 Months		12 Months or More		Total	
		(Dollars in thousands)					
June 30, 2024	Number of Securities	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value
U. S. Treasuries	17	$ (20)	$32,914	$ (2,042)	$ 34,941	$ (2,062)	$ 67,855
Agency mortgage-backed securities	18	—	—	(1,912)	10,390	(1,912)	10,390
Agency collateralized mortgage obligations	5	—	—	(586)	2,108	(586)	2,108
Corporate bonds	32	(1,218)	8,782	(7,099)	73,130	(8,317)	81,912
Municipal obligations	11	(168)	1,831	(739)	14,713	(907)	16,544
Total	83	$ (1,406)	$43,527	$ (12,378)	$135,282	$ (13,784)	$178,809

		Less than 12 Months		12 Months or More		Total	
		(Dollars in thousands)					
December 31, 2023	Number of Securities	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value
U.S. Treasury securities	15	$ (95)	$ 7,884	$ (2,454)	$ 46,515	$ (2,549)	$ 54,399
Agency mortgage-backed securities	18	—	—	(1,729)	11,124	(1,729)	11,124
Agency collateralized mortgage obligations	5	—	—	(569)	2,418	(569)	2,418
Corporate bonds	33	(1,135)	6,866	(7,879)	78,365	(9,014)	85,231
Municipal obligations	13	(181)	1,819	(799)	17,211	(980)	19,030
Total	84	$ (1,411)	$16,569	$ (13,430)	$155,633	$ (14,841)	$172,202

Management evaluates securities for expected credit losses at least on a quarterly basis, and more frequently when economic or market concerns warrant such evaluation.

Included in corporate bonds are investments in senior and subordinated debt of banks and bank holding companies, some of which do not have investment ratings.

At June 30, 2024, available-for-sale debt securities had unrealized losses with aggregate depreciation of 8.4%, from the Company's amortized cost basis. These unrealized losses relate to changes in market interest rates since acquiring the securities. As management has the intent and ability to hold debt securities until maturity or cost recovery, no allowance for credit losses on securities is deemed necessary as of June 30, 2024.

Note 4 – Loans Receivable, Allowance for Credit Losses and Credit Quality

Loans Receivable

Loans that management has the intent and ability to hold for the foreseeable future or until loan maturity or pay-off are reported as held-for-investment at their outstanding principal balance adjusted for any charge-offs and net of any deferred fees (including purchase accounting adjustments) and origination costs (collectively referred to as "amortized cost"). For originated loans, loan fees and certain direct origination costs are deferred and amortized into interest income over the contractual life of the loan using the level-yield method. When a loan is paid off, the unamortized portion is recognized in interest income. Loans are generally placed into nonaccrual status when they are past due 90 days or more as to either principal or interest or when, in the opinion of management, the collection of principal and/or interest is in doubt. A loan remains in nonaccrual status until the loan is current as to payment of both principal and interest or past due less than 90 days and the borrower demonstrates the ability to pay and remain current. When cash payments are received, they are applied to principal first, then to accrued interest. It is the Company's policy not to record interest income on nonaccrual loans until principal has become current. In certain instances, accruing loans that are past due 90 days or more as to principal or interest may not go on nonaccrual status if the Company determines that the loans are well-secured and are in the process of collection.

Allowance for Credit Losses

The Allowance for Credit Losses ("ACL") represents management's best estimate of credit losses over the remaining life of the loan portfolio. Loans are charged-off against the ACL when management believes the loan balance is no longer collectible. This determination is made based on management's review of specific facts and circumstances of the individual loan, including the expected cash flows to repay the loan, the value of the collateral and the ability and willingness of any guarantors to perform. Subsequent recoveries of previously charged-off amounts are recorded as increases to the ACL. The provision for credit losses on loans is an amount sufficient to bring the ACL to an estimated balance that management considers adequate to absorb lifetime expected losses in the Company's held-for-investment loan portfolio. The ACL is a valuation account that is deducted from the loans' amortized cost basis to present the net amount expected to be collected on the loans.

Management's determination of the adequacy of the ACL under *FASB ASC 326 – Financial Instruments – Credit Losses* is based on an evaluation of the composition of the loan portfolio, current economic conditions, historical loan loss experience, reasonable and supportable forecasts, and other risk factors. The Company uses a third-party Current Expected Credit Loss ("CECL") model as part of its estimation of the ACL on a quarterly basis. Loans with similar risk characteristics are collectively assessed within pools (or segments). Loss estimates within the collectively assessed population are based on a combination of pooled assumptions and loan-level characteristics. The Company has determined that using federal call codes is an appropriate loan segmentation methodology, as it is generally based on risk characteristics of a loan's underlying collateral. Using federal call codes also allows the Company to utilize and assess publicly available external information when developing its estimate of the ACL.

The weighted average remaining maturity ("WARM") method is the primary credit loss estimation methodology used by the Company and involves estimating future cash flows and expected credit losses for pools of loans using their expected remaining weighted average life.

In applying future economic forecasts, the Company utilizes a forecast period of up to two years. Historical loss rates used in the quantitative model are primarily derived using both the Bank's data, supplemented with peer bank data obtained from publicly available sources. Management also considers qualitative adjustments when estimating credit losses to take into account the model's quantitative limitations. Qualitative adjustments to quantitative loss factors, either negative or positive, may include considerations of economic conditions, volume and severity of past due loans, value of underlying collateral, experience, depth, and ability of management, and concentrations of credit.

For those loans that do not share similar risk characteristics, the Company evaluates the ACL needs on an individual (or loan by loan) basis. This population of individually evaluated loans (or loan relationships with the same primary source of repayment) is determined on a quarterly basis and consists of loans with a risk rating of substandard or worse, a balance exceeding $500,000, and loan terms differing significantly from other pooled loans. In accordance with the Company's policy, non-accrual residential real estate loans that are well secured (loan-to-value <75%) are not considered to warrant a downgrade to substandard risk rating and are therefore excluded from individually evaluated loans.

Measurement of credit loss is based on the expected future cash flows of an individually evaluated loan, discounted at the loan's effective interest rate, or measured on an observable market value, if one exists, or the estimated market value of the collateral underlying the loan, discounted to consider estimated costs to sell the collateral for collateral-dependent loans. If the net value is less than the loan's amortized cost, a specific reserve in the ACL is recorded, which is charged-off in the period when management believes the loan balance is no longer collectible.

In the ordinary course of business, the Company enters into commitments to extend credit. Such financial instruments are recorded in the consolidated financial statements when they are funded. The credit risk associated with these commitments is evaluated in a manner similar to the ACL on loans. The reserve for unfunded commitments is included in other liabilities on the consolidated balance sheets.

Loans consist of the following as of the dates stated:

	June 30, 2024		December 31, 2023	
	Amount	Percent	Amount	Percent
	(Dollars in thousands)			
One-to-four-family residential	$ 1,118,698	27.27 %	$ 1,097,486	28.18 %
Home equity	105,698	2.58 %	97,270	2.50 %
Total residential real estate	1,224,396	29.85 %	1,194,756	30.68 %
Commercial real estate	1,224,211	29.84 %	1,169,859	30.05 %
Multi-family residential	267,544	6.52 %	209,982	5.39 %
Total commercial real estate	1,491,755	36.36 %	1,379,841	35.44 %
Construction and land development	576,330	14.05 %	622,823	15.99 %
Commercial and industrial	586,332	14.29 %	491,918	12.63 %
Total commercial	2,654,417	64.70 %	2,494,582	64.06 %
Consumer, net of premium/discount	223,497	5.45 %	204,871	5.26 %
Total loans	4,102,310	100.00 %	3,894,209	100.00 %
Deferred fees, net	(5,032)		(4,930)	
Allowance for credit losses	(37,857)		(32,222)	
Net loans	$ 4,059,421		$ 3,857,057	

Included in the above are approximately $415.2 million and $365.9 million in loans to borrowers in the cannabis industry at June 30, 2024 and December 31, 2023, respectively. Of that total, $252.7 million and $207.7 million were direct loans to cannabis companies and were collateralized by real estate at June 30, 2024 and December 31, 2023, respectively. For the two most recent reporting periods ended December 31, 2023 and March 31, 2024, the Company disclosed loans to borrowers in the cannabis industry of $320.5 million and $334.3 million, respectively. Based on revised classifications, the amount of loans to borrowers in the cannabis industry at December 31, 2023 and March 31, 2024 was $365.9 million and $373.4 million, respectively. The reclassification did not have a significant impact on the calculation of the allowance for credit losses.

During the three months ended June 30, 2024 and 2023, the Company purchased approximately $14.1 million and $20.6 million of consumer loan pools, respectively. During the six months ended June 30, 2024 and 2023, the Company purchased approximately $19.6 million and $25.6 million of consumer loan pools, respectively. The loans purchased during the three and six months ended June 30, 2024 and 2023 included loan pools collateralized by boats, recreational vehicles, automobiles and solar panels. The outstanding balances of these consumer purchased loan pools, shown net of premium (discount) are as follows as of the dates stated:

	June 30, 2024		
	Gross Loan	Premium (Discount)	Net Loan
		(in thousands)	
Student loans	$ 7,919	$ 45	$ 7,964
Boat and RV loans	53,038	1,269	54,307
Automobile loans	31,036	—	31,036
Solar panel loans	58,425	(5,255)	53,170
Home improvement loans	48,532	(20)	48,512
Total	$ 198,950	$ (3,961)	$ 194,989

	December 31, 2023		
	Gross Loan	Premium (Discount)	Net Loan
		(in thousands)	
Student loans	$ 8,989	$ 49	$ 9,038
Boat and RV loans	58,483	1,422	59,905
Automobile loans	14,662	—	14,662
Solar panel loans	61,430	(5,443)	55,987
Home improvement loans	53,220	(26)	53,194
Total	$ 196,784	$ (3,998)	$ 192,786

The carrying value of loans pledged to secure advances from the FHLB were $1.25 billion and $1.24 billion as of June 30, 2024 and December 31, 2023, respectively.

The following table presents the aging of the amortized cost of loans receivable by loan category as of the date stated:

	June 30, 2024					
	Current Loans	30-59 Days Past Due	60-89 Days Past Due	90 Days or More Past Due Still Accruing	Nonaccrual	Total Loans
			(in thousands)			
Real estate loans:						
One-to-four-family residential	$ 1,111,200	$ 2,804	$ 443	$ —	$ 4,251	$ 1,118,698
Home equity	104,386	611	65	—	636	105,698
Commercial real estate	1,213,039	4,116	—	—	7,056	1,224,211
Multi-family residential	267,544	—	—	—	—	267,544
Construction and land development	574,094	—	—	—	2,236	576,330
Commercial and industrial	581,359	398	—	—	4,575	586,332
Consumer	217,954	2,582	987	—	1,974	223,497
Total	$ 4,069,576	$ 10,511	$ 1,495	$ —	$ 20,728	$ 4,102,310

	December 31, 2023					
	Current Loans	30-59 Days Past Due	60-89 Days Past Due	90 Days or More Past Due Still Accruing	Nonaccrual	Total Loans
	(in thousands)					
Real estate loans:						
One-to-four-family residential	$ 1,091,483	$ 1,903	$ —	$ —	$ 4,100	$ 1,097,486
Home equity	96,327	288	65	—	590	97,270
Commercial real estate	1,166,702	2,735	—	—	422	1,169,859
Multi-family residential	209,982	—	—	—	—	209,982
Construction and land development	622,813	—	—	—	10	622,823
Commercial and industrial	487,777	2	1	—	4,138	491,918
Consumer	198,450	3,928	955	—	1,538	204,871
Total	$ 3,873,534	$ 8,856	$ 1,021	$ —	$ 10,798	$ 3,894,209

The following table presents the amortized cost of nonaccrual loans receivable by loan category as of the dates stated:

	June 30, 2024			December 31, 2023		
	Nonaccrual Loans with No ACL	Nonaccrual Loans with an ACL	Total Nonaccrual Loans	Nonaccrual Loans with No ACL	Nonaccrual Loans with an ACL	Total Nonaccrual Loans
	(In thousands)					
Real estate loans:						
One-to-four-family residential	$ 4,251	$ —	$ 4,251	$ 4,100	$ —	$ 4,100
Home equity	636	—	636	590	—	590
Commercial real estate	893	6,163	7,056	422	—	422
Multi-family residential	—	—	—	—	—	—
Construction and land development	2,236	—	2,236	10	—	10
Commercial and industrial	813	3,762	4,575	376	3,762	4,138
Consumer	1,974	—	1,974	1,538	—	1,538
Total	$ 10,803	$ 9,925	$ 20,728	$ 7,036	$ 3,762	$ 10,798

During the three and six months ended June 30, 2024, the Company reversed $149,000 of interest income for loans that were placed on non-accrual. During the three and six months ended June 30, 2023, the Company did not reverse any interest income for loans that were placed on non-accrual.

