UNITED STATES FEDERAL DEPOSIT INSURANCE CORPORATION

WASHINGTON, D.C. 20429

FORM 10 - Q

(Mark one)
[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 for the quarterly period ended September 30, 2017

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period ________ to ________.

Commission File Number: FDIC Certificate No. 90211-0

HINGHAM INSTITUTION FOR SAVINGS
(Exact name of registrant as specified in its charter)

Massachusetts	04-1442480
(State of incorporation)	(I.R.S. Employer Identification Number)

55 Main Street, Hingham, MA 02043
(Address of Principal Executive Offices)

(781) 749-2200
(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).
Yes ☐ No ☐ [Not Applicable]

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

Large accelerated filer	☐	Accelerated filer	☒
Non-accelerated filer (Do not check if a smaller reporting company)	☐	Smaller reporting company	☐

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

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

At November 7, 2017, there were 2,132,750 shares of the registrant’s common stock outstanding.

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PART I – FINANCIAL INFORMATION

Item 1 – Financial Statements

HINGHAM INSTITUTION FOR SAVINGS AND SUBSIDIARIES

Consolidated Balance Sheets

(Unaudited)	December 31, 2016	September 30, 2017
	(In Thousands)	
ASSETS		
Cash and due from banks	$ 7,816	$ **9,792**
Federal Reserve and other short-term investments	315,116	**341,294**
Cash and cash equivalents	322,932	**351,086**
Securities available for sale, at fair value	27,168	**32,301**
Federal Home Loan Bank stock, at cost	24,472	**26,863**
Loans, net of allowance for loan losses of $11,030,000 at December 31, 2016 and $12,128,000 at September 30, 2017	1,605,647	**1,769,830**
Bank-owned life insurance	11,962	**12,158**
Premises and equipment, net	14,462	**14,049**
Accrued interest receivable	3,529	**4,079**
Deferred income tax asset, net	2,489	**1,601**
Other assets	1,938	**2,973**
Total assets	$ 2,014,599	$ **2,214,940**
LIABILITIES AND STOCKHOLDERS' EQUITY		
Deposits:		
Interest-bearing	$ 1,218,360	$ **1,277,157**
Demand	147,749	**171,382**
Total deposits	1,366,109	**1,448,539**
Federal Home Loan Bank advances	475,318	**574,395**
Mortgage payable	868	**826**
Mortgagors' escrow accounts	5,585	**6,228**
Accrued interest payable	400	**457**
Other liabilities	5,295	**4,777**
Total liabilities	1,853,575	**2,035,222**
Stockholders' equity:		
Preferred stock, $1.00 par value, 2,500,000 shares authorized; none issued	—	**—**
Common stock, $1.00 par value, 5,000,000 shares authorized; 2,132,750 shares issued and outstanding at December 31, 2016 and September 30, 2017	2,133	**2,133**
Additional paid-in capital	11,575	**11,706**
Undivided profits	144,580	**161,554**
Accumulated other comprehensive income	2,736	**4,325**
Total stockholders' equity	161,024	**179,718**
Total liabilities and stockholders' equity	$ 2,014,599	$ **2,214,940**

See accompanying Notes to Unaudited Consolidated Financial Statements.

Item 1 – Financial Statements (continued)

HINGHAM INSTITUTION FOR SAVINGS AND SUBSIDIARIES

Consolidated Statements of Net Income

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2017	2016	2017
(Unaudited)	(In Thousands, except per share amounts)			
Interest and dividend income:				
Loans	$ 17,477	$ **19,211**	$ 50,890	$ **55,663**
Debt securities	6	**—**	52	**—**
Equity securities	352	**396**	881	**1,116**
Federal Reserve and other short-term investments	382	**1,079**	1,126	**2,515**
Total interest and dividend income	18,217	**20,686**	52,949	**59,294**
Interest expense:				
Deposits	2,435	**2,854**	7,125	**8,084**
Federal Home Loan Bank advances	933	**1,742**	2,782	**3,979**
Mortgage payable	13	**12**	40	**38**
Total interest expense	3,381	**4,608**	9,947	**12,101**
Net interest income	14,836	**16,078**	43,002	**47,193**
Provision for loan losses	300	**558**	810	**1,098**
Net interest income, after provision for loan losses	14,536	**15,520**	42,192	**46,095**
Other income:				
Customer service fees on deposits	239	**216**	691	**662**
Increase in cash surrender value of bank-owned life insurance	63	**67**	203	**196**
Gain on sales of securities, net	—	**—**	344	**77**
Miscellaneous	45	**44**	143	**136**
Total other income	347	**327**	1,381	**1,071**
Operating expenses:				
Salaries and employee benefits	2,927	**3,008**	8,988	**9,245**
Occupancy and equipment	446	**422**	1,401	**1,305**
Data processing	318	**321**	926	**929**
Deposit insurance	265	**279**	771	**795**
Marketing	104	**85**	329	**325**
Foreclosure	25	**11**	107	**14**
Other general and administrative	708	**692**	1,983	**2,121**
Total operating expenses	4,793	**4,818**	14,505	**14,734**
Income before income taxes	10,090	**11,029**	29,068	**32,432**
Income tax provision	4,145	**4,545**	11,932	**13,366**
Net income	$ 5,945	$ **6,484**	$ 17,136	$ **19,066**
Weighted average common shares outstanding:				
Basic	2,131	**2,133**	2,130	**2,133**
Diluted	2,152	**2,180**	2,150	**2,180**
Earnings per share:				
Basic	$ 2.79	$ **3.04**	$ 8.04	$ **8.94**
Diluted	$ 2.76	$ **2.97**	$ 7.97	$ **8.75**

See accompanying Notes to Unaudited Consolidated Financial Statements.

Item 1 – Financial Statements (continued)

HINGHAM INSTITUTION FOR SAVINGS AND SUBSIDIARIES

Consolidated Statements of Comprehensive Income

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	**2017**	**2016**	**2017**
(Unaudited)	**(In Thousands)**			
Net income	$ 5,945	**$ 6,484**	$ 17,136	**$ 19,066**
Other comprehensive income:				
Net unrealized holding gain on securities available for sale	565	**1,644**	1,378	**2,554**
Reclassification adjustment for gain on sales of securities recognized in income (1)	—	—	(344)	**(77)**
Net unrealized gain	565	**1,644**	1,034	**2,477**
Tax effect	(202)	**(589)**	(371)	**(888)**
	363	**1,055**	663	**1,589**
Comprehensive income	$ 6,308	$ **7,539**	$ 17,799	$ **20,655**

(1) Amount is included in gain on sales of securities, net in the consolidated statements of net income. Provision for income taxes with the reclassification adjustment amounted to $123,000 and $28,000 for the nine months ended September 30, 2016 and 2017, respectively.

See accompanying Notes to Unaudited Consolidated Financial Statements.

Item 1 – Financial Statements (continued)

HINGHAM INSTITUTION FOR SAVINGS AND SUBSIDIARIES
Consolidated Statements of Changes in Stockholders' Equity
For the Nine Months Ended
September 30, 2016 and 2017

(Unaudited)	Common Stock	Additional Paid-In Capital	Undivided Profits	Accumulated Other Comprehensive Income	Total Stockholders' Equity
			(In Thousands)		
Balance at December 31, 2015	$ 2,129	$ 11,052	$ 124,481	$ 353	$ 138,015
Comprehensive income	—	—	17,136	663	17,799
Stock options exercised, including tax benefit of $45,000	2	185	—	—	187
Share-based compensation expense	—	114	—	—	114
Cash dividends declared – common ($0.92 per share)	—	—	(1,961)	—	(1,961)
Balance at September 30, 2016	$ 2,131	$ 11,351	$ 139,656	$ 1,016	$ 154,154
Balance at December 31, 2016	**$ 2,133**	**$ 11,575**	**$ 144,580**	**$ 2,736**	**$ 161,024**
Comprehensive income	**—**	**—**	**19,066**	**1,589**	**20,655**
Share-based compensation expense	**—**	**131**	**—**	**—**	**131**
Cash dividends declared – common ($0.98 per share)	**—**	**—**	**(2,092)**	**—**	**(2,092)**
Balance at September 30, 2017	**$ 2,133**	**$ 11,706**	**$ 161,554**	**$ 4,325**	**$ 179,718**

See accompanying Notes to Unaudited Consolidated Financial Statements.

Item 1 – Financial Statements (continued)

HINGHAM INSTITUTION FOR SAVINGS AND SUBSIDIARIES
Consolidated Statements of Cash Flows

	Nine Months Ended September 30,	
	2016	2017
(Unaudited)	(In Thousands)	
Cash flows from operating activities:		
Net income	$ 17,136	**$ 19,066**
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan losses	810	**1,098**
Amortization of securities premium, net	17	—
Amortization of deferred loan origination costs, net	458	**440**
Share-based compensation expense	114	**131**
Excess tax benefits from share-based compensation arrangements	(45)	—
Deferred income tax benefit	(47)	—
Depreciation and amortization of premises and equipment	563	**488**
Increase in cash surrender value of bank-owned life insurance	(203)	**(196)**
(Gain) loss on sale of foreclosed assets	5	**(23)**
Gain on sales of securities	(344)	**(77)**
Changes in operating assets and liabilities:		
Accrued interest receivable and other assets	(533)	**(1,585)**
Accrued interest payable and other liabilities	(280)	**176**
Net cash provided by operating activities	17,651	**19,518**
Cash flows from investing activities:		
Maturities of certificates of deposit	5,064	**—**
Activity in available-for-sale securities:		
Maturities, payments and calls	25,018	**10**
Proceeds from sales	1,425	**945**
Purchases	(7,361)	**(3,534)**
Purchase of Federal Home Loan Bank stock	(11,800)	**(2,391)**
Proceeds from redemption of Federal Home Loan Bank stock	7,393	**—**
Proceeds from sale of foreclosed assets	165	**586**
Loans originated, net of payments received	(158,839)	**(166,284)**
Additions to premises and equipment	(74)	**(75)**
Net cash used in investing activities	(139,009)	**(170,743)**

(continued)

See accompanying Notes to Unaudited Consolidated Financial Statements.