Credit Quality Information

The Company utilizes a nine-grade internal rating system for all loans, except consumer loans, which are not risk rated, as follows:

Loans rated 1-5: Loans in these categories are considered “pass” rated loans with low to average risk.

Loans rated 6: Loans in this category are considered “special mention”. These loans are starting to show signs of potential weakness and are being closely monitored by management.

Loans rated 7: Loans in this category are considered “substandard”. Generally, a loan is considered substandard if it is inadequately protected by the current net worth and paying capacity of the obligors and/or the collateral pledged. There is a distinct possibility that the Company will sustain some loss if the weakness is not corrected. Non-accrual residential real estate loans that are well secured (LTV<75%) are not considered to warrant a downgrade to a substandard risk rating.

Loans rated 8: Loans in this category are considered "doubtful". Loans classified as doubtful have all the weaknesses inherent in those classified as substandard with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, highly questionable and improbable.

Loans rated 9: Loans in this category are considered uncollectible ("loss") and of such little value that their continuance as loans is not warranted.

On an annual basis, or more often if needed, the Company reviews the accuracy of risk ratings for all commercial real estate, construction and land development loans, and commercial and industrial loans based on various ongoing performance characteristics and supporting information that is provided from time to time by commercial borrowers. Annually, the Company engages an independent third-party to review a significant portion of loans within these segments. Management uses the results of these reviews as part of its annual review process.

The following table presents the amortized cost of loans receivable by internal risk grade by year of origination as of June 30, 2024. Also presented are current period gross charge-offs by loan type and vintage year for the three months ended June 30, 2024:

		Term Loans Amortized Cost Basis by Origination Year (in thousands)							
	Risk Rating	2024	2023	2022	2021	2020	Prior	Revolving Loans	Total
One-to-Four-Family Residential									
Grade:									
Pass	1-5	$ 54,666	$ 149,209	$ 265,524	$ 252,733	$ 124,224	$ 241,924	$ 29,463	$ 1,117,743
Special Mention	6	—	—	—	—	—	—	—	—
Substandard	7	—	—	—	—	—	881	74	955
Doubtful	8	—	—	—	—	—	—	—	—
Loss	9	—	—	—	—	—	—	—	—
Loans not formally risk rated [1]		—	—	—	—	—	—	—	—
Total		$ 54,666	$ 149,209	$ 265,524	$ 252,733	$ 124,224	$ 242,805	$ 29,537	$ 1,118,698
Current period gross charge-offs		$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ —
Home Equity									
Grade:									
Pass	1-5	$ —	$ —	$ —	$ —	$ —	$ 65	$ 105,633	$ 105,698
Special Mention	6	—	—	—	—	—	—	—	—
Substandard	7	—	—	—	—	—	—	—	—
Doubtful	8	—	—	—	—	—	—	—	—
Loss	9	—	—	—	—	—	—	—	—
Loans not formally risk rated [1]		—	—	—	—	—	—	—	—
Total		$ —	$ —	$ —	$ —	$ —	$ 65	$ 105,633	$ 105,698
Current period gross charge-offs		$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ —
Commercial Real Estate									
Grade:									
Pass	1-5	$ 8,484	$ 395,409	$ 326,053	$ 59,011	$ 102,176	$ 257,669	$ 63,111	$ 1,211,913
Special Mention	6	—	—	—	—	—	5,242	—	5,242
Substandard	7	—	—	474	—	—	6,582	—	7,056
Doubtful	8	—	—	—	—	—	—	—	—
Loss	9	—	—	—	—	—	—	—	—
Loans not formally risk rated [1]		—	—	—	—	—	—	—	—
Total		$ 8,484	$ 395,409	$ 326,527	$ 59,011	$ 102,176	$ 269,493	$ 63,111	$ 1,224,211
Current period gross charge-offs		$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ —
Multi-Family									
Grade:									
Pass	1-5	$ —	$ 7,573	$ 91,849	$ 71,821	$ 36,339	$ 54,724	$ 5,238	$ 267,544
Special Mention	6	—	—	—	—	—	—	—	—
Substandard	7	—	—	—	—	—	—	—	—
Doubtful	8	—	—	—	—	—	—	—	—
Loss	9	—	—	—	—	—	—	—	—
Loans not formally risk rated [1]		—	—	—	—	—	—	—	—
Total		$ —	$ 7,573	$ 91,849	$ 71,821	$ 36,339	$ 54,724	$ 5,238	$ 267,544
Current period gross charge-offs		$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ —

Construction and Land Development									
Grade:									
Pass	1-5	$ 74,051	$ 208,722	$ 249,254	$ 31,822	$ 6,767	$ 3,478	$ —	$ 574,094
Special Mention	6	—	—	—	—	—	—	—	—
Substandard	7	—	—	2,226	—	—	—	—	2,226
Doubtful	8	—	—	—	—	—	10	—	10
Loss	9	—	—	—	—	—	—	—	—
Loans not formally risk rated [1]		—	—	—	—	—	—	—	—
Total		$ 74,051	$ 208,722	$ 251,480	$ 31,822	$ 6,767	$ 3,488	$ —	$ 576,330
Current period gross charge-offs		$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ —
Commercial and Industrial									
Grade:									
Pass	1-5	$ 29,913	$ 64,442	$ 78,003	$ 43,649	$ 7,226	$ 16,131	$ 336,580	$ 575,944
Special Mention	6	—	—	—	—	1,037	—	194	1,231
Substandard	7	—	—	—	—	354	4,217	4,586	9,157
Doubtful	8	—	—	—	—	—	—	—	—
Loss	9	—	—	—	—	—	—	—	—
Loans not formally risk rated [1]		—	—	—	—	—	—	—	—
Total		$ 29,913	$ 64,442	$ 78,003	$ 43,649	$ 8,617	$ 20,348	$ 341,360	$ 586,332
Current period gross charge-offs		$ —	$ —	$ —	$ 22	$ —	$ —	$ —	$ 22
Consumer									
Grade:									
Pass	1-5	$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ —
Special Mention	6	—	—	—	—	—	—	—	—
Substandard	7	—	—	—	—	—	—	—	—
Doubtful	8	—	—	—	—	—	—	—	—
Loss	9	—	—	—	—	—	—	—	—
Loans not formally risk rated [1]		31,469	34,358	74,483	52,672	9,879	18,786	1,850	223,497
Total		$ 31,469	$ 34,358	$ 74,483	$ 52,672	$ 9,879	$ 18,786	$ 1,850	$ 223,497
Current period gross charge-offs		$ —	$ 87	$ 319	$ 473	$ 39	$ 1	$ 5	$ 924
Total Loans									
Grade:									
Pass	1-5	$ 167,114	$ 825,355	$ 1,010,683	$ 459,036	$ 276,732	$ 573,991	$ 540,025	$ 3,852,936
Special Mention	6	—	—	—	—	1,037	5,242	194	6,473
Substandard	7	—	—	2,700	—	354	11,680	4,660	19,394
Doubtful	8	—	—	—	—	—	10	—	10
Loss	9	—	—	—	—	—	—	—	—
Loans not formally risk rated [1]		31,469	34,358	74,483	52,672	9,879	18,786	1,850	223,497
Total		$ 198,583	$ 859,713	$ 1,087,866	$ 511,708	$ 288,002	$ 609,709	$ 546,729	$ 4,102,310
Current period gross charge-offs		$ —	$ 87	$ 319	$ 495	$ 39	$ 1	$ 5	$ 946

(1) Consumer loans are not formally risk rated and included $2.0 million of loans on non-accrual as of June 30, 2024.

The following table presents the amortized cost of loans receivable by internal risk grade by year of origination as of December 31, 2023. Also presented are current period gross charge-offs by loan type and vintage year for the three months ended December 31, 2023:

		Term Loans Amortized Cost Basis by Origination Year (in thousands)							
	Risk Rating	2023	2022	2021	2020	2019	Prior	Revolving Loans	Total
One-to-Four-Family Residential									
Grade:									
Pass	1-5	$ 152,802	$ 272,447	$ 256,666	$ 128,181	$ 78,739	$ 174,586	$ 33,088	$ 1,096,509
Special Mention	6	—	—	—	—	—	—	—	—
Substandard	7	—	—	—	—	—	898	79	977
Doubtful	8	—	—	—	—	—	—	—	—
Loss	9	—	—	—	—	—	—	—	—
Loans not formally risk rated [1]		—	—	—	—	—	—	—	—
Total		$ 152,802	$ 272,447	$ 256,666	$ 128,181	$ 78,739	$ 175,484	$ 33,167	$ 1,097,486
Current period gross charge-offs		$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ —
Home Equity									
Grade:									
Pass	1-5	$ —	$ —	$ —	$ —	$ —	$ 69	$ 97,201	$ 97,270
Special Mention	6	—	—	—	—	—	—	—	—
Substandard	7	—	—	—	—	—	—	—	—
Doubtful	8	—	—	—	—	—	—	—	—
Loss	9	—	—	—	—	—	—	—	—
Loans not formally risk rated [1]		—	—	—	—	—	—	—	—
Total		$ —	$ —	$ —	$ —	$ —	$ 69	$ 97,201	$ 97,270
Current period gross charge-offs		$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ —
Commercial Real Estate									
Grade:									
Pass	1-5	$ 380,858	$ 319,868	$ 59,555	$ 102,791	$ 99,316	$ 165,670	$ 29,904	$ 1,157,962
Special Mention	6	—	—	—	—	6,183	5,714	—	11,897
Substandard	7	—	—	—	—	—	—	—	—
Doubtful	8	—	—	—	—	—	—	—	—
Loss	9	—	—	—	—	—	—	—	—
Loans not formally risk rated [1]		—	—	—	—	—	—	—	—
Total		$ 380,858	$ 319,868	$ 59,555	$ 102,791	$ 105,499	$ 171,384	$ 29,904	$ 1,169,859
Current period gross charge-offs		$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ —
Multi-Family									
Grade:									
Pass	1-5	$ 7,583	$ 101,550	$ 22,358	$ 21,671	$ 42,776	$ 14,044	$ —	$ 209,982
Special Mention	6	—	—	—	—	—	—	—	—
Substandard	7	—	—	—	—	—	—	—	—
Doubtful	8	—	—	—	—	—	—	—	—
Loss	9	—	—	—	—	—	—	—	—
Loans not formally risk rated [1]		—	—	—	—	—	—	—	—
Total		$ 7,583	$ 101,550	$ 22,358	$ 21,671	$ 42,776	$ 14,044	$ —	$ 209,982
Current period gross charge-offs		$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ —
Construction and Land Development									
Grade:									
Pass	1-5	$ 157,380	$ 305,558	$ 127,720	$ 20,929	$ 10,333	$ —	$ 893	$ 622,813
Special Mention	6	—	—	—	—	—	—	—	—
Substandard	7	—	—	—	—	—	—	—	—
Doubtful	8	—	—	—	—	—	10	—	10
Loss	9	—	—	—	—	—	—	—	—
Loans not formally risk rated [1]		—	—	—	—	—	—	—	—
Total		$ 157,380	$ 305,558	$ 127,720	$ 20,929	$ 10,333	$ 10	$ 893	$ 622,823
Current period gross charge-offs		$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ —
Commercial and Industrial									
Grade:									
Pass	1-5	$ 58,678	$ 88,286	$ 45,960	$ 8,080	$ 3,038	$ 16,178	$ 262,506	$ 482,726
Special Mention	6	—	—	250	—	—	475	—	725
Substandard	7	—	—	—	—	119	3,762	4,586	8,467
Doubtful	8	—	—	—	—	—	—	—	—
Loss	9	—	—	—	—	—	—	—	—
Loans not formally risk rated [1]		—	—	—	—	—	—	—	—
Total		$ 58,678	$ 88,286	$ 46,210	$ 8,080	$ 3,157	$ 20,415	$ 267,092	$ 491,918
Current period gross charge-offs		$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ —

Consumer									
Grade:									
Pass	1-5	$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ —
Special Mention	6	—	—	—	—	—	—	—	—
Substandard	7	—	—	—	—	—	—	—	—
Doubtful	8	—	—	—	—	—	—	—	—
Loss	9	—	—	—	—	—	—	—	—
Loans not formally risk rated [1]		36,453	83,720	53,404	9,826	10,896	8,700	1,872	204,871
Total		$ 36,453	$ 83,720	$ 53,404	$ 9,826	$ 10,896	$ 8,700	$ 1,872	$ 204,871
Current period gross charge-offs		$ 42	$ 572	$ 585	$ 228	$ 72	$ 18	$ 1	$ 1,518
Total Loans									
Grade:									
Pass	1-5	$ 757,301	$ 1,087,709	$ 512,259	$ 281,652	$ 234,202	$ 370,547	$ 423,592	$ 3,667,262
Special Mention	6	—	—	250	—	6,183	6,189	—	12,622
Substandard	7	—	—	—	—	119	4,660	4,665	9,444
Doubtful	8	—	—	—	—	—	10	—	10
Loss	9	—	—	—	—	—	—	—	—
Loans not formally risk rated [1]		36,453	83,720	53,404	9,826	10,896	8,700	1,872	204,871
Total		$ 793,754	$ 1,171,429	$ 565,913	$ 291,478	$ 251,400	$ 390,106	$ 430,129	$ 3,894,209
Current period gross charge-offs		$ 42	$ 572	$ 585	$ 228	$ 72	$ 18	$ 1	$ 1,518

(1) Consumer loans are not formally risk rated and included $1.5 million of loans on non-accrual as of December 31, 2023.

The following table presents an analysis of the change in the ACL by major loan segment for the periods stated:

	For the Three Months Ended June 30, 2024								
	One-to-Four Family Residential	Home Equity	Commercial Real Estate	Multi-Family	Construction and Land Development	Commercial and Industrial	Consumer	Unallocated	Total
					(in thousands)				
Balance at March 31, 2024	$ 1,937	$ 129	$ 6,045	$ 578	$ 5,734	$ 10,979	$ 8,904	$ —	$ 34,306
Provision for (release of) credit losses	23	8	996	(96)	702	1,486	1,310		4,429
Charge-offs	—	—	—	—	—	(22)	(924)	—	(946)
Recoveries of loans previously charged-off	—	—	—	—	—	14	54	—	68
Balance at June 30, 2024	$ 1,960	$ 137	$ 7,041	$ 482	$ 6,436	$ 12,457	$ 9,344	$ —	$ 37,857

	For the Six Months Ended June 30, 2024								
	One-to-Four Family Residential	Home Equity	Commercial Real Estate	Multi-Family	Construction and Land Development	Commercial and Industrial	Consumer	Unallocated	Total
					(in thousands)				
Balance at December 31, 2023	$ 1,835	$ 117	$ 5,698	$ 378	$ 7,630	$ 10,878	$ 5,686	$ —	$ 32,222
Provision for (release of) credit losses	125	20	1,343	104	(1,194)	1,919	6,002		8,319
Charge-offs	—	—	—	—	—	(391)	(2,498)	—	(2,889)
Recoveries of loans previously charged-off	—	—	—	—	—	51	154	—	205
Balance at June 30, 2024	$ 1,960	$ 137	$ 7,041	$ 482	$ 6,436	$ 12,457	$ 9,344	$ —	$ 37,857

	For the Three Months Ended June 30, 2023								
	One to Four Family Residential	Home Equity	Commercial Real Estate	Multi-Family	Construction and Land Development	Commercial and Industrial	Consumer	Unallocated	Total
					(in thousands)				
Balance at March 31, 2023	$ 3,378	$ 295	$ 7,458	$ 843	$ 3,547	$ 10,481	$ 1,929	$ —	$ 27,931
Provision for (release of) credit losses	131	24	1,364	(40)	171	1,834	474	—	3,958
Charge offs	—	—	—	—	—	—	(633)	—	(633)
Recoveries of loans previously charged off	—	—	—	—	—	12	205	—	217
Balance at June 30, 2023	$ 3,509	$ 319	$ 8,822	$ 803	$ 3,718	$ 12,327	$ 1,975	$ —	$ 31,473

	For the Six Months Ended June 30, 2023								
	One to Four Family Residential	Home Equity	Commercial Real Estate	Multi-Family	Construction and Land Development	Commercial and Industrial	Consumer	Unallocated	Total
					(in thousands)				
Balance at December 31, 2022	$ 3,485	$ 258	$ 5,785	$ 753	$ 3,846	$ 8,255	$ 1,403	$ 1,243	$ 25,028
Adjustment to allowance for adoption of ASU 2016-13	266	13	822	—	(246)	932	615	(1,243)	1,159
Provision for (release of) credit losses	(242)	48	2,215	50	118	3,116	725	—	6,030
Charge offs	—	—	—	—	—	—	(1,270)	—	(1,270)
Recoveries of loans previously charged off	—	—	—	—	—	24	502	—	526
Balance at June 30, 2023	$ 3,509	$ 319	$ 8,822	$ 803	$ 3,718	$ 12,327	$ 1,975	$ —	$ 31,473

The following table presents the amortized cost of collateral-dependent loans as of June 30, 2024 and December 31, 2023:

	As of	
	June 30, 2024	December 31, 2023
	(in thousands)	
One-to-four-family residential	$ 955	$ 977
Commercial real estate	7,056	—
Construction and land development	2,236	10
Commercial and industrial	8,803	8,443
Total	$ 19,050	$ 9,430

The Company closely monitors the performance of borrowers experiencing financial difficulty to understand the effectiveness of its loan modification efforts. During the three and six months ended June 30, 2024, the Company modified one commercial real estate loan with an amortized cost basis of $6.2 million, or 0.01% of total commercial real estate loans, through an interest rate reduction and maturity extension. The modified loan has performed in accordance with its modified terms during the three and six months ended June 30, 2024. The Company did not modify any loans to borrowers experiencing financial difficulty during the three and six months ended June 30, 2023.

Note 5 – Employee Benefits

Employee Pension Plan – The Company provided pension benefits through a defined benefit plan maintained with the Co-operative Banks Employees Retirement Association ("CBERA") (the "Plan"). The Plan was a multi-employer plan whereby the contributions by each bank are not restricted to provide benefits to the employees of the contributing bank; therefore, the Company is not required to recognize the funded status of the plan on its consolidated balance sheet and need only accrue for any quarterly contributions due and payable on demand, or any withdrawal liabilities assessed by CBERA if the Company intended to withdraw from the Plan.

The Company determined to freeze benefit accruals and withdraw from the CBERA Plan as of December 31, 2023.

For the three months ended March 31, 2024, an expense of $390,000 was recorded to reflect an increase in the liability related to the withdrawal from the Plan. The increase was primarily driven by final computations for estimated payouts to participants. In March 2024, the final increase to reflect the withdrawal liability was determined to be $390,000. The Company accrued for this amount at March 31, 2024 and withdrew from the Plan in the second quarter of 2024.

Director Pension Plan – The Company has a director defined benefit pension plan ("Director Pension Plan"), covering directors who were in service prior to 2023 and have met the plan's vesting requirements. The Company's liabilities for the Director Pension Plan are calculated by an independent actuary who used the "projected unit credit" actuarial method to determine the normal cost and actuarial liability. The liability for the Director Pension Plan amounted to $5.9 million and $5.7 million as of June 30, 2024 and December 31, 2023, respectively, and are recorded on the consolidated balance sheets. The expense under this plan (recorded in salaries and employee benefits in the consolidated statements of income) approximated $181,000 and $283,000 for the three months ended June 30, 2024 and 2023, respectively, and $361,000 and $566,000 for the six months ended June 30, 2024 and 2023, respectively.

The Company records an estimate of net periodic pension cost for the director pension plan to accrued retirement liabilities on the consolidated balance sheet on a quarterly basis. Equity adjustments, to accumulated other comprehensive loss, in conjunction with the pension plan are recorded by the Company annually upon receipt of the independent actuarial report.

Deferred Compensation Plans – During 2014, the Company put into place an unfunded, defined contribution, Non-qualified Deferred Compensation Plan ("Deferred Comp Plan") for select employees of the Company.

The Deferred Comp Plan was provided to key management of the Company and results in 5% - 20% of the employee's then current base salary being credited to the participant's account annually, subject to increases in annual base compensation and the possibility of additional discretionary contributions.

The employees vest at varying dates in accordance with each individual's deferred compensation participation agreement; however, all key officers will be fully vested upon the attainment of age 65.

The obligations under these plans are included in accrued retirement liabilities on the Company's consolidated balance sheets and approximated $2.5 million and $2.4 million as of June 30, 2024 and December 31, 2023, respectively. The expense under these plans (recorded in salaries and employee benefits in the consolidated statements of income) approximated $100,000 and $89,000 for the three months ended June 30, 2024 and 2023, respectively, and $200,000 and $177,000 for the six months ended June 30, 2024 and 2023, respectively.

Long-Term Incentive Plan – In January 2020, the Company put into place a long-term incentive plan for certain members of its management team where benefits are awarded annually on a discretionary basis and cliff vest after three years. Under this plan, individuals are granted "phantom shares" and benefits are accrued based upon the projected growth of the Bank's capital. The obligations under this plan are included in accrued retirement liabilities on the Company's consolidated balance sheets and approximated $11.7 million and $11.1 million as of June 30, 2024 and December 31, 2023, respectively. The expense under this plan (recorded in salaries and employee benefits in the consolidated statements of income) approximated $1.8 million and $1.1 million for the three months ended June 30, 2024 and 2023, respectively, and $3.2 million and $2.2 million for the six months ended June 30, 2024 and 2023, respectively.

401(k) Plan – The Company has an employee tax deferred incentive plan (the "401(k) plan") under which the Company makes voluntary contributions within certain limitations. All employees who meet specified age and length of service requirements are eligible to participate in the 401(k) plan.

The amount contributed by the Company to the 401(k) Plan is included in salaries and employee benefits expense. The amounts contributed to the 401(k) plan for the three months ended June 30, 2024 and 2023 were $726,000 and $476,000, respectively, and $1.3 million and $934,000 for the six months ended June 30, 2024 and 2023, respectively.

Employment and Change in Control Agreements – The Company entered into employment agreements with the Chief Executive Officer and the Chief Operating Officer that renew for one additional year each January 1st. During 2024, the Company entered into Change in Control agreements with certain executive officers, which provide severance payments in the event of the executive's involuntary or constructive termination of employment, including upon a termination following a change in control as defined in the agreements.

Employee Stock Ownership Plan – As part of the Initial Public Offering ("IPO") completed on December 27, 2023, the Bank established a tax-qualified Employee Stock Ownership Plan ("ESOP") to provide eligible employees the opportunity to own Company shares. The ESOP borrowed $47.2 million from the Company to purchase 3,416,458 common shares on the open market. The loan is payable in annual installments over 20 years at an interest rate of 8.50%. As the loan is repaid to the Company, shares are released and allocated proportionally to eligible participants on the basis of each participant's proportional share of compensation relative to the compensation of all participants. The unallocated ESOP shares are pledged as collateral on the loan.

The Company accounts for its ESOP in accordance with *FASB ASC 718-40, Compensation – Stock Compensation*. Under this guidance, unreleased shares are deducted from shareholders' equity as unearned ESOP shares on the accompanying consolidated balance sheets.

The Company recognizes compensation expense equal to the fair value of the ESOP shares during the periods in which they are committed to be released. To the extent that the fair value of the Company's ESOP shares differs from the cost of such shares, the difference will be credited or debited to shareholders' equity.

As the loan is internally leveraged, the loan receivable from the ESOP to the Company is not reported as an asset nor is the debt of the ESOP shown as a liability on the Company's consolidated balance sheets.

Total compensation expense recognized in connection with the ESOP was $628,000 and $1.2 million for the three and six months ended June 30, 2024, respectively. The Company did not recognize any compensation expense related to the ESOP for the three and six months ended June 30, 2023. The following table presents share information held by the ESOP:

	As of	
	June 30, 2024	December 31, 2023
	(Dollars in thousands)	
Allocated shares	—	—
Shares committed to be released	84,709	—
Unallocated shares	3,331,749	1,000,000
Total shares	3,416,458	1,000,000
Fair value of unallocated shares	$ 50,243	$ 13,400

Note 6 – Fair Value Measurements

ASC 820-10, Fair Value Measurement – Overall ("ASC 820-10"), provides a framework for measuring fair value under U.S. GAAP. This guidance also allows the Company the irrevocable option to elect fair value for the initial and subsequent measurement for certain financial assets and liabilities on a contract-by-contract basis.

In accordance with *ASC 820-10*, the Company groups its financial assets and financial liabilities measured at fair value in three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value.

Level 1 – Valuations for assets and liabilities traded in active exchange markets, such as the New York Stock Exchange. Valuations are obtained from readily available pricing sources for market transactions involving identical assets or liabilities.

Level 2 – Valuations for assets and liabilities traded in less active dealer or broker markets. Valuations are obtained from third party pricing services for identical or comparable assets or liabilities.

Level 3 – Valuations for assets and liabilities that are derived from other methodologies, including option pricing models, discounted cash flow models and similar techniques, and are not based on market exchange, dealer, or broker traded transactions. Level 3 valuations incorporate certain assumptions and projections in determining the fair value assigned to such assets and liabilities.

A financial instrument's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement.

A description of the valuation methodologies used for instruments measured at fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy, is set forth below. These valuation methodologies were applied to all of the Company's financial assets and financial liabilities carried at fair value for June 30, 2024 and December 31, 2023.

Available-for-sale securities – Where quoted prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. Level 1 securities would include highly liquid government bonds (such as U.S. Treasuries), mortgage products and exchange traded equities. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics, or discounted cash flows. Level 2 securities would include U.S. agency securities, mortgage-backed agency securities, obligations of states and political subdivisions, and certain corporate, asset-backed and other securities.

In certain cases where there is limited activity or less transparency around inputs to the valuation, securities are classified within Level 3 of the valuation hierarchy.