Item 1 – Financial Statements (continued)

Consolidated Statements of Cash Flows (concluded)

	Nine Months Ended September 30,	
	2016	**2017**
(Unaudited)	**(In Thousands)**	
Cash flows from financing activities:		
Increase in deposits	118,162	**82,430**
Increase in mortgagors' escrow accounts	539	**643**
Cash dividends paid on common stock	(2,556)	**(2,729)**
Proceeds from stock options exercised	142	**—**
Excess tax benefits from share-based compensation arrangements	45	**—**
Net increase (decrease) in Federal Home Loan Bank advances with maturities of three months or less	(245,000)	**380,192**
Proceeds from Federal Home Loan Bank advances with maturities of more than three months	330,000	**95,000**
Repayment of Federal Home Loan Bank advances with maturities of more than three months	(27,108)	**(376,115)**
Repayment of mortgage payable	(40)	**(42)**
Net cash provided by financing activities	174,184	**179,379**
Net change in cash and cash equivalents	52,826	**28,154**
Cash and cash equivalents at beginning of period	261,013	**322,932**
Cash and cash equivalents at end of period	$ 313,839	**$ 351,086**
Supplementary information:		
Interest paid on deposit accounts	$ 7,126	**$ 8,006**
Interest paid on Federal Home Loan Bank advances and mortgage payable	2,764	**4,038**
Income taxes paid	13,107	**13,517**
Non-cash activities:		
Real estate acquired through foreclosure	$ 170	**$ 563**

See accompanying Notes to Unaudited Consolidated Financial Statements.

HINGHAM INSTITUTION FOR SAVINGS AND SUBSIDIARIES
Notes to Unaudited Consolidated Financial Statements
September 30, 2016 and 2017

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The consolidated interim financial statements of Hingham Institution for Savings (the "Bank") have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial statements and with the instructions to SEC Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements.

Financial information as of September 30, 2017, and for the three and nine months ended September 30, 2016 and 2017, is unaudited and, in the opinion of management, reflects all adjustments necessary for a fair presentation of such information. Such adjustments were of a normal recurring nature. Interim results are not necessarily indicative of results to be expected for the entire year. The unaudited interim consolidated financial statements should be read in conjunction with the audited consolidated financial statements of the Bank for the year ended December 31, 2016 filed on Form 10-K.

Earnings per common share

Basic earnings per share represent income available to common stockholders divided by the weighted-average number of shares outstanding during the period. Diluted earnings per share reflect additional shares that would have been outstanding if dilutive potential shares had been issued, as well as any adjustment to income that would result from the assumed issuance. Potential shares that may be issued by the Bank relate solely to outstanding stock options and are determined using the treasury stock method.

In the first quarter of 2017, the Bank adopted Financial Accounting Standards Board ("FASB") Accounting Standards Update ("ASU") 2016-09, *Compensation—Stock Compensation (Topic 718)*. Under this standard, the amount of excess tax benefit that would be credited to additional paid-in capital assuming exercise of the options is not considered in the proceeds when applying the treasury stock method. In the three and nine months ended September 30, 2017, this change increased the average number of shares outstanding used to calculate diluted earnings per share, reducing diluted earnings per share by $0.02 and $0.07, respectively.

Earnings per common share have been computed based on the following:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	**2017**	**2016**	**2017**
	(In Thousands)			
Average number of shares outstanding used to calculate basic earnings per share	2,131	**2,133**	2,130	**2,133**
Effect of dilutive options	21	**47**	20	**47**
Average number of shares outstanding used to calculate diluted earnings per share	2,152	**2,180**	2,150	**2,180**

There were 13,000 option shares that were considered antidilutive for the quarter ended September 30, 2016 and no shares considered antidilutive for the quarter ended September 30, 2017.

Fair value hierarchy

The Bank groups its assets measured at fair value in three levels, based on the markets in which the assets are traded and the reliability of the assumptions used to determine fair value, as follows:

Level 1 – Valuation is based on quoted prices in active markets for identical assets. Level 1 assets generally include debt and equity securities that are traded in an active exchange market. Valuations are obtained from readily available pricing sources for market transactions involving identical assets.

Level 2 – Valuation is based on observable inputs other than Level 1 prices, such as quoted prices for similar assets; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets.

Level 3 – Valuation is based on unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets. Level 3 assets include those whose value is determined using unobservable inputs to pricing models, discounted cash flow methodologies, or similar techniques, as well as assets for which the determination of fair value requires significant management judgment or estimation.

Transfers between levels are recognized at the end of a reporting period, if applicable.

Loans

The Bank's loan portfolio includes residential real estate, commercial real estate, construction, home equity, commercial and consumer segments. A substantial majority of the loan portfolio is secured by real estate in the eastern Massachusetts area. Beginning in early 2017, the Bank also began originating commercial real estate loans in the greater Washington D.C. metropolitan area, and at September 30, 2017, the Bank had $39.6 million in net loans outstanding in that area. The ability of the Bank's debtors to honor their contracts is dependent upon the real estate, construction, and general economic conditions.

Loans that management has the intent and ability to hold for the foreseeable future or until maturity or pay-off are reported at their outstanding unpaid principal balances adjusted for charge-offs, the allowance for loan losses, and net deferred fees or costs on originated loans. Interest income is accrued on the unpaid principal balance. Loan origination fees, net of certain direct origination costs, are deferred and recognized as an adjustment of the related loan yield using the interest method.

The accrual of interest on mortgage and commercial loans is discontinued at the time a loan is 90 days past due (the loan is in default) unless the credit is well-secured and in process of collection. Personal loans are typically charged off no later than becoming 180 days past due. Past due status is based on contractual terms of the loan. In all cases, loans are placed on non-accrual or charged off at an earlier date if collection of principal or interest is considered doubtful.

All interest accrued but not collected for loans that are placed on non-accrual or charged off is reversed against interest income. The interest on these loans is accounted for on the cash-basis or cost-recovery method, until qualifying for return to accrual status. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

Allowance for loan losses

The allowance for loan losses is established as losses are estimated to have occurred through a provision for loan losses charged to earnings. Loan losses are charged against the allowance when management believes the uncollectibility of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance when collected.

The allowance for loan losses is evaluated on a regular basis by management. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available. The allowance consists of general and allocated loss components, as further discussed below.

General component

The general component of the allowance for loan losses is based on historical loss experience adjusted for qualitative factors stratified by loan segment. Management uses a rolling average of historical losses based on a time frame (currently two years) appropriate to capture relevant loss data for each loan segment. This historical loss factor is adjusted for the following qualitative factors: levels/trends in delinquencies; trends in volume and terms of loans; effects of changes in risk selection and underwriting standards and other changes in lending policies, procedures and practices; experience/ability/depth of lending management and staff; national and local economic trends and conditions; industry conditions and effects of changes in credit concentrations. There were no changes in the Bank's policies or methodology pertaining to the general component of the allowance for loan losses during the nine months ended September 30, 2017.

The qualitative factors are determined based on the various risk characteristics of each loan segment. Risk characteristics relevant to each portfolio segment are as follows:

Residential real estate – The Bank generally does not originate loans with a loan-to-value ratio greater than 80% (without private mortgage insurance). All loans in this segment are collateralized by owner-occupied residential real estate and repayment is dependent on the credit quality of the individual borrower. The overall health of the economy, including unemployment rates and housing prices, will have an effect on the credit quality in this segment.

Commercial real estate – Loans in this segment are primarily secured by income-producing properties in eastern Massachusetts. Beginning in early 2017, the Bank began lending on income producing commercial real estate in the Greater Washington D.C. metropolitan area. Underwriting and portfolio management policies are the same for both markets. Generally, loan amounts do not exceed 75% of the appraised value of the collateral. The underlying cash flows generated by the properties are adversely impacted by a downturn in the economy as evidenced by increased vacancy rates which, in turn, will have an effect on the credit quality in this segment. Management obtains rent rolls annually and regularly monitors the cash flows of these loans.

Construction – Loans in this segment include both owner-occupied and speculative real estate development loans for which payment is derived from the sale of the property. Credit risk is affected by cost overruns, time to sell at an adequate price, the overall health of the economy and market conditions.

Home equity – Loans in this segment include equity lines of credit and second mortgages, and are generally collateralized by second liens on residential real estate. Repayment is dependent on the credit quality of the individual borrower. The Bank generally does not originate loans with combined loan-to-value ratios greater than 70% when taking into account both the balance of the home equity loans and the first mortgage loan. Similar to residential real estate, the overall health of the economy, including unemployment rates and housing prices, will have an effect on the credit quality in this segment.

Commercial – Loans in this segment are made to businesses and are generally secured by assets of the business. Repayment is expected from the cash flows of the business. A weakened economy, and resultant decreased consumer spending, will have an effect on the credit quality in this segment.

Consumer – Loans in this segment are generally unsecured and repayment is dependent on the credit quality of the individual borrower.

Allocated component

The allocated component relates to loans that are classified as impaired. Impairment is measured on a loan-by-loan basis for residential real estate, commercial real estate, construction, home equity and commercial loans. A loan is considered impaired when, based on current information and events, it is probable that a creditor will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Impaired loans are generally maintained on a non-accrual basis. Factors considered by management in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest owed. Impairment is measured on a loan-by-loan basis by either the present value of expected future cash flows discounted at the loan's effective interest rate, or the fair value of the collateral if the loan is collateral dependent. An allowance is established when the discounted cash flows (or collateral value) of the impaired loan are lower than the carrying amount of that loan. Large groups of smaller balance homogeneous loans, such as consumer loans, are collectively evaluated for impairment.

The Bank periodically may agree to modify the contractual terms of loans. When a loan is modified and a concession is made to a borrower experiencing financial difficulty, the modification is considered a troubled debt restructuring ("TDR"). All TDRs are initially classified as impaired.

NOTE 2: COMMITMENTS

At December 31, 2016 and September 30, 2017, outstanding loan commitments were as follows:

	December 31, 2016	September 30, 2017
	(In Thousands)	
Unused lines of credit	$ 92,353	**$ 115,316**
Commitments to originate loans	69,558	**62,769**
Unadvanced funds on construction loans	54,442	**82,018**
Standby letters of credit	32	**32**
Total	$ 216,385	**$ 260,135**

At September 30, 2017, the Bank had the following contractual obligations outstanding:

	Payments Due by Year				
	Total	Less Than One Year	One to Three Years	Three to Five Years	More than Five Years
	(In Thousands)				
Certificates of deposit	**$ 612,053**	**$ 423,860**	**$ 155,621**	**$ 32,572**	**$ —**
Federal Home Loan Bank advances (1)	**574,395**	**485,192**	**4,203**	**—**	**85,000**
Mortgage payable (2)	**826**	**60**	**130**	**147**	**489**
Data processing agreements (3)	**4,863**	**900**	**1,719**	**1,584**	**660**
Lease agreements (4)	**1,528**	**314**	**650**	**323**	**241**

(1) Certain advances can be called for earlier repayment at the discretion of the issuer.

(2) Under the mortgage agreement, the balance of the note may be paid off at any date after January 2020 without penalty.

(3) Estimated payments are subject to change based on transaction volume.

(4) Leases contain provisions to pay certain operating expenses, the cost of which is not included above. Lease commitments are based on the initial contract term, or longer when, in the opinion of management, it is more likely than not that the lease will be renewed.