Derivative arrangements – The fair values of derivative arrangements are estimated by the Company using a third-party derivative valuation expert who relies on Level 2 inputs, namely discounted cash flow models to determine a fair value by calculating a settlement termination value with the counterparty.

Assets measured and reported at estimated fair value on a recurring basis are summarized below:

June 30, 2024	Level 1	Level 2	Level 3	Fair Value
Assets:		(in thousands)		
Available-for-sale debt securities:				
U.S. Treasury securities	$ 77,839	$ —	$ —	$ 77,839
U.S. Government agencies	—	3,999	—	3,999
Agency mortgage-backed securities	—	10,651	—	10,651
Agency collateralized mortgage obligations	—	2,108	—	2,108
Corporate bonds	—	85,038	8,886	93,924
Municipal obligations	—	16,544	—	16,544
Total available-for-sale debt securities	$ 77,839	$ 118,340	$ 8,886	$ 205,065
Derivative assets	$ —	$ 28,981	$ —	$ 28,981
Liabilities:				
Derivative liabilities	$ —	$ 28,985	$ —	$ 28,985

December 31, 2023	Level 1	Level 2	Level 3	Fair Value
Assets:		(in thousands)		
Available-for-sale debt securities:				
U.S. Treasury securities	$ 64,352	$ —	$ —	$ 64,352
Agency mortgage-backed securities	—	11,430	—	11,430
Agency collateralized mortgage obligations	—	2,418	—	2,418
Corporate bonds	—	82,367	9,868	92,235
Municipal obligations	—	19,030	—	19,030
Total available-for-sale debt securities	$ 64,352	$ 115,245	$ 9,868	$ 189,465
Derivative assets	$ —	$ 27,769	$ —	$ 27,769
Liabilities:				
Derivative liabilities	$ —	$ 27,786	$ —	$ 27,786

The Company had no purchases, sales, transfers or changes in fair value of level 3 assets during the three months ended June 30, 2024 and 2023.

The Company may also be required from time to time to measure certain other assets on a non-recurring basis in accordance with U.S. GAAP. Any adjustments to fair value usually result in write-downs of individual assets.

Collateral-Dependent Loans – Collateral-dependent loans with specific reserves are carried at fair value, which equals the estimated market value of the collateral less estimated costs to sell. Collateral may be in the form of real estate or business assets including equipment, inventory, and accounts receivable.

A loan may have multiple types of collateral; however, the majority of the Company's loan collateral is real estate. The value of real estate collateral is generally determined utilizing a market valuation approach based on an appraisal conducted by an independent, licensed appraiser outside of the Company using observable market data (Level 2).

However, if the collateral value is significantly adjusted due to differences in the comparable properties or is discounted by the Company because of lack of marketability, then the fair value is considered Level 3. The value of business equipment is based upon an outside appraisal if deemed significant or the net book value on the applicable borrower's financial statements if not considered significant. Likewise, values for inventory and accounts receivables collateral are based on financial statement balances or aging reports (Level 3). Fair value adjustments are recorded in the period incurred as provision for credit losses in the consolidated statements of income.

Mortgage Servicing Rights – Mortgage servicing rights do not trade in an active market with readily observable market data. As a result, the Company estimates the fair value of mortgage servicing rights by using a discounted cash flow model to calculate the present value of estimated future net servicing income. The assumptions used in the discounted cash flow model are those that market participants would use in estimating future net servicing income. Assumptions in the valuation of mortgage servicing rights may include estimated loan repayment rates, the discount rate, servicing costs, and the timing of cash flows, among other factors. The Company measures the fair value of mortgage servicing rights accounted for using the amortization method as nonrecurring Level 3.

The Company had no liabilities measured at fair value on a non-recurring basis.

The following table summarizes assets measured at fair value on a non-recurring basis:

	June 30, 2024			
	Level 1	Level 2	Level 3	Fair Value
	(in thousands)			
Collateral-dependent loans	$ —	$ —	$ 13,052	$ 13,052
Mortgage servicing rights	$ —	$ —	$ 2,738	$ 2,738

	December 31, 2023			
	Level 1	Level 2	Level 3	Fair Value
	(in thousands)			
Collateral-dependent loans	$ —	$ —	$ 4,432	$ 4,432
Mortgage servicing rights	$ —	$ —	$ 2,640	$ 2,640

For Level 3 assets and liabilities measured at fair value on a nonrecurring basis as of June 30, 2024 and December 31, 2023, the significant unobservable inputs used in the fair value measurements were as follows:

	Significant Valuation Technique	Significant Observable Inputs	Unobservable Inputs
Collateral-dependent loans	Appraisal Value/ Comparison Sales	Appraisals and/or sales of comparable properties	Appraisals discounted 5 to 20% for sales commission and other holding costs
Mortgage servicing rights	Discounted Cash Flows	Comparable sales	Weighted average discount rate - 12% Constant prepayment rate – 6.10%

ASC Topic 825, Financial Instruments (ASC 825), requires disclosure of the fair value of financial assets and financial liabilities, including those financial assets and financial liabilities that are not measured and reported at fair value on a recurring or non-recurring basis. The methodologies for estimating the fair value of financial assets and financial liabilities that are measured at fair value on a recurring or non-recurring basis are discussed above.

ASC 825, requires public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes. The exit price notion is a market-based measurement of fair value that is represented by the price to sell an asset or transfer a liability in the principal market (or most advantageous market in the absence of a principal market) on the measurement date. For June 30, 2024 and December 31, 2023, fair values of loans are estimated on an exit price basis incorporating discounts for credit, liquidity and marketability factors.

The following tables present the estimated fair values, related carrying amounts, and valuation level of the financial instruments as of the dates stated:

	June 30, 2024				
	Carrying Amount	Fair Value	Level 1	Level 2	Level 3
			(In thousands)		
Financial Assets:					
Cash and cash equivalents	$ 328,942	$ 328,942	$ 328,942	$ —	$ —
Loans receivable, net	4,059,421	3,956,755	—	—	3,956,755
Accrued interest receivable	19,007	19,007	19,007	—	—
FHLB stock	4,767	4,767	—	4,767	—
Federal Reserve Bank stock	11,333	11,333	—	11,333	—
Non-public investments	16,053	16,053	—	—	16,053
BOLI	51,321	51,321	—	51,321	—
Financial Liabilities:					
Deposits, other than time deposits	$ 2,022,942	$ 2,022,942	$ 2,022,942	$ —	$ —
Time deposits	1,894,963	1,892,492	—	1,892,492	—
FHLB Borrowings	60,835	60,640	—	60,640	—

	December 31, 2023				
	Carrying Amount	Fair Value	Level 1	Level 2	Level 3
			(In thousands)		
Financial Assets:					
Cash and cash equivalents	$ 272,591	$ 272,591	$ 272,591	$ —	$ —
Loans receivable, net	3,857,057	3,732,361	—	—	3,732,361
Accrued interest receivable	17,284	17,284	17,284	—	—
FHLB stock	14,558	14,558	—	14,558	—
Federal Reserve Bank stock	10,323	10,323	—	10,323	—
Non-public investments	13,852	13,852	—	—	13,852
BOLI	50,516	50,516	—	50,516	—
Financial Liabilities:					
Deposits, other than time deposits	$ 1,890,313	$ 1,890,313	$ 1,890,313	$ —	$ —
Time deposits	1,497,035	1,495,008	—	1,495,008	—
FHLB Borrowings	283,338	283,172	—	283,172	—

Note 7 – Commitments and Contingencies

The Company is party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to originate loans, to disburse funds to borrowers on unused construction and land development loans, and to disburse funds on committed but unused lines of credit.

These financial agreements involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the balance sheet. The contract amounts of these instruments reflect the extent of involvement the Company has in particular classes of financial instruments.

Commitments to originate loans and disburse additional funds to borrowers on lines of credit are agreements to lend to a customer provided there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. The Company evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Company upon extension of credit, is based on management's credit evaluation of the borrower.

The Company's exposure to credit loss in the event of nonperformance by the other party to the financial instrument for loan commitments, is represented by the contractual amount of those instruments. The Company uses the same credit policies in making commitments and conditional obligations as it does for on-balance sheet instruments. The commitments to originate loans and lines of credit may expire without being funded or drawn upon; therefore, the total commitment amounts do not necessarily represent future cash requirements.

Standby letters of credit are conditional commitments issued by the Company to guarantee the performance by a customer to a third party. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. As of June 30, 2024 and December 31, 2023, the maximum potential amount of the Company's obligation was $6.7 million and $7.5 million, respectively, for standby letters of credit. The Company's outstanding letters of credit generally have a term of less than one year. If a letter of credit is drawn upon, the Company may seek recourse through the customer's underlying line of credit. If the customer's line of credit is also in default, the Company may take possession of the collateral, if any, securing the line of credit.

Financial instruments whose contract amounts represents off-balance sheet credit risk and are not reflected on the Company's consolidated balance sheets consist of the following at the dates stated:

	As of	
	June 30, 2024	December 31, 2023
	(In thousands)	
Commitments to originate loans	$ 20,779	$ 79,191
Unadvanced funds on lines of credit	413,526	490,847
Unadvanced funds on construction loans	506,031	542,893
Letters of credit	6,741	7,471
	$ 947,077	$ 1,120,402

The Bank accrues for credit losses related to off-balance sheet financial instruments. Potential losses on off-balance sheet loan commitments are estimated using the same risk factors used to determine the allowance for credit losses on loans, adjusted for the likelihood that funding will occur. The allowance for off-balance sheet commitments is recorded within other liabilities on the consolidated balance sheets and amounted to $5.8 million and $6.0 million as of June 30, 2024 and December 31, 2023, respectively. For the three months ended June 30, 2024 and 2023, the Company recorded a release of the allowance for unfunded commitments of $762,000 and a provision for unfunded commitments of $86,000, respectively. For the six months ended June 30, 2024 and 2023, the Company recorded a release of the allowance for unfunded commitments of $223,000 and a provision for unfunded commitments of $86,000, respectively.

Note 8 – Derivatives and Hedging Activities

Risk Management Objective of Using Derivatives – The Company is exposed to certain risks arising from both its business operations and economic conditions. The Company principally manages its exposures to a wide variety of business and operational risks through management of its core business activities. The Company manages economic risks, including interest rate, liquidity, and credit risk primarily by managing the amount, sources, and duration of its assets and liabilities and the use of derivative financial instruments. Specifically, the Company enters into derivative financial instruments to manage exposures that arise from business activities that result in the receipt or payment of future known and uncertain cash amounts, the value of which are determined by interest rates.

The Company's derivative financial instruments are used to manage differences in the amount, timing, and duration of the Company's known or expected cash receipts and its known or expected cash payments principally related to the Company's assets and liabilities.

Fair Value Hedges of Interest Rate Risk – The Company is exposed to changes in the fair value of certain pools of its pre-payable fixed-rate assets due to changes in benchmark interest rates. The Company uses interest rate swap agreements to manage its exposure to changes in the fair value of these instruments attributable to changes in the designated benchmark interest rate.

Interest rate swap agreements designated as fair value hedges involve the payment of fixed-rate amounts to a counterparty in exchange for the Company receiving variable-rate payments over the life of the agreements without the exchange of the underlying notional amount.

For derivatives designated and that qualify as fair value hedges, the gain or loss on the derivative as well as the offsetting gain or loss on the hedged item attributable to the hedged risk are recognized in interest income.

The Company had previously entered into two "last of layer hedges" on a significant portion of its fixed rate residential loan pool. These amounts include the amortized cost basis of closed portfolios used to designate hedging relationships in which the hedged item is the last layer expected to remain at the end of the hedging relationship.

During September 2021, the Company terminated these last of layer hedges by paying out $2.2 million to the respective third parties. These fees were capitalized into loans receivable and are being amortized against loan income over the contractual lives of the remaining designated residential loans. The unamortized amount of this cost basis adjustment is $982,000 and $1.0 million at June 30, 2024 and December 31, 2023, respectively. During the three months ended June 30, 2024 and 2023, the Company recognized amortization expense related to this cost basis adjustment of $26,000 and $41,000, respectively. During the six months ended June 30, 2024 and 2023, the Company recognized amortization expense related to this cost basis adjustment of $51,000 and $71,000, respectively.

Non-designated Hedges – Derivatives not designated as hedges are not speculative and are used to manage the Company's exposure to interest rate movements and other identified risks but do not meet the strict hedge accounting requirements and/or the Company has not elected to apply hedge accounting. Changes in the fair value of derivatives not designated in hedging relationships, exclusive of credit valuation adjustments, are recorded directly in earnings.

The Company executes interest rate swaps and cap agreements with commercial banking customers to facilitate its respective risk management strategies. Those interest rate swap and cap agreements are simultaneously hedged by offsetting interest rate swaps and caps that are executed with a third party, such that the Company minimizes its net risk exposure resulting from such transactions. As of June 30, 2024, the Company had 54 interest rate swap agreements with an aggregate notional amount of $355.6 million compared to 52 interest rate swap agreements and one interest rate cap agreement with an aggregate notional amount of $338.6 million related to this program as of December 31, 2023.

Risk Participation Agreements – Risk Participation Agreements ("RPAs") are guarantees issued by the Company to other parties for a fee, whereby the Company agrees to participate in the credit risk of a derivative customer of the other party. Under the terms of these agreements, the "participating bank" receives a fee from the "lead bank" in exchange for the guarantee of reimbursement if the customer defaults on an interest rate swap. The interest rate swap is transacted such that any and all exchanges of interest payments (favorable and unfavorable) are made between the lead bank and the customer. In the event that an early termination of the swap occurs, and the customer is unable to make a required close out payment, the participating bank assumes that obligation and is required to make this payment. RPAs where the Company acts as the lead bank are referred to as "participations-out," in reference to the credit risk associated with the customer derivatives being transferred out of the Company. Participations-out generally occur concurrently with the sale of new customer derivatives. RPAs where the Company acts as the participating bank are referred to as "participations-in," in reference to the credit risk associated with the counterparty's derivatives being assumed by the Company. The Company's maximum credit exposure is based on its proportionate share of the settlement amount of the referenced interest rate swap. Settlement amounts are generally calculated based on the fair value of the swap plus outstanding accrued interest receivable from the customer.

As of June 30, 2024, the Company had 17 RPAs with an aggregate notional amount of $45.0 million related to this program compared to 16 RPAs with an aggregate notional amount of $44.5 million as of December 31, 2023. These RPAs all represent "participations-in" and generally have terms ranging from five to ten years.

The table below presents the fair value of the Company's derivative financial instruments not designated as hedging instruments, as well as their classification on the consolidated balance sheets as of the dates stated:

	Derivative Assets (1)	Derivative Liabilities (2)
June 30, 2024	(in thousands)	
Derivatives not designated as hedging instruments:		
Interest rate products	$ 28,981	$ 28,981
RPA credit contracts	—	4
Total derivatives not designated as hedging instruments	$ 28,981	$ 28,985
December 31, 2023		
Derivatives not designated as hedging instruments:		
Interest rate products	$ 27,769	$ 27,769
RPA credit contracts	—	17
Total derivatives not designated as hedging instruments	$ 27,769	$ 27,786

(1) Recorded in prepaid expenses and other assets on the consolidated balance sheets.
(2) Recorded in accrued expenses and other liabilities on the consolidated balance sheets.

The table below presents the financial impact of the Company's derivative financial instruments not designated as hedges in the consolidated statements of income, caused by changes in fair value for the periods indicated:

	Location of Gain or (Loss) Recognized in Income on Derivative	Three months ended June 30, 2024	Three months ended June 30, 2023	Six months ended June 30, 2024	Six months ended June 30, 2023
		(in thousands)			
Derivatives Not Designated as Hedging Instruments:					
RPA credit contracts-fair value adjustments	Other non-interest income	$ 2	$ 6	$ 13	$ 3

Swap contract fees, net of brokerage costs, recognized in earnings on the above noted interest rate products and RPA contracts approximated $265,000 and $1.0 million for the three months ended June 30, 2024 and 2023, respectively, and $752,000 and $1.1 million for the six months ended June 30, 2024 and 2023, respectively.

The Company has agreements with each of its derivative counterparties that contain a provision where if the Company defaults (or is capable of being declared in default) on any of its indebtedness, then the Company could also be declared in default on its derivative obligations, and it could be required to terminate its derivative positions with the counterparty. The Company also has agreements with certain of its derivative counterparties that contain a provision whereby if the counterparty fails to maintain its status as a well-capitalized institution, then the Company could be required to terminate its derivative positions with the counterparty. In order to mitigate counterparty default risk in conjunction with these interest rate products and RPA credit contracts, the Company was required to maintain $9.1 million of collateral deposit accounts with the counterparties to these agreements as of June 30, 2024 and December 31, 2023.

Note 9 – Other Comprehensive Income (Loss)

Accounting principles generally require that recognized revenue, expenses, gains and losses be included in net income. Although certain changes in assets and liabilities are reported as a separate component of the shareholders' equity section of the consolidated balance sheets, such items, along with net income, are components of comprehensive income (loss).

The components of other comprehensive income (loss) and related tax effects are as follows for the periods indicated:

	For the Three Months Ended					
	June 30, 2024			June 30, 2023		
	(In thousands)					
	Pre-Tax Amount	Tax (Expense) Benefit	After-Tax Amount	Pre-Tax Amount	Tax (Expense) Benefit	After-Tax Amount
Change in fair value of available-for-sale securities	$ 741	$ (191)	$ 550	$ (1,363)	$ 360	$ (1,003)
Less: Reclassification adjustment for realized gains in net income	—	—	—	—	—	—
Net change in fair value of available-for-sale securities	741	(191)	550	(1,363)	360	(1,003)
Change in fair value of cash flow hedge	—	—	—	(50)	14	(36)
Less: Net cash flow hedge gains (losses) reclassified into interest income or interest expense	—	—	—	—	—	—
Net change in fair value of cash flow hedge, net of tax	—	—	—	(50)	14	(36)
Total other comprehensive income (loss)	$ 741	$ (191)	$ 550	$ (1,413)	$ 374	$ (1,039)

	For the Six Months Ended					
	June 30, 2024			June 30, 2023		
	(In thousands)					
	Pre-Tax Amount	Tax (Expense) Benefit	After-Tax Amount	Pre-Tax Amount	Tax (Expense) Benefit	After-Tax Amount
Change in fair value of available-for-sale securities	$ 1,036	$ (274)	$ 762	$ 350	$ (70)	$ 280
Less: Reclassification adjustment for realized gains in net income	—	—	—	—	—	—
Net change in fair value of available-for-sale securities	1,036	(274)	762	350	(70)	280
Change in fair value of cash flow hedge	—	—	—	(321)	90	(231)
Less: Net cash flow hedge gains (losses) reclassified into interest income or interest expense	—	—	—	—	—	—
Net change in fair value of cash flow hedge, net of tax	—	—	—	(321)	90	(231)
Total other comprehensive income (loss)	$ 1,036	$ (274)	$ 762	$ 29	$ 20	$ 49

The following table presents the components of accumulated other comprehensive loss as of June 30, 2024 and December 31, 2023:

	As of	
	June 30, 2024	December 31, 2023
	(In thousands)	
Net unrealized holding losses on securities available-for-sale, net of tax	$ (10,166)	$ (10,928)
Unrecognized director pension plan benefits, net of tax	(969)	(969)
Total accumulated other comprehensive loss	$ (11,135)	$ (11,897)

Note 10 – Regulatory Capital Requirements

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

Effective January 1, 2020, the federal banking agencies published a final rule on a Community Bank Leverage Ratio ("CBLR") Framework that provides a simplified measure of capital adequacy for qualified community banking organizations. Management had determined that the Company meets the standards to qualify under the CBLR framework and opted into this framework for FDIC call reporting purposes during 2020. Under the CBLR framework, a bank that maintains a CBLR of 9.0% (defined as Tier 1 capital divided by total average assets) is considered to have satisfied its capital requirements, determined to be well-capitalized, and will no longer be required to calculate risk-based capital ratios. As of December 31, 2023 the Bank met the minimum requirement with a CBLR of 13.6%.

The Company no longer meets the requirement for the CBLR framework due to its unfunded loan commitments being over 25.0% of its capital for more than two consecutive quarters. As a result, the Company operated under the risk-based framework for the three and six months ended June 30, 2024. Under this framework, quantitative measures established by regulation to ensure capital adequacy require the Company to maintain minimum amounts and ratios of Total Capital, Tier 1 Capital and Common Equity Tier 1 Capital to Risk-Weighted Assets, and Tier 1 Capital to Total Average Assets (as defined in the regulations). Management believes, as of June 30, 2024, that the Company and the Bank meet all capital adequacy requirements to which each is subject.

As of June 30, 2024, the Company and the Bank were categorized as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized, the Bank must maintain minimum total risk-based, Tier 1 risk-based, Common Equity Tier 1 risk-based and Tier 1 leverage ratios as set forth in the table below. There are no conditions or events since that notification that management believes have changed the Bank's category. The Bank's actual capital amounts and ratios are presented in the table as of the dates indicated:

	Actual		For minimum capital adequacy purposes		To be well capitalized under prompt corrective action provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
June 30, 2024			(in thousands)			
Total Capital (to Risk-Weighted Assets)	$ 646,826	14.6%	$ 353,544	8.0%	$ 441,930	10.0%
Tier 1 Capital (to Risk-Weighted Assets)	603,178	13.6%	265,158	6.0%	353,544	8.0%
Common Equity Tier I Capital (to Risk-Weighted Assets)	603,178	13.6%	198,869	4.5%	287,255	6.5%
Tier 1 Capital (to Total Average Assets)	603,178	13.2%	182,896	4.0%	228,620	5.0%

The Company's consolidated capital ratios are consistent with the Bank's regulatory capital ratios as reported above for June 30, 2024 and December 31, 2023.

Note 11 – Earnings Per Share ("EPS")

Basic EPS represents net income available to common shareholders divided by the weighted-average number of common shares outstanding during the period. Diluted earnings per share have been calculated in a manner similar to that of basic earnings per share except that the weighted average number of common shares outstanding is increased to include the number of additional common shares that would have been outstanding if all potentially dilutive common shares (such as those resulting from the exercise of stock options) were issued during the period, computed using the treasury stock method. There were no securities that had a dilutive effect during the three and six months ended June 30, 2024 and 2023. Unallocated ESOP shares are not deemed outstanding for earnings per share calculations.

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2024	2023	2024	2023
	(Dollars in thousands, except per share data)			
Net income applicable to common shares	$ 9,453	$ N/A	$ 18,154	$ N/A
Average number of common shares outstanding	42,705,729	N/A	42,705,729	N/A
Less: average unallocated ESOP shares	(3,416,458)	N/A	(3,215,177)	N/A
Average number of common shares outstanding used to calculate basic EPS	39,289,271	N/A	39,490,552	N/A
Common stock equivalents	—	N/A	—	N/A
Average number of common shares outstanding used to calculate diluted EPS	39,289,271	N/A	39,490,552	N/A
Earnings per common share:		N/A		N/A
Basic and diluted	$ 0.24	$ N/A	$ 0.46	$ N/A

For the three and six months ended June 30, 2024 and 2023, there were no anti-dilutive shares.

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

General

Management's discussion and analysis of the financial condition and results of operations at and for the three and six months ended June 30, 2024 and 2023 is intended to assist in understanding the financial condition and results of operations of the Company. The information contained in this section should be read in conjunction with the unaudited financial statements and the notes thereto, appearing on Part I, Item 1 of this quarterly report on Form 10-Q.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements, which can be identified by the use of words such as "estimate," "project," "believe," "intend," "anticipate," "assume," "plan," "seek," "expect," "will," "may," "should," "indicate," "would," "contemplate," "continue," "intend," "target" and words of similar meaning. These forward-looking statements include, but are not limited to:

- statements of our goals, intentions and expectations;
- statements regarding our business plans, prospects, growth and operating strategies;
- statements regarding the quality of our loan portfolio; and
- estimates of our risks and future costs and benefits.

These forward-looking statements are based on our current beliefs and expectations and are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control. In addition, these forward-looking statements are subject to assumptions with respect to future business strategies and decisions that are subject to change.

The following factors, among others, could cause actual results to differ materially from the anticipated results or other expectations expressed in the forward-looking statements:

- further weakening in the United States economy in general and the regional and local economies within the Company's market area;
- the effects of inflationary pressures, labor market shortages and/or supply chain issues;
- the instability or volatility in financial markets and unfavorable general business conditions, globally, nationally or regionally, whether caused by geopolitical concerns, recent disruptions in the banking industry, or other factors;
- unanticipated loan delinquencies, loss of collateral, decreased service revenues, and other potential negative effects on our business caused by severe weather, pandemics or other external events;
- changes in the interest rate environment that reduce our margins and yields, our mortgage banking revenues, the fair value of financial instruments, including our mortgage servicing rights asset, or our level of loan originations, or increase the level of defaults, losses and prepayments on loans we have made and make;
- changes in the level and direction of loan delinquencies and write-offs and changes in estimates of the adequacy of the allowance for credit losses on loans;
- the effect of any change in federal government enforcement of federal laws affecting the cannabis industry;

- changes in liquidity, including the size and composition of our deposit portfolio, including the percentage of uninsured deposits in the portfolio;
- our ability to access cost-effective funding;
- fluctuations in real estate values and both residential and commercial real estate market conditions;
- demand for loans and deposits in our market area;
- our ability to implement and change our business strategies;
- competition among depository and other financial institutions;
- adverse changes in the securities or secondary mortgage markets;
- changes in laws or government regulations or policies affecting financial institutions, including changes in regulatory fees, capital requirements and insurance premiums;
- changes in the quality or composition of our loan or investment portfolios;
- technological changes that may be more difficult or expensive than expected;
- the inability of third-party providers to perform as expected;
- a failure or breach of our operational or security systems or infrastructure, including cyberattacks;
- our ability to manage market risk, interest rate risk, credit risk, compliance risk, and operational risk;
- our ability to enter new markets successfully and capitalize on growth opportunities;
- changes in consumer spending, borrowing and savings habits;
- changes in accounting policies and practices, as may be adopted by the bank regulatory agencies, the Financial Accounting Standards Board, the Securities and Exchange Commission or the Public Company Accounting Oversight Board;
- our ability to attract and retain key employees; and
- changes in the financial condition, results of operations or future prospects of issuers of securities that we own.