NOTE 3: DIVIDEND DECLARATION

On September 27, 2017, the Board of Directors declared a cash dividend of $0.34 per share to all stockholders of record as of October 9, 2017, payable October 18, 2017.

NOTE 4: FAIR VALUES OF ASSETS AND LIABILITIES

Determination of Fair Value

The Bank uses fair value measurements to record fair value adjustments to certain assets and to determine fair value disclosures. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value is best determined based upon quoted market prices. However, in many instances, there are no quoted market prices for the Bank's assets and liabilities. In cases where quoted market prices are not available, fair values are based on estimates using present value of future cash flows or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. Accordingly, the fair value estimates may not be realized in an immediate settlement of the asset or liability.

The following methods and assumptions were used by the Bank in estimating fair value disclosures:

<u>Cash and cash equivalents:</u> The carrying amounts of cash, due from banks and short-term investments approximate fair values based on the short-term nature of the assets.

<u>Securities available for sale:</u> The securities measured at fair value in Level 1 are based on quoted market prices in an active exchange market and generally include marketable equity securities traded in an active market. Securities measured at fair value in Level 2 are based on pricing models that consider standard input factors such as observable market data, benchmark yields, interest rate volatilities, broker/dealer quotes, credit spreads and new issue data. These securities typically include government-sponsored enterprise obligations and residential mortgage-backed securities, as well as marketable equity securities that are based on quoted market prices in an inactive market. All fair value measurements are obtained from a third-party pricing service and are not adjusted by management.

<u>Federal Home Loan Bank stock:</u> The carrying value of Federal Home Loan Bank stock is deemed to approximate fair value based on the redemption provisions of the Federal Home Loan Bank of Boston.

<u>Loans:</u> For variable-rate loans that reprice frequently and with no significant change in credit risk, fair values are based on carrying values. Fair values for other loans are estimated using discounted cash flow analysis and market interest rates currently being offered for loans with similar terms to borrowers of similar credit quality. Fair values for non-performing loans are estimated using discounted cash flow analysis or underlying collateral values, where applicable.

Notes to Unaudited Consolidated Financial Statements (continued)

Deposits: The fair values of non-certificate accounts are, by definition, equal to the amount payable on demand at the reporting date, which is their carrying amount. Fair values for certificates of deposit are estimated using a discounted cash flow calculation that applies market interest rates currently being offered on certificates to a schedule of aggregated expected monthly maturities on time deposits.

Federal Home Loan Bank advances: The fair values of the advances are estimated using discounted cash flow analysis based on the current incremental borrowing rates in the market for similar types of borrowing arrangements.

Mortgage payable: The fair value of the Bank's mortgage payable is estimated using discounted cash flow analysis based on the current incremental borrowing rates in the market for similar types of borrowing arrangements.

Mortgagors' escrow accounts: The carrying amounts of mortgagors' escrow accounts approximate fair value.

Accrued interest: The carrying amounts of accrued interest approximate fair value.

Off-balance-sheet instruments: Fair values for off-balance-sheet lending commitments are based on fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the counterparties' credit standing. At December 31, 2016 and September 30, 2017, the fair value of commitments outstanding is not significant since fees charged are not material.

Assets Measured at Fair Value on a Recurring Basis

Assets measured at fair value on a recurring basis are summarized below. There are no liabilities measured at fair value on a recurring basis.

	Level 1	Level 2	Level 3	Total Fair Value
		(In Thousands)		
December 31, 2016				
Securities available for sale:				
Debt securities	$ —	$ 30	$ —	$ 30
Equity securities	24,331	2,807	—	27,138
Total securities available for sale	$ 24,331	$ 2,837	$ —	$ 27,168
September 30, 2017				
Securities available for sale:				
Debt securities	**$ —**	**$ 19**	**$ —**	**$ 19**
Equity securities	**29,518**	**2,764**	**—**	**32,282**
Total securities available for sale	**$ 29,518**	**$ 2,783**	**$ —**	**$ 32,301**

Assets Measured at Fair Value on a Non-recurring Basis

The Bank may also be required, from time to time, to measure certain other assets on a non-recurring basis in accordance with generally accepted accounting principles. These adjustments to fair value usually result from application of lower-of-cost-or-market accounting, or write-downs of individual assets.

There are no assets or liabilities measured at fair value on a non-recurring basis at December 31, 2016 and September 30, 2017.

Notes to Unaudited Consolidated Financial Statements (continued)

Summary of Fair Values of Financial Instruments

The estimated fair values, and related carrying amounts, of the Bank's financial instruments are as follows. Certain financial instruments and all nonfinancial instruments are exempt from disclosure requirements. Accordingly, the aggregate fair value amounts presented herein do not represent the underlying fair value of the Bank.

	Carrying Amount	Fair Value		
		Level 1	Level 2	Level 3
	(In Thousands)			
December 31, 2016				
Financial assets:				
Cash and cash equivalents	$ 322,932	$ 322,932	$ —	$ —
Securities available for sale	27,168	24,331	2,837	—
Federal Home Loan Bank stock	24,472	—	—	24,472
Loans, net	1,605,647	—	—	1,612,355
Accrued interest receivable	3,529	—	—	3,529
Financial liabilities:				
Deposits	$ 1,366,109	$ —	$ —	$ 1,368,203
Federal Home Loan Bank advances	475,318	—	475,658	—
Mortgage payable	868	—	—	972
Mortgagors' escrow accounts	5,585	—	—	5,585
Accrued interest payable	400	—	—	400
September 30, 2017				
Financial assets:				
Cash and cash equivalents	**$ 351,086**	**$ 351,086**	**$ —**	**$ —**
Securities available for sale	**32,301**	**29,518**	**2,783**	**—**
Federal Home Loan Bank stock	**26,863**	**—**	**—**	**26,863**
Loans, net	**1,769,830**	**—**	**—**	**1,781,989**
Accrued interest receivable	**4,079**	**—**	**—**	**4,079**
Financial liabilities:				
Deposits	**$ 1,448,539**	**$ —**	**$ —**	**$ 1,450,541**
Federal Home Loan Bank advances	**574,395**	**—**	**574,309**	**—**
Mortgage payable	**826**	**—**	**—**	**902**
Mortgagors' escrow accounts	**6,228**	**—**	**—**	**6,228**
Accrued interest payable	**457**	**—**	**—**	**457**

Notes to Unaudited Consolidated Financial Statements (continued)

NOTE 5: SECURITIES AVAILABLE FOR SALE

The amortized cost and estimated fair value of securities available for sale, with gross unrealized gains and losses, follows:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	(In Thousands)			
December 31, 2016				
Debt securities:				
Residential mortgage-backed	$ 29	$ 1	$ —	$ 30
Equity securities:				
Community Reinvestment Act Qualified Investment Fund	7,000	—	(161)	6,839
Other equity securities	15,874	4,455	(30)	20,299
Total equity securities	22,874	4,455	(191)	27,138
Total securities available for sale	$ 22,903	$ 4,456	$ (191)	$ 27,168
September 30, 2017				
Debt securities:				
Residential mortgage-backed	**$ 19**	**$ —**	**$ —**	**$ 19**
Equity securities:				
Community Reinvestment Act Qualified Investment Fund	**7,500**	**—**	**(110)**	**7,390**
Other equity securities	**18,040**	**6,861**	**(9)**	**24,892**
Total equity securities	**25,540**	**6,861**	**(119)**	**32,282**
Total securities available for sale	**$ 25,559**	**$ 6,861**	**$ (119)**	**$ 32,301**

At December 31, 2016 and September 30, 2017, all other equity securities are in the banking, insurance, ratings, or payments sectors. At December 31, 2016 and September 30, 2017, all debt securities were pledged to secure Federal Home Loan Bank advances.

For the nine months ended September 30, 2017, proceeds from sales of securities available for sale amounted to $945,000, resulting in gross realized gains of $77,000 and no gross realized losses. For the nine months ended September 30, 2016, proceeds from sales of securities available for sale amounted to $1.4 million, resulting in gross realized gains of $344,000 and no gross realized losses.

Information pertaining to securities with gross unrealized losses at December 31, 2016 and September 30, 2017, aggregated by investment category and length of time that individual securities have been in a continuous loss position, follows:

	Less Than Twelve Months		Over Twelve Months	
	Gross Realized Losses	Fair Value	Gross Unrealized Losses	Fair Value
	(In Thousands)			
December 31, 2016				
Equity securities	$ 174	$ 7,533	$ 17	$ 274
September 30, 2017				
Equity securities	**$ 119**	**$ 7,630**	**$ —**	**$ —**

At September 30, 2017, $7.6 million in equity securities had unrealized losses with aggregate depreciation of 2% from the Bank's cost basis. No issues have been identified that cause management to believe the decline in fair value is other than temporary, and the Bank has the ability and intent to hold these investments until a recovery of fair value.

Notes to Unaudited Consolidated Financial Statements (continued)

NOTE 6: LOANS

A summary of the balances of loans is as follows:

	December 31, 2016	September 30, 2017
	(In Thousands)	
Real estate loans:		
Residential	$ 652,444	**$ 675,217**
Commercial	796,063	**943,163**
Construction	131,778	**127,043**
Home equity	33,230	**33,189**
Total real estate loans	1,613,515	**1,778,612**
Other loans:		
Commercial	153	**179**
Consumer	525	**467**
Total other loans	678	**646**
Total loans	1,614,193	**1,779,258**
Allowance for loan losses	(11,030)	**(12,128)**
Net deferred loan origination costs	2,484	**2,700**
Loans, net	$ 1,605,647	**$ 1,769,830**

A blanket lien on "qualified collateral," defined principally as 69-79% of the carrying value of first mortgage loans on certain owner-occupied residential property, 75% of the carrying value of first mortgage loans on certain non-owner-occupied residential property, 74% of the carrying value of first mortgage loans on certain multi-family residential property and 62% of the carrying value of loans on certain commercial property, is used to secure borrowings from the Federal Home Loan Bank of Boston. Additionally, a blanket lien on home equity and second mortgage loans is used to secure borrowing from the Federal Reserve Bank of Boston through its discount window.

The following is a summary of past due and non-accrual loans at December 31, 2016 and September 30, 2017:

	30-59 Days Past Due	60-89 Days Past Due	90 Days or More Past Due	Total Past Due	Loans on Non-accrual
December 31, 2016			(In Thousands)		
Residential real estate	$ 8,064	$ —	$ —	$ 8,064	$ 668
Commercial real estate	1,472	372	522	2,366	1,052
Home equity	385	342	—	727	75
Total loans	$ 9,921	$ 714	$ 522	$ 11,157	$ 1,795
September 30, 2017					
Residential real estate	**$ —**	**$ 876**	**$ —**	**$ 876**	**$ 970**
Commercial real estate	**302**	**—**	**—**	**302**	**155**
Home equity	**45**	**—**	**—**	**45**	**—**
Total loans	**$ 347**	**$ 876**	**$ —**	**$ 1,223**	**$ 1,125**

At December 31, 2016 and September 30, 2017, there were no loans past due 90 days or more and still accruing interest.