Because of these and a wide variety of other uncertainties, our actual future results may be materially different from the results indicated by these forward-looking statements.

Critical Accounting Policies

There are no material changes to the critical accounting policies disclosed in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 28, 2024.

Allowance for Credit Losses

The Company estimates the allowance for credit losses in accordance with the CECL methodology for loans measured at amortized cost. The allowance for credit losses is established based upon the Company's current estimate of expected lifetime credit losses.

Arriving at an appropriate amount of allowance for credit losses involves a high degree of judgment.

The Company estimates credit losses on a collective basis for loans sharing similar risk characteristics using a quantitative model combined with an assessment of certain qualitative factors designed to address forecast risk and model risk inherent in the quantitative model output. Management's judgement is required for the selection and application of these factors which are derived from historical loss experience as well as assumptions surrounding expected future losses and economic forecasts.

Loans that no longer share similar risk characteristics with any pools of assets are subject to individual assessment and are removed from the collectively assessed pools to avoid double counting. For the loans that are individually assessed, the Company uses either a discounted cash flow ("DCF") approach or a fair value of collateral approach. The latter approach is used for loans deemed to be collateral dependent or when foreclosure is probable. Changes in these judgements and assumptions could be due to a number of circumstances which may have a direct impact on the provision for credit losses and may result in changes to the amount of allowance. The allowance for credit losses is increased by the provision for credit losses and by recoveries of loans previously charged off. Credit losses are charged against the allowance when management's assessments confirm that the Company will not collect the full amortized cost basis of a loan.

Income Taxes

We use the liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Deferred tax assets are reduced by a valuation allowance when it is more likely than not that some portion of the deferred tax asset will not be realized. We exercise significant judgment in evaluating the amount and timing of recognition of the resulting tax liabilities and assets. These judgments may require us to make projections of future taxable income and/or to carryback to taxable income in prior years. The judgments and estimates we make in determining our deferred tax assets and liabilities, which are inherently subjective, are reviewed on a continual basis as regulatory and business factors change. Any reduction in estimated future taxable income may require us to record a valuation allowance against our deferred tax assets.

Securities Valuation

We classify our debt securities as available-for-sale, which are carried at fair value. We obtain our fair values from one or more third-party services. These services' fair value calculations are based on quoted market prices when such prices are available. If quoted market prices are not available, estimates of fair value are computed using a variety of techniques, including extrapolation from the quoted prices of similar instruments or recent trades for thinly traded securities, fundamental analysis, or through obtaining purchase quotes. Due to the subjective nature of the valuation process, it is possible that the actual fair values of these investments could differ from the estimated amounts, thereby affecting our financial position, results of operations and cash flows.

For any debt security with a fair value less than its amortized cost basis, we will determine whether we have the intent to sell the debt security or whether it is more likely than not we will be required to sell the debt security before the recovery of its amortized cost basis. If either condition is met, the Company will recognize a full impairment charge to earnings. For all other debt securities that don't meet either condition and that have expected credit losses, the credit loss will be recognized in earnings. Any non-credit related loss impairment related to all other factors will be recorded in other comprehensive income (loss). Management also assesses the nature of the unrealized losses taking into consideration factors such as changes in risk-free interest rates, general credit spread changes, market supply and demand, creditworthiness of the issuer, and quality of the underlying collateral.

Comparison of Financial Condition as of June 30, 2024 and December 31, 2023

Total Assets. Total assets increased $272.0 million, or 6.0%, to $4.81 billion as of June 30, 2024 from $4.53 billion as of December 31, 2023. The increase was primarily driven by increases in net loans, cash and cash equivalents and available-for-sale securities.

Cash and Cash Equivalents. Cash and cash equivalents increased $56.4 million, or 20.7%, to $328.9 million as of June 30, 2024 from $272.6 million as of December 31, 2023. The increase in cash and cash equivalents was due to deposit growth outpacing loan and investment growth, offset partially by paydowns of Federal Home Loan Bank borrowings.

Securities Available for Sale. Securities available for sale increased $15.6 million, or 8.2%, to $205.1 million as of June 30, 2024 from $189.5 million as of December 31, 2023 due to purchases of U.S. treasuries, government agency and corporate bond debt securities. No securities were sold during the three and six months ended June 30, 2024.

Loans. Net loans increased $202.4 million, or 5.2%, to $4.06 billion as of June 30, 2024 from $3.86 billion as of December 31, 2023. The primary driver of the increase was commercial and industrial loans, which increased $94.4 million, or 19.2%; multi-family residential loans, which increased $57.6 million, or 27.4%; commercial real estate loans, which increased $54.4 million, or 4.6%; one-to-four family residential loans, which increased $21.2 million, or 1.9%; and consumer loans, which increased $18.6 million, or 9.1%; offset partially by a $46.5 million, or 7.5%, decrease in construction and development loans, as $111.0 million of construction and development loans converted to multi-family loans. The increase in our loan portfolio reflects our strategy to prudently grow the balance sheet by continuing to diversify into these higher-yielding loans to improve net margins and manage interest rate risk.

The Company had approximately $415.2 million and $365.9 million in loans to borrowers in the cannabis industry at June 30, 2024 and December 31, 2023, respectively. Of that total, $252.7 million and $207.7 million were direct loans to cannabis companies and were collateralized by real estate at June 30, 2024 and December 31, 2023, respectively.

Federal Home Loan Bank ("FHLB") Stock. The FHLB is a cooperative bank that provides services to its member financial institutions. The primary reason for our membership in the FHLB is to gain access to a reliable source of wholesale funding and as a tool to manage interest rate risk. We held an investment in FHLB stock of $4.8 million and $14.6 million as of June 30, 2024 and December 31, 2023, respectively. The amount of stock we are required to purchase is in proportion to our FHLB borrowings and level of total assets. Accordingly, the decrease in the FHLB stock from December 31, 2023 to June 30, 2024 is due to the decrease in FHLB borrowings.

Prepaid Expenses and Other Assets. Prepaid expenses and other assets consist primarily of right of use assets related to our long-term leases and derivatives with a positive fair value. These assets increased $2.2 million, or 4.2%, to $55.3 million as of June 30, 2024 from $53.1 million as of December 31, 2023. The increase resulted primarily from a $1.2 million increase in the fair value of derivatives as a result of market and interest rate factors, as well as, an $1.0 million increase in prepaid expenses resulting from new or renewed contracts.

Deposits. Deposits increased $530.6 million, or 15.7%, to $3.92 billion as of June 30, 2024 from $3.39 billion as of December 31, 2023. Core deposits (which we define as all deposits including certificates of deposit, other than brokered deposits) increased $414.2 million, or 12.9%, to $3.62 billion as of June 30, 2024 from $3.20 billion as of December 31, 2023. The increase in deposits was the result of growth in customer deposits, primarily certificates of deposit, which increased $281.5 million, or 21.4%, from the prior quarter, along with money market accounts and noninterest-bearing demand deposit accounts, which increased $78.7 million, or 8.9%, and $60.7 million, or 11.5%, respectively, from December 31, 2023. Additionally, brokered deposits increased $116.4 million, or 63.4%, from December 31, 2023, as a result of lower rates versus alternative funding sources and to support overall liquidity.

The Company had $292.0 million and $277.2 million in deposits from the cannabis industry as of June 30, 2024 and December 31, 2023, respectively.

FHLB Borrowings. FHLB borrowings decreased $222.5 million, or 78.5%, to $60.8 million as of June 30, 2024 from $283.3 million as of December 31, 2023. The decrease in FHLB borrowings was the result of overall deposit growth and growth in brokered deposits due to lower rates.

Accrued expenses and other liabilities. Accrued expenses and other liabilities decreased $23.2 million, or 28.6%, to $58.1 million as of June 30, 2024 from $81.3 million as of December 31, 2023. The decrease resulted from $15.8 million in IPO-related and other accrued expenses, $9.5 million in incentive bonuses being paid, and a $5.3 million reduction in accrued income taxes due to tax credits earned; partially offset by increased accrued interest on brokered deposits due to higher average outstanding balances, increased fair value of derivative liabilities of $1.2 million resulting from market conditions and interest rate movements and an increase for a due to broker related to the settlement of a corporate bond debt security as of June 30, 2024.

Shareholders' Equity. Total shareholders' equity decreased $13.5 million, or 1.8%, to $744.5 million as of June 30, 2024 from $758.0 million at December 31, 2023, due to the $32.2 million increase in the unallocated common shares held by the ESOP resulting from the purchase of shares on the open market to fund the ESOP as a result of the conversion, offset partially by $18.2 million in net income for the six months ended June 30, 2024.

Comparison of Operating Results for the Three Months Ended June 30, 2024 and June 30, 2023

Net Income. Net income was $9.5 million for the quarter ended June 30, 2024, compared to net income of $6.2 million for the quarter ended June 30, 2023, an increase of approximately $3.2 million, or 52.0%. The increase was primarily due to a $7.0 million, or 22.0%, increase in net interest income, offset partially by a $3.9 million, or 17.4%, increase in noninterest expense.

Interest and Dividend Income. Interest and dividend income increased $18.9 million, or 36.1%, to $71.1 million for the quarter ended June 30, 2024 from $52.2 million for the quarter ended June 30, 2023, primarily due to a $15.2 million, or 30.4%, increase in interest and fees on loans and a $3.4 million, or 796.1%, increase in interest on short-term investments. The increase in interest and fees on loans was primarily due to an increase of $639.9 million, or 19.1%, in the average balance of the loan portfolio to $3.99 billion for the quarter ended June 30, 2024 from $3.35 billion for the quarter ended June 30, 2023 and an increase of 58 basis points in the weighted average yield for the loan portfolio to 6.58% for the quarter ended June 30, 2024 from 6.00% for the quarter ended June 30, 2023, reflecting the growth of our commercial and consumer loan portfolios. The increase in interest on short-term investments was primarily due to an increase of $244.6 million, or 699.9%, in the average balance of short-term investments to $279.6 million for the quarter ended June 30, 2024 from $35.0 million for the quarter ended June 30, 2023.

Average interest-earning assets increased $851.8 million, to $4.51 billion for the quarter ended June 30, 2024 from $3.66 billion for the quarter ended June 30, 2023. The yield on interest-earning assets increased 61 basis points to 6.34% for the quarter ended June 30, 2024 from 5.73% for the quarter ended June 30, 2023.

Interest Expense. Total interest expense increased $11.9 million, or 58.0%, to $32.4 million for the quarter ended June 30, 2024 from $20.5 million for the quarter ended June 30, 2023. Interest expense on deposit accounts increased $14.1 million, or 80.8%, to $31.6 million for the quarter ended June 30, 2024 from $17.5 million for the quarter ended June 30, 2023. The increase was due to an increase in the average balance of certificates of deposit of $512.6 million to $1.83 billion June 30, 2024 from $1.32 billion for the quarter ended June 30, 2023, an increase in the weighted average rate on certificates of deposit of 142 basis points to 5.04% for the quarter ended June 30, 2024 from 3.62% for the quarter ended June 30, 2023, and an increase in the weighted average rate on money market accounts of 140 basis points to 4.03% for the quarter ended June 30, 2024 from 2.63% for the quarter ended June 30, 2023.

Interest expense on FHLB borrowings decreased $2.2 million, or 73.0%, to $821,000 for the quarter ended June 30, 2024 from $3.0 million for the quarter ended June 30, 2023. The average balance of FHLB borrowings decreased $170.1 million, or 73.3%, to $62.0 million for the quarter ended June 30, 2024 from $232.1 million for the quarter ended June 30, 2023. The decrease in the average balance of FHLB borrowings was the result of growth in brokered deposits due to lower rates, as well as, overall deposit growth.

Net Interest Income. Net interest income increased $7.0 million, or 22.0%, to $38.7 million for the quarter ended June 30, 2024 from $31.7 million for the quarter ended June 30, 2023, primarily due to an $851.8 million, or 23.3%, increase in the average balance of interest-earning assets to $4.51 billion for the quarter ended June 30, 2024 from $3.66 billion for the quarter ended June 30, 2023 and an increase in the weighted average yield on interest-earning assets of 61 basis points to 6.34% June 30, 2024 from 5.73% June 30, 2023.