Notes to Unaudited Consolidated Financial Statements (continued)

An analysis of the activity in the allowance for loan losses, by segment, for the periods ended September 30, 2016 and 2017 follows:

	Residential Real Estate	Commercial Real Estate	Construction	Home Equity	Commercial	Consumer	Total
				(In Thousands)			
Nine months ended September 30, 2016							
Balance December 31, 2015	$ 3,102	$ 5,457	$ 1,142	$ 196	$ 1	$ 7	$ 9,905
Provision (credit) for loan losses	(511)	1,069	266	(16)	1	1	810
Loans charged off	—	—	—	—	—	(2)	(2)
Recoveries of loans previously charged off	—	—	—	—	—	—	—
Balance September 30, 2016	$ 2,591	$ 6,526	$ 1,408	$ 180	$ 2	$ 6	$ 10,713
Three months ended September 30, 2016							
Balance June 30, 2016	$ 2,539	$ 6,469	$ 1,212	$ 184	$ 2	$ 7	$ 10,413
Provision (credit) for loan losses	52	57	196	(4)	—	(1)	300
Loans charged off	—	—	—	—	—	—	—
Recoveries of loans previously charged off	—	—	—	—	—	—	—
Balance September 30, 2016	$ 2,591	$ 6,526	$ 1,408	$ 180	$ 2	$ 6	$ 10,713
Nine months ended September 30, 2017							
Balance December 31, 2016	**$ 2,634**	**$ 6,690**	**$ 1,556**	**$ 141**	**$ 2**	**$ 7**	**$ 11,030**
Provision (credit) for loan losses	**(63)**	**1,376**	**(190)**	**(24)**	**—**	**(1)**	**1,098**
Loans charged off	**—**	**—**	**—**	**—**	**—**	**(1)**	**(1)**
Recoveries of loans previously charged off	**—**	**—**	**—**	**—**	**—**	**1**	**1**
Balance September 30, 2017	**$ 2,571**	**$ 8,066**	**$ 1,366**	**$ 117**	**$ 2**	**$ 6**	**$ 12,128**
Three months ended September 30, 2017							
Balance June 30, 2017	**$ 2,647**	**$ 7,317**	**$ 1,461**	**$ 139**	**$ 1**	**$ 6**	**$ 11,571**
Provision (credit) for loan losses	**(76)**	**749**	**(95)**	**(22)**	**1**	**1**	**558**
Loans charged off	**—**	**—**	**—**	**—**	**—**	**(1)**	**(1)**
Recoveries of loans previously charged off	**—**	**—**	**—**	**—**	**—**	**—**	**—**
Balance September 30, 2017	**$ 2,571**	**$ 8,066**	**$ 1,366**	**$ 117**	**$ 2**	**$ 6**	**$ 12,128**

Notes to Unaudited Consolidated Financial Statements (continued)

An analysis of the allowance for loan losses, by segment, as of December 31, 2016 and September 30, 2017 follows:

	Residential Real Estate	Commercial Real Estate	Construction	Home Equity	Commercial	Consumer	Total
	(In Thousands)						
December 31, 2016							
Allowance for impaired loans	$ 163	$ 14	$ —	$ 1	$ —	$ —	$ 178
Allowance for non-impaired loans	2,471	6,676	1,556	140	2	7	10,852
	$ 2,634	$ 6,690	$ 1,556	$ 141	$ 2	$ 7	$ 11,030
Impaired	$ 2,324	$ 1,703	$ —	$ 98	$ —	$ —	$ 4,125
Non-impaired loans	650,120	794,360	131,778	33,132	153	525	1,610,068
	$ 652,444	$ 796,063	$ 131,778	$ 33,230	$ 153	$ 525	$ 1,614,193
September 30, 2017							
Allowance for impaired loans	**$ 137**	**$ 13**	**$ —**	**$ —**	**$ —**	**$ —**	**$ 150**
Allowance for non-impaired loans	**2,434**	**8,053**	**1,366**	**117**	**2**	**6**	**11,978**
	$ 2,571	**$ 8,066**	**$ 1,366**	**$ 117**	**$ 2**	**$ 6**	**$ 12,128**
Impaired	**$ 2,398**	**$ 789**	**$ —**	**$ —**	**$ —**	**$ —**	**$ 3,187**
Non-impaired loans	**672,819**	**942,374**	**127,043**	**33,189**	**179**	**467**	**1,776,071**
	$ 675,217	**$ 943,163**	**$ 127,043**	**$ 33,189**	**$ 179**	**$ 467**	**$ 1,779,258**

The following is a summary of impaired loans at December 31, 2016 and September 30, 2017:

	December 31, 2016			September 30, 2017		
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Recorded Investment	Unpaid Principal Balance	Related Allowance
	(In Thousands)					
Impaired loans without a valuation allowance:						
Residential real estate	$ 1,040	$ 1,092		**$ 1,338**	**$ 1,391**	
Commercial real estate	1,052	1,052		**155**	**155**	
Home Equity	75	75		**—**	**—**	
Total	2,167	2,219		**1,493**	**1,546**	
Impaired loans with a valuation allowance:						
Residential real estate	1,284	1,284	$ 163	**1,060**	**1,060**	**$ 137**
Commercial real estate	651	651	14	**634**	**634**	**13**
Home equity	23	23	1	**—**	**—**	**—**
Total	1,958	1,958	178	**1,694**	**1,694**	**150**
Total impaired loans	$ 4,125	$ 4,177	$ 178	**$ 3,187**	**$ 3,240**	**$ 150**

The following is information pertaining to impaired loans for periods ended September 30, 2016 and 2017:

	Three Months Ended September 30, 2016			Nine Months Ended September 30, 2016		
	Average Recorded Investment	Interest Income Recognized	Interest Income Recognized on Cash Basis	Average Recorded Investment	Interest Income Recognized	Interest Income Recognized on Cash Basis
	(In Thousands)					
Impaired loans:						
Residential real estate	$ 3,482	$ 46	$ 29	$ 3,124	$ 122	$ 63
Commercial real estate	2,180	17	7	1,925	43	14
Construction	—	—	—	492	57	57
Home equity	99	1	1	50	1	1
Total impaired loans	$ 5,761	$ 64	$ 37	$ 5,591	$ 223	$ 135

	Three Months Ended September 30, 2017			Nine Months Ended September 30, 2017		
	Average Recorded Investment	Interest Income Recognized	Interest Income Recognized on Cash Basis	Average Recorded Investment	Interest Income Recognized	Interest Income Recognized on Cash Basis
	(In Thousands)					
Impaired loans:						
Residential real estate	**$ 2,456**	**$ 15**	**$ 16**	**$ 2,293**	**$ 50**	**$ 28**
Commercial real estate	**1,640**	**9**	**25**	**1,895**	**27**	**171**
Home equity	**14**	**—**	**—**	**274**	**—**	**13**
Total impaired loans	**$ 4,110**	**$ 24**	**$ 41**	**$ 4,462**	**$ 77**	**$ 212**

No additional funds are committed to be advanced in connection with impaired loans.

In the course of resolving non-performing loans, the Bank may choose to restructure the contractual terms of certain loans, with terms modified to fit the ability of the borrower to repay in line with its current financial status. A loan is considered a troubled debt restructure if, for reasons related to the debtor's financial difficulties, a concession is granted to the debtor that would not otherwise be considered. For the nine months ended September 30, 2016 and 2017, troubled debt restructurings were not considered material.

Credit Quality Information

The Bank uses a seven-grade internal rating system for residential real estate, commercial real estate, construction and commercial loans as follows:

Loans rated 1-3B: Loans in this category are considered "pass" rated with low to average risk.

Loans rated 4: Loans in this category are considered "special mention." These loans are currently protected, but exhibit conditions that have the potential for weakness. The borrower may be affected by unfavorable economic, market or other external conditions that may affect their ability to repay the debt. These may also include credits where there is deterioration of the collateral or have deficiencies which may affect the Bank's ability to collect on the collateral. This rating is consistent with the "Other Assets Especially Mentioned" category used by the FDIC.

Loans rated 5: 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 Bank will sustain some loss if the weakness is not corrected.

Loans rated 6: Loans in this category are considered "doubtful." Loans classified as doubtful have all the weaknesses inherent in those classified 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 7: Loans in this category are considered uncollectible ("loss") and of such little value that their continuance as loans is not warranted.

Notes to Unaudited Consolidated Financial Statements (continued)

Commercial loans are assigned an initial grade at the origination of the loan. After origination, the Bank has a quality control program performed by an independent third party. On a quarterly basis, all commercial real estate, construction, commercial and residential real estate loan relationships with individual loans $500,000 or more are assigned a risk rating. An in-depth review is performed on all relationships totaling $850,000 or greater along with loans on the Bank's Watchlist. Watchlist loans are those loans that are more than two payments past due at the end of the quarter, loans rated four or higher in a previous review, impaired loans, troubled debt restructurings and loans past contractual maturity. Results of the review are reported to the Bank's Audit Committee on a quarterly basis and become the mechanism for monitoring the overall credit quality of the portfolio.

The following table presents the Bank's loans by risk rating as of December 31, 2016 and September 30, 2017:

Rating	Residential Real Estate	Commercial Real Estate	Construction	Commercial
	(In Thousands)			
December 31, 2016				
1- 3B	$ 649,768	$ 792,470	$ 131,778	$ 151
4	1,741	3,250	—	—
5	935	343	—	2
	$ 652,444	$ 796,063	$ 131,778	$ 153
September 30, 2017				
1- 3B	**$ 671,790**	**$ 938,484**	**$ 127,043**	**$ 179**
4	**3,059**	**4,679**	—	—
5	**368**	—	—	—
	$ 675,217	**$ 943,163**	**$ 127,043**	**$ 179**

For home equity and consumer loans, management uses delinquency reports as the key credit quality indicator.

NOTE 7: RECENT ACCOUNTING PRONOUNCEMENTS

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers (Topic 606).* The amendments in this Update create Topic 606, *Revenue from Contracts with Customers*, and supersede the revenue recognition requirements in Topic 605, *Revenue Recognition*, including most industry-specific revenue recognition guidance throughout the Industry Topics of the Codification. The core principle of Topic 606 is that an entity recognizes revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This ASU is effective for annual reporting periods, including interim periods, beginning after December 15, 2017. Early application is permitted, but not before annual periods beginning after December 15, 2016. The Bank's primary source of revenue is interest income on financial assets, which is explicitly excluded from the scope of the new guidance. Certain implementation issues relevant to the financial institutions industry are still pending resolution. Management will continue to evaluate any impact as additional guidance is issued. Adoption of this guidance is not expected to have a material impact on the Bank's consolidated financial statements.

In January 2016, the FASB issued ASU 2016-01, *Financial Instruments – Overall, (Subtopic 825-10)*. The amendments in this Update address certain aspects of recognition, measurement, presentation and disclosure of financial instruments. Targeted changes to generally accepted accounting principles include the requirement for equity investments (except those accounted for under the equity method of accounting or those that result in consolidation of the investee) to be measured at fair value with changes in fair value recognized in net income and the elimination of the requirement to disclose the methods and significant assumptions used to estimate the fair value for financial instruments measured at amortized cost. The amendments in this Update are effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. As the Bank maintains a portfolio of marketable equity investments, net unrealized gains and losses on this portfolio are currently recognized in accumulated other comprehensive income ("AOCI") and consequently result in adjustments to book value but do not affect the income statement. Following the adoption of this guidance, any such net unrealized gains and losses will be reflected in the income statement, regardless of whether such gains and losses are realized. If such guidance were effective as of January 1, 2017, after tax income of approximately $1.6 million would have been reclassified from AOCI into net income for nine months ended September 30, 2017. The impact of this guidance on future periods cannot be estimated at this time and the Bank does not intend to alter its investment practices in response to this guidance.

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*. This Update is intended to improve financial reporting about leasing transactions and the key provision impacting the Bank is the requirement for a lessee to record a right-to-use asset and a liability representing the obligation to make lease payments for long-term operating leases. The Update will be effective for fiscal years beginning after December 15, 2018, including interim periods. It is expected that assets and liabilities will increase based on the present value of remaining lease payments for leases in place at the adoption date; however, based on the current level of long-term leases in place, this is not expected to be material to the Bank's results of operations or financial position.

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments-Credit Losses (Topic 326).* This Update requires entities to measure expected credit losses based on relevant information about past events, including historical experience, current conditions, and reasonable and supportable forecasts that affect the collectability of the reported amount. Credit losses on available-for-sale debt securities should be measured in a manner similar to current GAAP. However, the amendments in this Update require that credit losses be presented as an allowance rather than as a write down. The Update will be effective for fiscal years beginning after December 15, 2019, including interim periods. Management is evaluating the provisions of the Update and will closely monitor developments and additional guidance to determine the potential impact on the Bank's consolidated financial statements. Management began evaluating the acceptable allowance estimation models and related data requirements and is developing an implementation plan.

In August 2016, the FASB issued ASU 2016-15, *Statement of Cash Flows (Topic 230).* This new guidance is intended to reduce diversity in practice in how certain transactions are classified in the statement of cash flows. The Update will be effective for fiscal years beginning after December 15, 2017 and interim periods within those fiscal years. Adoption of this guidance is not expected to have an impact on the Bank's consolidated financial statements.

In March 2017, the FASB issued ASU 2017-08, *Receivables—Nonrefundable Fees and Other Costs (Subtopic 310-20).* This new guidance reduces the amortization period for certain purchased callable debt securities held at a premium, shortening the amortization period for the premium to the earliest call date. The Update will be effective for fiscal years beginning after December 15, 2018, including interim periods. Currently the Bank does not hold investments in callable debt securities that have an amortized cost basis in excess of the amount that is repayable by the issuer at the earliest call date and, therefore, management does not expect the adoption to have a material impact on the Bank's consolidated financial statements. The impact of this guidance on future periods cannot be estimated at this time and the Bank does not intend to alter its investment practices in response to this guidance.

In May 2017, the FASB issued ASU 2017-09, *Compensation—Stock Compensation (Topic 718).* This Update provides guidance about which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting in Topic 718. The Bank has not modified the terms or conditions of existing share-based payment awards and does not expect this guidance to affect the Bank's consolidated financial statements.

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

Cautionary Note Regarding Forward-Looking Statements

The following discussion of the financial condition and results of operations of the Bank should be read in conjunction with the Consolidated Financial Statements and Notes thereto included elsewhere in this Quarterly Report on Form 10-Q and our Annual Report on Form 10-K for the year ended December 31, 2016. Matters discussed in this Quarterly Report on Form 10-Q and in our public disclosures, whether written or oral, relating to future events or our future performance, including any discussion, express or implied, of our anticipated growth, operating results, future earnings per share, plans and objectives, contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These statements are often identified by the words "believe," "plan," "estimate," "project," "target," "continue," "intend," "expect," "future," "anticipate," and similar expressions that are not statements of historical fact. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions that are difficult to predict, including changes in political and economic climate, interest rate fluctuations and competitive product and pricing pressures within the Bank's market, bond market fluctuations, personal and corporate customers' bankruptcies and inflation. Our actual results and timing of certain events could differ materially from those anticipated in these forward-looking statements as a result of certain factors including, but not limited to, those set forth under "Risk Factors" and elsewhere in this Quarterly Report on Form 10-Q and in our other public filings with the FDIC. It is routine for internal projections and expectations to change as the year or each quarter in the year progresses and, therefore, it should be clearly understood that all forward-looking statements and the internal projections and beliefs upon which we base our expectations included in this Quarterly Report on Form 10-Q are made only as of the date of this Quarterly Report on Form 10-Q and may change. While we may elect to update forward-looking statements at some point in the future, we do not undertake any obligation to update any forward-looking statements whether as a result of new information, future events or otherwise.

INTRODUCTION

Net income for the quarter ended September 30, 2017 was $6,484,000, or $3.04 per share basic and $2.97 per share diluted, as compared to $5,945,000, or $2.79 per share basic and $2.76 per share diluted, for the third quarter of 2016. The Bank's annualized return on average equity for the third quarter of 2017 was 14.60% and the annualized return on average assets was 1.21%, as compared to 15.59% and 1.23% for the same period in 2016.

Net income for the nine months ended September 30, 2017 was $19,066,000, or $8.94 per share basic and $8.75 per share diluted, as compared to $17,136,000, or $8.04 per share basic and $7.97 per share diluted, for the same period last year. The Bank's annualized return on average equity for the first nine months of 2017 was 14.81% and the annualized return on average assets was 1.22%, as compared to 15.53% and 1.21% for the same period in 2016.

Strong growth trends of recent years continued as deposits increased by $82.4 million from December 31, 2016 and $113.4 million from September 30, 2016, representing 8% annualized growth year-to-date and 8% growth from September 30, 2016. Net loans increased by $164.2 million from December 31, 2016 and $206.9 million from September 30, 2016, representing 14% annualized growth year-to-date and 13% growth from September 30, 2016. Total assets increased by $200.3 million from December 31, 2016 and $254.6 million from September 30, 2016, representing 13% annualized growth year-to-date and 13% growth from September 30, 2016. Stockholders' equity increased to $179.7 million as of September 30, 2017, representing 15% annualized growth year-to-date and a 17% increase from September 30, 2016. Book value per share increased to $84.27 per share at September 30, 2017 from $75.50 per share at December 31, 2016 and $72.35 per share at September 30, 2016.

Key credit and operational metrics improved in the third quarter of 2017. At September 30, 2017, non-performing assets totaled 0.05% of total assets compared with 0.09% at December 31, 2016 and 0.16% at September 30, 2016. Non-performing loans as a percentage of the total loan portfolio totaled 0.06% at September 30, 2017, as compared to 0.11% at December 31, 2016 and 0.20% at September 30, 2016. The efficiency ratio improved to 29.37% for the third quarter of 2017, as compared to 31.57% in the same period last year. Non-interest expense (annualized) as a percentage of average assets fell to 0.90% for the third quarter of 2017, as compared to 0.99% for the same period last year. These metrics reflect the Bank's continued focus on credit quality and disciplined expense controls.

The Bank continues to exceed all of the minimum regulatory capital requirements.

RESULTS OF OPERATIONS
COMPARISON OF THE THREE MONTHS ENDED SEPTEMBER 30, 2017 AND 2016

General

The Bank reported net income of $6.5 million for the quarter ended September 30, 2017, as compared to $5.9 million for the quarter ended September 30, 2016. Net income was $3.04 per share basic and $2.97 per share diluted for the quarter ended September 30, 2017, as compared with $2.79 per share basic and $2.76 per share diluted for the same period in 2016. Earnings for the quarter ended September 30, 2017 were positively impacted by an increase of $1.2 million in net interest income, offset by a decrease of $20,000 in non-interest income, a $25,000 increase in operating expenses, a $258,000 increase in the provision for loan losses and an increase of $400,000 in the income tax provision.

Net Interest Income

Net interest income was $16.1 million for the third quarter of 2017 and $14.8 million for the third quarter of 2016. The $1.2 million increase was due to a $214.1 million, or 11%, increase in average interest-earning assets partially offset by an 11 basis points decrease in the weighted average spread in the three months ended September 30, 2017, as compared to the same period in 2016. For the quarter ended September 30, 2017, the weighted average rate spread and net interest margin were 2.89% and 3.04%, respectively, compared to 3.00% and 3.12%, respectively, for the quarter ended September 30, 2016. Average interest-bearing liabilities increased by $164.2 million, or 10%, and the rate paid on interest-bearing liabilities increased by 19 basis points.

Interest and dividend income increased by $2.5 million to $20.7 million for the third quarter of 2017, as compared to $18.2 million for the third quarter of 2016. The yield on total interest-earning assets was 3.91% for the quarter ended September 30, 2017, as compared to 3.83% for the quarter ended September 30, 2016.

Interest income on loans increased by $1.7 million when comparing the two periods, primarily resulting from a 12% increase in average loan balances offset, in part, by a seven basis point decrease in yield. Long-term rates have remained at historic lows; however, starting in December 2015, the Federal Reserve began increasing the overnight rate, impacting many short-term rates.

Securities and short-term investments accounted for 18% of the total average interest-earning assets for both the quarters ended September 30, 2017 and 2016. This includes the Bank's cash holdings at the Federal Reserve. Income for these categories combined increased $735,000 when comparing the two periods, primarily due to higher yields combined with a $33.3 million increase in average balances. During the last quarter of 2016 and the first nine months of 2017, the Bank purchased additional marketable equity securities, some of which pay cash dividends. Additionally, the Federal Home Loan Bank ("FHLB") has continued to pay an elevated dividend on the Bank's stock investment. At the same time, government-sponsored enterprise securities were allowed to mature and the proceeds were reinvested in overnight cash balances. The interest on excess reserves paid by the Federal Reserve has increased over this period.