These increases were offset partially by an increase in the weighted average rate on interest-bearing liabilities of 125 basis points to 4.10% for the quarter ended June 30, 2024 from 2.85% June 30, 2023 and an increase in the average balance of interest-bearing liabilities of $297.5 million, or 10.3%, to $3.18 billion June 30, 2024 from $2.88 billion June 30, 2023.

Provision for Credit Losses. Based on management's analysis of the adequacy of the allowance for credit losses, a provision of $3.7 million was recorded for the quarter ended June 30, 2024, of which $4.4 million related to the provision for credit losses on loans, compared to a provision of $4.0 million for the quarter ended June 30, 2024. The increase of $471,000, or 11.9%, in the provision for loans was primarily due to the overall increase in the size of the loan portfolio.

Noninterest Income. Noninterest income decreased $114,000, or 3.7%, to $3.0 million for the quarter ended June 30, 2024 from $3.1 million for the quarter ended June 30, 2023. The decrease resulted primarily from a lower volume of executed swap contracts and related income, offset partially by increased customer service fees from increased cash management services and mortgage banking income from the sale of additional residential real estate loans. The table below sets forth our noninterest income for the quarters ended June 30, 2024 and 2023:

	Three Months Ended June 30,		Change	
	2024	2023	Amount	Percent
	(Dollars in thousands)			
Customer service fees	$ 1,872	$ 1,573	$ 299	19.01%
Increase in cash surrender value of BOLI	404	372	32	8.60%
Mortgage banking income	428	138	290	210.14%
Swap contract income	265	1,001	(736)	(73.53)%
Other income	12	11	1	9.09%
Total noninterest income	$ 2,981	$ 3,095	$ (114)	(3.68)%

Noninterest Expense. Noninterest expense increased $3.9 million, or 17.4%, to $26.2 million for the quarter ended June 30, 2024 from $22.3 million for the quarter ended June 30, 2023. Salaries and employee benefit expenses increased $2.3 million, or 16.3%, resulted primarily from the hiring of additional employees consistent with our business strategy to grow the Bank, normal annual salary raises, $628,000 in ESOP compensation expenses and $677,000 in long-term incentive plan expenses during the quarter ended June 30, 2024. Data processing expenses increased $603,000, or 35.0%, during the quarter ended June 30, 2024, primarily the result of higher electronic banking, information technology and system costs. Director and professional service fees increased $558,000, or 32.6%, during the quarter ended June 30, 2024, primarily the result of higher legal fees, lending services, appraisal fee and external audit costs. The table below sets forth our noninterest expense for the quarters ended June 30, 2024 and 2023:

	Three Months Ended June 30,		Change	
	2024	2023	Amount	Percent
	(Dollars in thousands)			
Salaries and employee benefits	$ 16,746	$ 14,398	$ 2,348	16.31%
Director and professional service fees	2,270	1,712	558	32.59%
Occupancy and equipment expenses	1,461	1,272	189	14.86%
Data processing expenses	2,325	1,722	603	35.02%
Marketing and charitable contribution expenses	1,095	864	231	26.74%
FDIC and state insurance assessments	633	937	(304)	(32.44)%
General and administrative expenses	1,684	1,432	252	17.60%
Total noninterest expense	$ 26,214	$ 22,337	$ 3,877	17.36%

Income Tax Expense. Income tax expense increased $139,000, or 6.2%, to $2.4 million for the quarter ended June 30, 2024 from $2.2 million for the quarter ended June 30, 2023. The effective tax rate was 20.0% and 26.4% for the quarter ended June 30, 2024 and 2023, respectively. The decrease in the effective tax rate was a result of income tax credits earned during the quarter ended June 30, 2024.

Average Balances and Yields. The following table sets forth average balance sheets, average yields and costs, and certain other information for the periods indicated. No tax-equivalent yield adjustments have been made, as the effects would be immaterial. Non-accrual loans were included in the computation of average balances. All average balances are daily average balances. The yields set forth below include the effect of deferred fees, discounts, and premiums that are amortized or accreted to interest income or interest expense; such fees, discounts and premiums were not material for the periods presented.

	Three Months Ended					
	June 30, 2024			June 30, 2023		
	Average Outstanding Balance	Interest	Average Yield/Rate [1]	Average Outstanding Balance	Interest	Average Yield/Rate [1]
Interest-earning assets:						
Loans	$ 3,987,452	$ 65,271	6.58 %	$ 3,347,553	$ 50,040	6.00 %
Securities	204,336	1,690	3.33 %	236,826	1,390	2.35 %
Other investments	39,924	299	3.01 %	40,097	387	3.87 %
Short-term investments	279,559	3,862	5.56 %	34,951	431	4.95 %
Total interest-earning assets	4,511,271	71,122	6.34 %	3,659,427	52,248	5.73 %
Non-interest-earning assets	226,920			199,540		
Allowance for credit losses	(34,735)			(29,070)		
Total assets	$ 4,703,456			$ 3,829,897		
Interest-bearing liabilities:						
Savings accounts	$ 117,701	15	0.05 %	$ 141,315	18	0.05 %
NOW accounts	328,192	204	0.25 %	368,886	148	0.16 %
Money market accounts	836,757	8,384	4.03 %	817,435	5,362	2.63 %
Certificates of deposit and individual retirement accounts	1,834,480	22,976	5.04 %	1,321,866	11,939	3.62 %
Total interest-bearing deposits	3,117,130	31,579	4.07 %	2,649,502	17,467	2.64 %
FHLB advances	61,968	821	5.33 %	232,109	3,040	5.25 %
Total interest-bearing liabilities	3,179,098	32,400	4.10 %	2,881,611	20,507	2.85 %
Non-interest-bearing deposits	694,669			529,948		
Other non-interest-bearing liabilities	88,364			62,072		
Total liabilities	3,962,131			3,473,631		
Shareholders' equity	741,325			356,266		
Total liabilities and shareholders' equity	$ 4,703,456			$ 3,829,897		
Net interest income		$ 38,722			$ 31,741	
Net interest rate spread [2]			2.24 %			2.88 %
Net interest-earning assets [3]	$ 1,332,173			$ 777,816		
Net interest margin [4]			3.45 %			3.48 %
Average interest-earning assets to interest-bearing liabilities	141.90 %			126.99 %		

(1) Annualized.
(2) Net interest rate spread represents the difference between the weighted average yield on interest-earning assets and the weighted average rate of interest-bearing liabilities.
(3) Net interest-earning assets represent total interest-earning assets less total interest-bearing liabilities.
(4) Net interest margin represents net interest income divided by average total interest-earning assets.

Rate/Volume Analysis. The following table presents the effects of changing rates and volumes on our net interest income for the periods indicated. The rate column shows the effects attributable to changes in rate (changes in rate multiplied by prior volume). The volume column shows the effects attributable to changes in volume (changes in volume multiplied by prior rate). The total column represents the sum of the prior columns. For purposes of this table, changes attributable to both rate and volume, which cannot be segregated, have been allocated proportionately based on the changes due to rate and the changes due to volume. There were no out-of-period items or adjustments required to be excluded from the table below.

	Three Months Ended June 30, 2024 vs. 2023		
	Increase (Decrease) Due to		Total Increase (Decrease)
	Volume	Rate	
	(In thousands)		
Interest-earning assets:			
Loans	$ 10,173	$ 5,058	$ 15,231
Securities	(151)	451	300
Other	(2)	(86)	(88)
Short-term investments	3,373	58	3,431
Total interest-earning assets	13,393	5,481	18,874
Interest-bearing liabilities:			
Savings accounts	(3)	0	(3)
NOW accounts	(14)	70	56
Money market accounts	130	2,892	3,022
Certificates of deposit and individual retirement accounts	5,526	5,511	11,037
Total interest-bearing deposits	5,639	8,473	14,112
Federal Home Loan Bank advances	(2,255)	36	(2,219)
Total interest-bearing liabilities	3,384	8,509	11,893
Change in net interest income	$ 10,008	$ (3,027)	$ 6,981

Comparison of Operating Results for the Six Months Ended June 30, 2024 and June 30, 2023

Net Income. Net income was $18.2 million for the six months ended June 30, 2024, compared to net income of $15.0 million the six months ended June 30, 2023, an increase of approximately $3.2 million, or 21.0%. The increase was primarily due to a $14.4 million, or 22.9%, increase in net interest income, partially offset by a $6.4 million, or 14.1%, increase in noninterest expense, a $2.5 million, or 27.6% decrease in non-interest income, a $2.0 million, or 32.4%, increase in the provision for credit losses and a $349,000 million, or 6.4%, increase in income tax expense.

Interest and Dividend Income. Interest and dividend income increased $41.0 million, or 41.8%, to $139.3 million for the six months ended June 30, 2024 from $98.3 million for the six months ended June 30, 2023, primarily due to a $35.5 million, or 37.8%, increase in interest and fees on loans, and a $5.3 million, or 515.7%, increase in interest on short-term investments. The increase in interest and fees on loans was primarily due to an increase of $723.9 million, or 22.5%, in the average balance of the loan portfolio to $3.95 billion for the six months ended June 30, 2024 from $3.22 billion for the six months ended June 30, 2023 and an increase of 72 basis points in the weighted average yield for the loan portfolio to 6.59% for the six months ended June 30, 2024 from 5.87% for the six months ended June 30, 2023, reflecting the growth of our commercial and consumer loan portfolios. The increase in interest on short-term investments was primarily due to an increase of $181.3 million, or 392.1%, in the average balance of short-term investments to $227.6 million for the six months ended June 30, 2024 from $46.3 million for the six months ended June 30, 2023.

Average interest-earning assets increased $868.3 million, or 24.5%, to $4.41 billion for the six months ended June 30, 2024 from $3.54 billion for the six months ended June 30, 2023. The yield on interest-earning assets increased 76 basis points to 6.35% for the six months ended June 30, 2024 from 5.59% for the six months ended June 30, 2023.

Interest Expense. Total interest expense increased $26.7 million, or 75.5%, to $62.0 million for the six months ended June 30, 2024 from $35.3 million for the six months ended June 30, 2023. Interest expense on deposit accounts increased $30.0 million, or 100.9%, to $59.8 million for the six months ended June 30, 2024 from $29.8 million for the six months ended June 30, 2023. The increase was due to an increase in the weighted average rate on certificates of deposit of 167 basis points to 4.97% for the six months ended June 30, 2024 from 3.30% for the six months ended June 30, 2023, an increase in the average balance of certificates of deposit of $429.7 million, or 32.5%, to $1.75 billion for the six months ended June 30, 2024 from $1.32 billion for the six months ended June 30, 2023, an increase in the weighted average rate on money market accounts of 168 basis points to 3.85% for the six months ended June 30, 2024 from 2.17% for the six months ended June 30, 2023 and an increase in the average balance of money market accounts of $107.7 million, or 14.6% to $843.9 million for the six months ended June 30, 2024 from $736.2 million for the six months ended June 30, 2023.

Interest expense on FHLB borrowings decreased $3.4 million, or 61.0%, to $2.2 million for the six months ended June 30, 2024 from $5.5 million for the six months ended June 30, 2023. The average balance of FHLB advances decreased $135.8 million, or 62.8%, to $80.4 million for the six months ended June 30, 2024 from $216.2 million for the six months ended June 30, 2023. The decrease in the average balance of FHLB advances was the result of growth in brokered deposits due to lower rates, as well as, overall deposit growth.

Net Interest Income. Net interest income increased $14.4 million, or 22.9%, to $77.4 million for the six months ended June 30, 2024 from $63.0 million for the six months ended June 30, 2023, primarily due to a $868.3 million, or 24.5%, increase in the average balance of interest-earning assets to $4.41 billion for the six months ended June 30, 2024 from $3.54 billion for the six months ended June 30, 2023 and an increase in the weighted average yield on interest-earning assets of 76 basis points to 6.35% for the six months ended June 30, 2024 from 5.59% for the six months ended June 30, 2023.

These increases were offset partially by an increase in the weighted average rate on interest-bearing liabilities of 144 basis points to 3.99% for the six months ended June 30, 2024 from 2.55% for the six months ended June 30, 2023 and an increase in the average balance of interest-bearing liabilities of $329.5 million, or 11.8%, to $3.12 billion for the six months ended June 30, 2024 from $2.79 billion for the six months ended June 30, 2023.

Provision for Credit Losses. Based on management's analysis of the adequacy of the allowance for credit losses, a provision of $8.1 million was recorded for the six months ended June 30, 2024, of which $8.3 million related to the provision for credit losses on loans, compared to a provision of $6.1 million for the six months ended June 30, 2023. The increase of $2.0 million, or 32.4%, in the total provision for credit losses was primarily due to the overall increase in the size of the loan portfolio and increases in the qualitative factors on loans collateralized by offices and purchased consumer loans.

Noninterest Income. Noninterest income decreased $2.5 million, or 27.6%, to $6.5 million for the six months ended June 30, 2024 from $9.0 million for the six months ended June 30, 2023. The decrease resulted primarily from one-time employee retention credit income during the six months ended June 30, 2023; offset partially by an increase in other income resulting from a one-time debit and credit card branding signing bonus of $610,000 and increased customer service fees of $484,000 during the six months ended June 30, 2024.