The average rate on interest-bearing liabilities increased to 1.02% for the third quarter of 2017 from 0.83% for the comparable quarter of 2016. Total interest expense increased by $1.2 million when comparing the quarters ended September 30, 2017 and 2016 due to increases in the average balances combined with higher interest rates on deposits and borrowings.

Interest expense on deposits increased by $419,000 due to an increase of $71.4 million in average interest-bearing deposits combined with an eight basis point increase in the weighted average rate. Certificate balances increased by $66.3 million from December 31, 2016 to September 30, 2017 and non-certificate accounts increased by $16.1 million during the same period. Non-certificate accounts represent 57.8% of total deposits at September 30, 2017, as compared to 60.1% at December 31, 2016. Beginning in 2015, there has been increasing market pressure to raise rates on term deposits and some core deposits, driven largely by strong loan demand in the Bank's market area and by the increases in the overnight rate by the Federal Reserve. The Bank has mitigated the impact of this pressure by soliciting certificates from two Internet-based exchanges for listing certificates of deposit and by issuing brokered time deposits, as well as targeting certain core product rate increases that provided an efficient means for balanced growth. The increase in deposit balances has allowed the Bank to fund lending activity and maintain an elevated level of liquidity.

Interest expense on borrowed funds for the third quarter of 2017 increased $808,000, as compared to the same quarter in 2016, primarily due to a 46 basis point increase in the weighted average rate combined with a $92.7 million increase in average outstanding balances. During the first nine months of 2017, the FHLB called $330.0 million of long term option advances taken during 2016, which were replaced by shorter term advances at a higher rates. Borrowings from the FHLB are drawn to fund growth in the loan portfolio.

The following tables detail components of net interest income and yields/rates on average earning assets/liabilities.

	Three Months Ended September 30,					
	2016			2017		
	AVERAGE BALANCE	INTEREST	YIELD/ RATE (8)	AVERAGE BALANCE	INTEREST	YIELD/ RATE (8)
	(In Thousands)					
Loans (1) (2)	$ 1,552,866	$ 17,477	4.50 %	**$ 1,733,650**	**$ 19,211**	**4.43** %
Securities (3) (4)	49,354	358	2.90	**50,696**	**396**	**3.12**
Federal Reserve and other short-term investments	300,435	382	0.51	**332,367**	**1,079**	**1.30**
Total interest-earning assets	1,902,655	18,217	3.83	**2,116,713**	**20,686**	**3.91**
Other assets	33,109			**35,471**		
Total assets	$ 1,935,764			**$ 2,152,184**		
Interest-bearing deposits (5)	$ 1,194,292	2,435	0.82	**$ 1,265,731**	**2,854**	**0.90**
Borrowed funds	440,104	946	0.86	**532,836**	**1,754**	**1.32**
Total interest-bearing liabilities	1,634,396	3,381	0.83	**1,798,567**	**4,608**	**1.02**
Demand deposits	144,497			**171,680**		
Other liabilities	4,334			**4,242**		
Total liabilities	1,783,227			**1,974,489**		
Stockholders' equity	152,537			**177,695**		
Total liabilities and stockholders' equity	$ 1,935,764			**$ 2,152,184**		
Net interest income		$ 14,836			**$ 16,078**	
Weighted average spread			3.00 %			**2.89** %
Net interest margin (6)			3.12 %			**3.04** %
Average interest-earning assets to average interest-bearing liabilities (7)			116.41 %			**117.69** %

(1) Before allowance for loan losses.
(2) Includes non-accrual loans.
(3) Excludes the impact of the average net unrealized gain or loss on securities available for sale.
(4) Includes Federal Home Loan Bank stock.
(5) Includes mortgagors' escrow accounts.
(6) Net interest income divided by average total interest-earning assets.
(7) Total interest-earning assets divided by total interest-bearing liabilities.
(8) Annualized.

The following table presents information regarding changes in interest and dividend income and interest expense of the Bank for the periods indicated. For each category, information is provided with respect to the change attributable to volume (change in volume multiplied by old rate) and the change in rate (change in rate multiplied by old volume). The change attributable to both volume and rate is allocated proportionately to the change due to volume and rate.

	Three Months Ended September 30, 2017 Compared to the Three Months Ended September 30, 2016 Increase (Decrease)		
	Due to		
	Volume	Rate	Total
	(In Thousands)		
Interest and dividend income:			
Loans	**$ 2,007**	**$ (273)**	**$ 1,734**
Securities and FHLB stock	**10**	**28**	**38**
Federal Reserve and other short-term investments	**45**	**652**	**697**
Total interest and dividend income	**2,062**	**407**	**2,469**
Interest expense:			
Deposits	**151**	**268**	**419**
Borrowed funds	**229**	**579**	**808**
Total interest expense	**380**	**847**	**1,227**
Net interest income	**$ 1,682**	**$ (440)**	**$ 1,242**

Provision for Loan Losses

At September 30, 2017, management's review of the allowance for loan losses concluded that a balance of $12.1 million was adequate to provide for losses based upon evaluation of size and risk in the loan portfolio. During the third quarter of 2017, management provided $558,000 to achieve such a loan loss allowance balance at September 30, 2017. The Bank recorded $1,000 of charge-offs and immaterial recoveries for the third quarter of 2017. Due to the growth in the loan portfolio, the Bank added to the allowance for loan loss balance during the three months ended September 30, 2017. Comparably, for the three months ended September 30, 2016, management's evaluation of the balance of the allowance for loan losses indicated the need for a provision of $300,000.

See Notes 1 and 6 to the accompanying interim consolidated financial statements and "Loans and Foreclosed Real Estate" included in this Management's Discussion and Analysis for additional information pertaining to the allowance for loan losses.

Other Income

Other income is comprised of gains on sales of securities, net, customer service fees on deposits, increases in the cash surrender value of bank-owned life insurance policies and miscellaneous income. Total other income was $327,000 for the quarter ended September 30, 2017 compared to $347,000 for the same period in 2016. The Bank did not sell investment securities in the third quarter of 2017 and 2016. Customer service fees on deposits decreased by $23,000 in the third quarter of 2017 compared to the same period in 2016. Over the last few years, there has been a slight decline in deposit account transaction fees as the Bank has eliminated many fees on deposit products to simplify offerings and enhance the value proposition of our consumer and business checking accounts to customers. There has been an offsetting trend in debit card interchange fees, as the size of the Bank's checking account base has increased and the Bank has benefited from a secular trend towards increasing use of debit cards in payments. The Bank's strategy does not rely on generating substantial noninterest fee-based revenue from our deposit accounts.

An increase in the cash surrender value of life insurance also contributed to other income during the third quarter of 2017 and 2016. The Bank held $12.2 million in life insurance policies at September 30, 2017, as compared to $11.9 million at September 30, 2016. The policies accrete at a variable rate of interest with minimum stated guaranteed rates and related income was up $4,000 when comparing the three months ended September 30, 2017 and 2016.

Operating Expenses

Total operating expenses were $4.8 million, or an annualized 0.90% of average total assets for the quarter ended September 30, 2017, as compared to $4.8 million, or 0.99% of average total assets, for the same quarter of 2016. Operating expenses include salaries and employee benefits, data processing, occupancy and equipment, deposit insurance, foreclosure, marketing and other general and administrative expenses.

Salaries and employee benefits expenses increased $81,000, primarily due to annual merit-based salary increases offset in part by a reduction in staffing levels.

Occupancy and equipment expenses decreased by $24,000, or 5%, primarily due to declining depreciation expenses and lower equipment service and utility expenses. The Bank has two rental units above its Nantucket location, for which it receives rental income. When the Bank developed its Nantucket location in 2013, it built a residential apartment unit on the 2nd floor for rental purposes. In 2016, the Bank completed a residential apartment unit on the 3rd floor of the building for rental purposes. Rental income collected from these properties in included under occupancy and equipment expenses.

Data processing expenses for the third quarter 2017 increased by $3,000, or 1%, when compared to the same period in 2016, as increased data processing charges associated with improvements made to the Bank systems and volume increases were partially offset by savings from renegotiating certain service contracts, including with the Bank's core processor. In 2016, the Bank began a project to move all of the Bank's internal network and productivity solutions to the Google Cloud Platform. In the first half of 2017, the Bank completed this transition. The Bank anticipates this project will yield meaningful improvements in security, resiliency and cost.

Deposit insurance expense increased by $14,000, or 5%. The increase in expense is due to an increase in the size of the balance sheet, as this charge is calculated based on total assets, partially offset by a lower assessed rate.

Foreclosure related expenses decreased by $14,000 when comparing the quarter ended September 30, 2017 to the same period in 2016. The decrease is primarily due to a reduction in costs associated with a lower level of other real estate owned and foreclosure activity. At September 30, 2017, December 31, 2016 and September 30, 2016, the Bank did not hold any foreclosed properties.

Marketing expenses decreased by $19,000 to $85,000 for the third quarter 2017. The Bank continues to carefully allocate resources to advertising related activities.

Other general and administrative expenses, which include director fees, supplies, deposit related losses and audit-related expenses, among others, decreased $16,000, or 2%, when comparing the two periods, due to decreases in various operating expenses.

Income Taxes

The Bank recognizes income taxes under the asset and liability method in which deferred tax assets and liabilities are established for the temporary difference between the accounting basis and the tax basis of the Bank's assets and liabilities at enacted tax rates expected to be in effect when the amounts related to such temporary differences are realized or settled. The Bank's deferred tax asset is reviewed quarterly by management as to the realizability of such asset.

During the third quarter of 2017, the Bank recorded $4.6 million, or 41.2% of pre-tax income, in tax expense as compared to $4.1 million, or 41.1%, for the same quarter in 2016.

RESULTS OF OPERATIONS
COMPARISON OF THE NINE MONTHS ENDED SEPTEMBER 30, 2017 AND 2016

General

The Bank reported net income of $19.1 million for the nine months ended September 30, 2017, as compared to $17.1 million for the nine months ended September 30, 2016. Net income was $8.94 per share basic and $8.75 per share diluted for the first nine months of 2017, as compared to $8.04 per share basic and $7.97 per share diluted for the same period in 2016. Earnings for the nine months ended September 30, 2017 were positively impacted by an increase of $4.2 million in net interest income, partially offset by a decrease of $310,000 in non-interest income, a $288,000 increase in the provision for loan losses, a $229,000 increase in operating expenses and an increase of $1.5 million in the income tax provision.

The Bank's annualized return on average equity for the first nine months of 2017 was 14.81% and the annualized return on average assets was 1.22%. The Bank's annualized return on average equity for the first nine months of 2016 was 15.53% and the annualized return on average assets was 1.21%.

Net Interest Income

Net interest income was $47.2 million for the first nine months of 2017, as compared to $43.0 million for the first nine months of 2016. The $4.2 million increase was due to a $189.8 million, or 10%, increase in average interest-earning assets, partially offset by a four basis points decrease in the weighted average spread in the first nine months of 2017, as compared to the same period in 2016. For the first nine months of 2017, the Bank's weighted average rate spread and net interest margin were 2.93% and 3.08%, respectively, as compared to 2.97% and 3.09%, respectively, for the same period in 2016. Average interest-bearing liabilities increased by $144.2 million, or 9%, and the rate paid on interest-bearing liabilities increased by ten basis points.

Interest and dividend income increased by $6.4 million to $59.3 million for the first nine months of 2017, as compared to $52.9 million for the first nine months of 2016. The yield on total interest-earning assets was 3.86% for the nine months ended September 30, 2017, as compared to 3.80% for the nine months ended September 30, 2016.

Interest income on loans increased $4.8 million when comparing the two periods, primarily resulting from a 12% increase in average loans offset, in part, by a nine basis point decrease in overall yield. Long-term rates have remained at historic lows; however, starting in December 2015, the Federal Reserve began increasing the overnight rate, impacting many short-term rates.

Securities, Federal Home Loan Bank stock and short-term investments accounted for 18% of the total average interest-earning assets for the nine months ended September 30, 2017 and 19% for the same period in 2016. Income for these categories combined increased $1.6 million when comparing the two periods. During the last quarter of 2016 and the first nine months of 2017, the Bank made additional purchases of marketable equity securities, some of which pay cash dividends. Additionally, the Federal Home Loan Bank has continued to pay an elevated dividend on the Bank's stock investment. At the same time, government-sponsored enterprise securities were allowed to mature and the proceeds were reinvested in overnight cash balances. The interest on excess reserves paid by the Federal Reserve has increased over this period.

The average rate on interest-bearing liabilities increased to 0.93% for the first nine months of 2017 from 0.83% for the comparable period in 2016. Total interest expense increased by $2.2 million when comparing the nine months ended September 30, 2017 and 2016 due to increases in the average balances combined with higher interest rates on deposits and borrowings.

Interest expense on deposits increased by $1.0 million due to an increase of $88.6 million in average interest-bearing deposits along with a four basis points increase in the weighted average rate. Certificate balances increased by $66.3 million from December 31, 2016 to September 30, 2017 and non-certificate accounts increased by $16.1 million during the same period. Non-certificate accounts represent 57.8% of total deposits at September 30, 2017 compared to 60.1% at December 31, 2016. Beginning in 2015, there has been increasing market pressure to raise rates on term deposits and some core deposits, driven largely by strong loan demand in the Bank's market area and by the increases in the overnight rate by the Federal Reserve. The Bank has mitigated the impact of this pressure by soliciting certificates from two Internet-based exchanges for listing certificates of deposit and by issuing brokered time deposits, as well as targeting certain core product rate increases that provided an efficient means for balanced growth. The increase in deposit balances has allowed the Bank to fund lending activity and maintain an elevated level of liquidity.

Interest expense on borrowed funds for the first nine months of 2017 increased by $1.2 million, as compared to the same period in 2016, due primarily to a $55.6 million increase in average outstanding balance combined with an increase of 23 basis points in the weighted average rate. During the first nine months of 2017, the FHLB called $330.0 million of long term option advances taken during 2016, which were replaced by shorter term advances at a higher rates.

The following table details components of net interest income and yields/rates on average earning assets/liabilities.

	Nine Months Ended September 30,					
	2016			2017		
	AVERAGE BALANCE	INTEREST	YIELD/ RATE (8)	AVERAGE BALANCE	INTEREST	YIELD/ RATE (8)
	(In Thousands)					
Loans (1) (2)	$ 1,500,203	$ 50,890	4.52 %	**$ 1,675,563**	**$ 55,663**	**4.43** %
Securities (3) (4)	57,358	933	2.17	**49,202**	**1,116**	**3.02**
Federal Reserve and other short-term investments	298,729	1,126	0.50	**321,335**	**2,515**	**1.04**
Total interest-earning assets	1,856,290	52,949	3.80	**2,046,100**	**59,294**	**3.86**
Other assets	33,265			**35,261**		
Total assets	$ 1,889,555			**$ 2,081,361**		
Interest-bearing deposits (5)	$ 1,164,317	7,125	0.82	**$ 1,252,938**	**8,084**	**0.86**
Borrowed funds	435,548	2,822	0.86	**491,114**	**4,017**	**1.09**
Total interest-bearing liabilities	1,599,865	9,947	0.83	**1,744,052**	**12,101**	**0.93**
Demand deposits	137,873			**161,037**		
Other liabilities	4,741			**4,613**		
Total liabilities	1,742,479			**1,909,702**		
Stockholders' equity	147,076			**171,659**		
Total liabilities and stockholders' equity	$ 1,889,555			**$ 2,081,361**		
Net interest income		$ 43,002			**$ 47,193**	
Weighted average spread			2.97 %			**2.93** %
Net interest margin (6)			3.09 %			**3.08** %
Average interest-earning assets to average interest-bearing liabilities (7)			116.03 %			**117.32** %

(1) Before allowance for loan losses.
(2) Includes non-accrual loans.
(3) Excludes the impact of the average net unrealized gain or loss on securities available for sale.
(4) Includes Federal Home Loan Bank stock.
(5) Includes mortgagors' escrow accounts.
(6) Net interest income divided by average total interest-earning assets.
(7) Total interest-earning assets divided by total interest-bearing liabilities.
(8) Annualized.

The following table presents information regarding changes in interest and dividend income and interest expense of the Bank for the periods indicated. For each category, information is provided with respect to the change attributable to volume (change in volume multiplied by old rate) and the change in rate (change in rate multiplied by old volume). The change attributable to both volume and rate is allocated proportionately to the change due to volume and rate.

	Nine Months Ended September 30, 2017 Compared to the Nine Months Ended September 30, 2016 Increase (Decrease)		
	Due to		
	Volume	Rate	Total
	(In Thousands)		
Interest and dividend income:			
Loans	**$ 5,844**	**$ (1,071)**	**$ 4,773**
Securities and FHLB stock	**(147)**	**330**	**183**
Federal Reserve and other short-term investments	**91**	**1,298**	**1,389**
Total interest and dividend income	**5,788**	**557**	**6,345**
Interest expense:			
Deposits	**560**	**399**	**959**
Borrowed funds	**391**	**804**	**1,195**
Total interest expense	**951**	**1,203**	**2,154**
Net interest income	**$ 4,837**	**$ (646)**	**$ 4,191**

Provision for Loan Losses

At September 30, 2017, management's review of the allowance for loan losses concluded that a balance of $12.1 million was adequate to provide for losses based upon evaluation of size and risk in the loan portfolio. During the first nine months of 2017, management provided $1.1 million to achieve such a loan loss allowance balance at September 30, 2017. The Bank recorded charge-offs of $1,000 and recoveries of $1,000 for the nine months ended September 30, 2017, as compared to charge-offs of $2,000 and no recoveries during the first nine months of 2016. The growth and composition of the loan portfolio warranted additional provisions to the Bank's allowance for loan losses. Comparably, at September 30, 2016, management's evaluation of the balance of the allowance for loan losses indicated the need for a provision of $810,000.

See Notes 1 and 6 to the accompanying interim consolidated financial statements and "Loans and Foreclosed Real Estate" included in this Management's Discussion and Analysis for additional information pertaining to the allowance for loan losses.

Other Income

Other income is comprised of gains on sales of securities, net, customer service fees on deposits, increases in the cash surrender value of bank-owned life insurance policies and miscellaneous income. Other income totaled $1.1 million for the first nine months of 2017 compared to $1.4 million for the nine months ended September 30, 2016. In the first nine months of 2017, the Bank recorded gains totaling $77,000 on the sale of investment securities, compared to $344,000 in the same period last year. Customer service fees on deposits decreased by $29,000 in the first nine months of 2017, as compared to the same period in 2016. Over the last few years, there has been a slight decline in deposit account transaction fees as the Bank has eliminated many fees on deposit products to simplify offerings and enhance the value proposition of our consumer and business checking accounts to customers. There has been an offsetting trend in debit card interchange fees, as the size of the Bank's checking account base has increased and the Bank has benefited from a secular trend towards increasing use of debit cards in payments. The Bank's strategy does not rely on generating substantial noninterest fee-based revenue from our deposit accounts.

An increase in the cash surrender value of life insurance also contributed to other income during the nine months ended September 30, 2017 and 2016. The Bank held $12.2 million in life insurance policies at September 30, 2017, as compared to $11.9 million at September 30, 2016. The policies accrete at a variable rate of interest with minimum stated guaranteed rates and related income was down $7,000 when comparing the two periods.

Operating Expenses

Total operating expenses were $14.7 million, or an annualized 0.94% of average total assets, for the nine months ended September 30, 2017, as compared to $14.5 million, or 1.02% of average total assets, for the same period of 2016. Operating expenses include salaries and employee benefits, data processing, occupancy and equipment, deposit insurance, foreclosure, marketing and other general and administrative expenses.

Salaries and employee benefits expenses increased by $257,000, or 3%, due to annual merit-based salary increases, partially offset by a reduction in staffing levels.

Occupancy and equipment expenditures decreased by $96,000, or 7%, primarily due to higher rental income and declining depreciation expenses, partially offset by higher building and equipment maintenance costs. The Bank has two rental units above its Nantucket location, for which it receives rental income. When the Bank developed its Nantucket location in 2013, it built a residential apartment unit on the 2nd floor for rental purposes. In 2016, the Bank completed a residential apartment unit on the 3rd floor of the building for rental purposes, but did not achieve full occupancy for the 2016 summer season. In 2017, the Bank raised rents for both units and has received a full season of revenue from the 3rd floor unit. The Bank also implemented a rent increase for an existing tenant in surplus office space in one of its South Shore locations. The Bank continues to explore ways to optimize rental income from all of its owned real property.

Data processing expenses were flat when compared to the same period in 2016, as increased data processing charges associated with improvements made to Bank systems and volume increases were offset by savings from renegotiating certain service contracts, including with the Bank's core processor. In 2016, the Bank began a project to move all of the Bank's internal network and productivity solutions to the Google Cloud Platform. In the first half of 2017, the Bank completed this transition. The Bank anticipates this project will yield meaningful improvements in security, resiliency and cost.

Deposit insurance expense increased $24,000, or 3%, from $771,000 for the first nine months of 2016 to $795,000 in the first nine months of 2017. The increase in expense is due to an increase in the size of the balance sheet, as this charge is calculated based on total assets, partially offset by a decline in the assessment rate.