The table below sets forth our noninterest income for the six months ended June 30, 2024 and 2023:

	Six Months Ended June 30,		Change	
	2024	2023	Amount	Percent
	(Dollars in thousands)			
Customer service fees	3,754	3,270	484	14.80%
Increase in cash surrender value of BOLI	805	743	62	8.34%
Mortgage banking income	539	368	171	46.47%
Swap contract income	752	1,108	(356)	(32.13)%
Employee retention credit income	-	3,452	(3,452)	(100.00)%
Other income	635	22	613	2786.36%
Total noninterest income	$ 6,485	$ 8,963	$ (2,478)	(27.65)%

Noninterest Expense. Noninterest expense increased $6.4 million, or 14.1%, to $51.8 million for the six months ended June 30, 2024 from $45.4 million for the six months ended June 30, 2023. Salaries and employee benefit expenses increased $4.9 million, or 16.8%, primarily from the hiring of additional employees consistent with our business strategy to grow the Bank, normal annual salary increases, $1.2 million in ESOP compensation expenses and $976,000 in long term incentive plan expenses during the six months ended June 30, 2024. Data processing expenses increased $881,000, or 25.6%, during the six months ended June 30, 2024, primarily the result of higher electronic banking, information technology and system costs. Director and profession service fees increased $802,000, or 23.8%, during the six months ended June 30, 2024, primarily the result of higher legal fees, lending services, appraisal fee and external audit costs. The table below sets forth our noninterest expense for the six months ended June 30, 2024 and 2023:

	Six Months Ended June 30,		Change	
	2024	2023	Amount	Percent
	(Dollars in thousands)			
Salaries and employee benefits	$ 34,307	$ 29,375	$ 4,932	16.79%
Director and professional service fees	4,178	3,376	802	23.76%
Occupancy and equipment expenses	2,797	2,647	150	5.67%
Data processing expenses	4,320	3,439	881	25.62%
Marketing and charitable contribution expenses	1,837	2,054	(217)	(10.56)%
FDIC and state insurance assessments	994	1,629	(635)	(38.98)%
General and administrative expenses	3,348	2,850	498	17.47%
Total noninterest expense	$ 51,781	$ 45,370	$ 6,411	14.13%

Income Tax Expense. Income tax expense increased $349,000, or 6.4%, to $5.8 million for the six months ended June 30, 2024 from $5.5 million for the six months ended June 30, 2023. The effective tax rate was 24.2% and 26.7% for the six months ended June 30, 2024 and 2023, respectively. The decrease in the effective tax rate was a result of income tax credits earned during the six months ended June 30, 2024.

Average Balances and Yields. The following table sets forth average balance sheets, average yields and costs, and certain other information for the periods indicated. No tax-equivalent yield adjustments have been made, as the effects would be immaterial. Non-accrual loans were included in the computation of average balances. All average balances are daily average balances. The yields set forth below include the effect of deferred fees, discounts, and premiums that are amortized or accreted to interest income or interest expense; such fees, discounts and premiums were not material for the periods presented.

	Six Months Ended					
	June 30, 2024			June 30, 2023		
	Average Outstanding Balance	Interest	Average Yield/Rate [1]	Average Outstanding Balance	Interest	Average Yield/Rate [1]
Interest-earning assets:						
Loans	$ 3,945,248	$ 129,270	6.59 %	$ 3,221,332	$ 93,800	5.87 %
Securities	198,816	2,968	3.00 %	236,039	2,507	2.14 %
Other investments	39,324	715	3.66 %	39,007	925	4.78 %
Short-terminvestments	227,588	6,360	5.62 %	46,252	1,033	4.50 %
Total interest-earning assets	4,410,976	139,313	6.35 %	3,542,630	98,265	5.59 %
Non-interest-earning assets	222,400			198,502		
Allowance for credit losses	(33,739)			(27,694)		
Total assets	$ 4,599,637			$ 3,713,438		
Interest-bearing liabilities:						
Savings accounts	$ 122,594	31	0.05 %	$ 150,152	37	0.05 %
NOW accounts	324,292	341	0.21 %	368,841	176	0.10 %
Money market accounts	843,917	16,157	3.85 %	736,190	7,935	2.17 %
Certificates of deposit and individual retirement accounts	1,751,985	43,266	4.97 %	1,322,311	21,612	3.30 %
Total interest-bearing deposits	3,042,788	59,795	3.95 %	2,577,494	29,760	2.33 %
FHLB advances	80,427	2,164	5.41 %	216,240	5,546	5.17 %
Total interest-bearing liabilities	3,123,215	61,959	3.99 %	2,793,734	35,306	2.55 %
Non-interest-bearing deposits	652,987			504,570		
Other non-interest-bearing liabilities	85,925			63,305		
Total liabilities	3,862,127			3,361,609		
Shareholders' equity	737,510			351,829		
Total liabilities and shareholders' equity	$ 4,599,637			$ 3,713,438		
Net interest income		$ 77,354			$ 62,959	
Net interest rate spread [2]			2.36 %			3.04 %
Net interest-earning assets [3]	$ 1,287,761			$ 748,896		
Net interest margin [4]			3.53 %			3.58 %
Average interest-earning assets to interest-bearing liabilities	141.23 %			126.81 %		

(1) Annualized.
(2) Net interest rate spread represents the difference between the weighted average yield on interest-earning assets and the weighted average rate of interest-bearing liabilities.
(3) Net interest-earning assets represent total interest-earning assets less total interest-bearing liabilities.
(4) Net interest margin represents net interest income divided by average total interest-earning assets.

Rate/Volume Analysis. The following table presents the effects of changing rates and volumes on our net interest income for the periods indicated. The rate column shows the effects attributable to changes in rate (changes in rate multiplied by prior volume). The volume column shows the effects attributable to changes in volume (changes in volume multiplied by prior rate). The total column represents the sum of the prior columns. For purposes of this table, changes attributable to both rate and volume, which cannot be segregated, have been allocated proportionately based on the changes due to rate and the changes due to volume. There were no out-of-period items or adjustments required to be excluded from the table below.

	Six Months Ended June 30, 2024 vs. 2023		
	Increase (Decrease) Due to		Total Increase (Decrease)
	Volume	Rate	
	(In thousands)		
Interest-earning assets:			
Loans	$ 22,775	$ 12,695	$ 35,470
Securities	(293)	754	461
Other	8	(218)	(210)
Short-term investments	5,006	321	5,327
Total interest-earning assets	27,496	13,552	41,048
Interest-bearing liabilities:			
Savings accounts	(7)	1	(6)
NOW accounts	(18)	183	165
Money market accounts	1,304	6,918	8,222
Certificates of deposit and individual retirement accounts	8,418	13,236	21,654
Total interest-bearing deposits	9,697	20,338	30,035
Federal Home Loan Bank advances	(3,669)	287	(3,382)
Total interest-bearing liabilities	6,028	20,625	26,653
Change in net interest income	$ 21,468	$ (7,073)	$ 14,395

Liquidity and Capital Resources

Liquidity describes our ability to meet the financial obligations that arise in the ordinary course of business. Liquidity is primarily needed to meet the borrowing and deposit withdrawal requirements of our customers and to fund current and planned expenditures. Our primary sources of funds are deposits, principal and interest payments on loans and securities, and proceeds from maturities of securities. We are also able to borrow from the FHLB and the Discount Window at the Federal Reserve Bank of Boston ("FRB"). As of June 30, 2024, we had outstanding advances of $60.8 million from the FHLB. As of June 30, 2024, we had unused borrowing capacity of $770.0 million with the FHLB and $42.5 million available with the FRB. Additionally, as of June 30, 2024, we had $300.0 million of brokered deposits and pursuant to our internal liquidity policy, which allows us to utilize brokered deposits up to 10.0% of our total assets, we had an additional capacity of up to approximately $180.5 million of brokered deposits.

While maturities and scheduled amortization of loans and securities are predictable sources of funds, deposit flows and loan prepayments are greatly influenced by general interest rates, economic conditions, and competition. Our most liquid assets are cash and short-term investments. The levels of these assets are dependent on our operating, financing, lending, and investing activities during any given period.

Our cash flows are comprised of three primary classifications: cash flows from operating activities, investing activities, and financing activities.

At June 30, 2024, we had $20.8 million in commitments to originate loans outstanding. In addition, we had $413.5 million in unused lines of credit to borrowers, $506.0 million in unadvanced construction loans and $6.7 million in letters of credit outstanding.

Non-brokered certificates of deposit due within one year of June 30, 2024 totaled $1.30 billion, or 33.1%, of total deposits. If these deposits do not remain with us, we may be required to seek other sources of funds, including brokered deposits and FHLB advances. Depending on market conditions, we may be required to pay higher rates on such deposits or other borrowings than we currently pay on the non-brokered certificates of deposit due on or before June 30, 2025, or on our other interest-bearing deposit accounts. We believe, however, based on historical experience and current market interest rates that we will retain upon maturity a large portion of our certificates of deposit with maturities of one year or less as of June 30, 2024.

Our primary investing activity is originating loans. During the six months ended June 30, 2024, we originated $222.2 million of loans.

Financing activities consist primarily of activity in deposit accounts and FHLB advances. We experienced net increases in deposits of $530.6 million for the six months ended June 30, 2024. At June 30, 2024 and December 31, 2023, the level of brokered time deposits was $300.0 million and $183.6 million, respectively. Deposit flows are affected primarily by the overall level of interest rates and the interest rates and products offered by us and our competitors. FHLB advances decreased $222.5 million for the six months ended June 30, 2024.

For additional information, see the consolidated statements of cash flows for the six months ended June 30, 2024 and 2023 included as part of the consolidated financial statements appearing elsewhere in this Form 10-Q.

We are committed to maintaining a strong liquidity position. We continuously monitor our liquidity position and adjustments are made to the balance between sources and uses of funds as deemed appropriate by management. Liquidity risk management is an important element in our asset/liability management process. We regularly model liquidity stress scenarios to assess potential liquidity outflows or funding problems resulting from economic disruptions, volatility in the financial markets, unexpected credit events or other significant occurrences deemed problematic by management. These scenarios are incorporated into our contingency funding planning process, which provides the basis for the identification of our liquidity needs. We anticipate that we will have sufficient funds to meet our current funding commitments. In addition, based on our deposit retention experience and current pricing strategy, we anticipate that a significant portion of maturing time deposits will be retained.

As of June 30, 2024, Needham Bank and NB Bancorp, Inc. exceeded all of their regulatory capital requirements, and were categorized as well-capitalized at that date. Management is not aware of any conditions or events since the most recent notification of well-capitalized status that would change our category. See Note 10 of the notes to consolidated financial statements.

Impact of Inflation and Changing Prices

The consolidated financial statements and related data presented in this Form 10-Q have been prepared in accordance with U.S. GAAP, which requires the measurement of financial position and operating results in terms of historical dollars without considering changes in the relative purchasing power of money over time due to inflation. The primary impact of inflation on our operations is reflected in increased operating costs. Unlike most industrial companies, virtually all of the assets and liabilities of a financial institution are monetary in nature. As a result, interest rates, generally, have a more significant impact on a financial institution's performance than does inflation. Interest rates do not necessarily move in the same direction or to the same extent as the prices of goods and services.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Not applicable, as the Registrant is an emerging growth company.

Item 4. Controls and Procedures

An evaluation was performed under the supervision and with the participation of the Company's management, including the Chief Executive Officer and the Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) promulgated under the Securities and Exchange Act of 1934, as amended) as of June 30, 2024. Based on that evaluation, the Company's management, including the Chief Executive Officer and the Chief Financial Officer, concluded that the Registrant's disclosure controls and procedures were effective.

During the six months ended June 30, 2024, there have been no changes in the Company's internal controls over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Part II – Other Information

Item 1. Legal Proceedings

The Company is subject to various legal actions arising in the normal course of business. In the opinion of management, the resolution of these legal actions is not expected to have a material adverse effect on the Company's or the Bank's financial condition or results of operations.

Item 1A. Risk Factors

There have been no material changes in risk factors applicable to the Company from those disclosed in "Risk Factors" in Item 1A of the Company's Annual Report on Form 10-K for the year ended December 31, 2023.

Item 2. Unregistered Sales of Equity Securities, Use of Proceeds and Issuer Purchases of Equity Securities

(a) There were no sales of unregistered securities during the period covered by this Report.

(b) Not applicable.

(c) There were no issuer repurchases of securities during the period covered by this Report.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

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	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
Exhibit 104	Cover Page Interactive Data File - The cover page interactive data file does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document

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.

NB BANCORP, INC.

Date: August 9, 2024

/s/ Joseph Campanelli
Joseph Campanelli
Chairman, President and Chief Executive Officer

Date: August 9, 2024

/s/ Jean-Pierre Lapointe
Jean-Pierre Lapointe
Executive Vice President and Chief Financial Officer