Foreclosure related expenses decreased by $93,000 to $14,000 for the first nine months of 2017. The decrease is primarily related to a net gain on sale of a foreclosed property totaling $23,000 recorded in the first nine months of 2017 compared to write downs in the same period in 2016 totaling $5,000, and due to recovery of expenses in connection with the resolution of two delinquent loans during the second quarter of 2017. At September 30, 2017, December 31, 2016 and September 30, 2016, the Bank did not hold any foreclosed properties. During both the first nine months of 2017 and 2016, the Bank added one property and subsequently sold it. Expenses associated with the foreclosure process, including legal expenses, appraisal expenses, insurance expenses and other related foreclosure expenses are also included in this category.

Marketing expenses decreased by $4,000, or 1%, to $325,000, for the first nine months of 2017, as compared to $329,000 in the same period in 2016. The Bank continues to carefully allocate resources to advertising related activities.

Other expenses, which include director fees, supplies, deposit related losses and audit-related expenses, among others, increased $138,000, or 7%, when comparing the two periods, reflecting higher loan related expenses and increases in miscellaneous expenses.

Income Taxes

The Bank recognizes income taxes under the asset and liability method in which deferred tax assets and liabilities are established for the temporary difference between the accounting basis and the tax basis of the Bank's assets and liabilities at enacted tax rates expected to be in effect when the amounts related to such temporary differences are realized or settled. The Bank's deferred tax asset is reviewed quarterly by management as to the realizability of such asset.

During the first nine months of 2017, the Bank recorded $13.4 million, or 41.2% of pre-tax income, in tax expense, as compared to $11.9 million, or 41.0%, for the same period in 2016, an increase of $1.5 million.

BALANCE SHEET ANALYSIS
COMPARISON AT SEPTEMBER 30, 2017 TO DECEMBER 31, 2016

Assets totaled $2.215 billion at September 30, 2017, as compared to $2.015 billion at December 31, 2016, an increase of $200.3 million, or 13% annualized.

Securities, Short-term Investments and FHLB Stock

Securities were $32.3 million at September 30, 2017, an increase of $5.1 million when compared to $27.2 million at December 31, 2016, reflecting equity security purchases completed during the first nine months of 2017, partially offset by sales. There were no purchases, sales, maturities or calls of debt securities and principal paydowns were immaterial.

At September 30, 2017 and December 31, 2016, the Bank's entire securities portfolio was classified as available for sale and reflected on the balance sheet at fair value with unrealized gains and losses, net of tax effect, excluded from earnings and reported in accumulated other comprehensive income. The unrealized gain on securities available for sale, net of tax, was $4.3 million at September 30, 2017 compared to an unrealized gain of $2.7 million, net of tax, at December 31, 2016. The fair value of securities fluctuates with the movement of interest rates and equity markets. The primary driver in net unrealized gain on the securities portfolio is the fair value of the Bank’s equity holdings.

At September 30, 2017, less than 1% of the securities were debt securities issued or guaranteed by government-sponsored enterprises. For the most part, these securities are offered at a fixed rate and term and at spreads above comparable U.S. Treasury issues.

At September 30, 2017, total marketable equity securities accounted for approximately 100% of the investment portfolio. At September 30, 2017, the Bank held a $7.4 million investment in the CRA Fund, a mutual fund which invests in securities which qualify for Community Reinvestment Act (“CRA”) securities test. Additionally, the portfolio included $24.9 million in common equity securities. The Bank’s common equity securities are not viewed as a source of liquidity and are managed to produce superior returns on capital over a longer time horizon. The Bank’s process is focused on identifying businesses with strong returns on capital, owner-oriented management teams, good reinvestment opportunities or capital discipline, and reasonable valuations. The portfolio is concentrated in a relatively small number of investees in the financial services area, including other banks, diversified and specialized insurance companies, credit rating agencies, and payment networks. The Bank receives two sources of advantageous tax treatment through these investments. First, dividend distributions from these companies to the Bank are partially excluded from the Bank’s taxable income due to the Dividends Received Deduction (“DRD”). Second, to the extent that these companies are capable of internal reinvestment at high rates of return or deploy capital via tax-advantaged repurchases, the deferred tax liability associated with any long-term unrealized gains on our investments constitutes an interest-free source of financing.

The Bank did not hold any FDIC-insured certificates of deposit issued by other financial institutions at September 30, 2017 and December 31, 2016. Occasionally, the Bank invests in such certificates due to the increase in yield over comparably-termed bonds issued by government-sponsored enterprises at time of purchase. Such investments are limited to the FDIC maximum insurance coverage of $250,000 and, therefore, all are insured in full by the FDIC.

As a member of the Federal Home Loan Bank of Boston (“FHLB”), the Bank is required to hold a Membership Stock Investment plus an Activity-based Stock Investment in the FHLB, which is based primarily on the amount of FHLB borrowings. The Bank received dividends totaling $752,000 for the nine months ended September 30, 2017, as compared to $583,000 for the same period in 2016. At September 30, 2017, the Bank held $26.9 million in FHLB stock compared to $24.5 million at December 31, 2016.

Loans and Foreclosed Real Estate

During the first nine months of 2017, net loans outstanding increased by $164.2 million to $1.770 billion, from $1.606 billion at December 31, 2016, attributable primarily to originated loans of $424.8 million offset by payoffs and amortization. This includes $43.0 million of commercial real estate loans originated in the Greater Washington D.C. metropolitan area. Comparably, loan originations for the same period in 2016 were $388.3 million. At September 30, 2017 and December 31, 2016, net loans outstanding represented 80% of assets. Mortgage loans continue to account for more than 99% of the loan portfolio.

Commercial real estate lending operations in the Washington, D.C. metropolitan area (WMA) began in November 2016 after two years of research and preparation, and the first loan closed in early January 2017. The Bank identified the WMA as an attractive opportunity for three reasons. First, the region has favorable economic characteristics that will support long-term investments in commercial real estate. It is the capital of the world's largest economy, it is an international economic gateway, it has the highest household median income of any of the nation's major metropolitan areas, and it has a relatively high concentration of young people. Second, the commercial real estate product in the market bears significant similarity to Boston, characterized by high density, urban infill development, transit-oriented multifamily, and scarcity imposed by land supply and restrictions on vertical development. Third, we believe that the banking market in Washington, D.C. has experienced a level of consolidation and disruption that has left smaller and mid-sized real estate investors underserved as compared to the Boston market. Although we are new to the marketplace, we believe that our history as one of America's oldest banks and our family management team provide stability and surety of execution that will be valued by our customers. We view this as an attractive opportunity for internal capital allocation and superior to geographically proximate, product-adjacent businesses like wealth management, insurance, or commercial-industrial lending in our home marketplace. The Bank is not making any residential owner-occupant or commercial construction loans in the WMA at this time.

The Bank has approached prospective borrowers directly, via advertising programs and via intermediaries such as attorneys, accountants and mortgage brokers. The Bank also has existing "Boston" customers with real estate investment holdings in both markets. The Bank utilizes existing staff in the Commercial Real Estate Group with experience in Washington, D.C. on a fly-away basis from our Main Office. All underwriting and approvals processes are identical to the processes utilized in the Boston marketplace. The Bank uses one Arlington, VA-based law firm to handle all of its transactional and settlement needs, with oversight on each individual transaction by the Bank's primary counsel. The Bank uses the same environmental assessment firm in Boston and Washington D.C. to ensure quality of execution and manage risk. Once closed, these loans are subject to all of the Bank's regular quality control and portfolio management processes.

The Bank has made initial inroads into developing deposit relationships with borrowers and plans to service those customers remotely through the Bank's Specialized Deposit Group in Hingham. The Bank does not have any plans, at present, to establish a physical presence in the area.

Loans are carried net of the allowance for loan losses. The allowance is maintained at a level to absorb losses within the loan portfolio. At September 30, 2017, the allowance had a balance of $12.1 million, as compared to $11.0 million at December 31, 2016. The allowance for loan losses represented 0.68% of gross loans as of both September 30, 2017 and 2016.

At September 30, 2017, the Bank allocated $150,000 to loans classified as impaired. At December 31, 2016, $178,000 was allocated to impaired loans. The Bank works closely with delinquent mortgagors to bring their loans current and commences foreclosure proceedings if the mortgagor is unable to satisfy their outstanding obligation. Although regulatory changes have slowed the foreclosure process in recent years, the Bank continues to pursue delinquencies vigorously.

At September 30, 2017, there were three loans classified as non-accrual totaling $1.1 million, as compared to seven non-accrual loans totaling $1.8 million at December 31, 2016. At September 30, 2017 and December 31, 2016, there were no foreclosed properties. At September 30, 2017, non-performing assets were 0.05% of total assets, as compared to 0.09% at December 31, 2016. Management believes that its loans classified as non-accrual are significantly collateralized, pose minimal risk of loss to the Bank, and the allowance for loan loss reserves allocated to these loans is sufficient to absorb such losses, if any. However, management continues to monitor the loan portfolio and additional reserves will be taken if necessary.

Below is a summary of non-accrual loans and foreclosed real estate:

	December 31, 2016	September 30, 2017
	(Dollars in Thousands)	
Non-accrual loans:		
Residential mortgages	$ 668	**$ 970**
Commercial mortgages	1,052	**155**
Home equity	75	**—**
Total non-accrual loans	1,795	**1,125**
Foreclosed real estate	—	**—**
Total non-performing assets	$ 1,795	**$ 1,125**
Percent of non-accrual loans to:		
Total loans	0.11 %	**0.06 %**
Total assets	0.09 %	**0.05 %**
Percent of non-performing assets to:		
Total loans and foreclosed real estate	0.11 %	**0.06 %**
Total assets	0.09 %	**0.05 %**
Allowance for loan losses to total loans	0.68 %	**0.68 %**

Other Assets

The Bank held $12.2 million in bank-owned life insurance at September 30, 2017, as compared to $12.0 million at December 31, 2016. The increase during the first nine months of 2017 is due to increases in the cash surrender value of policies insuring the life of a current Bank executive. The policies accrete at a variable rate of interest with minimum stated guaranteed rates. The Bank continuosly monitors the financial strength and counterparty credit ratings of the policy issuers and has determined that, at September 30, 2017, two of three issuers were rated at or above Bank guidelines. The third issuer retained a rating from A.M. Best at or above Bank guidelines, while the issuer’s Standard and Poor (S&P) rating was below Bank guidelines at BBB+ (Good) with a negative outlook.

Deposits

Deposits increased by $82.4 million to $1.449 billion at September 30, 2017, from $1.366 billion at December 31, 2016. Core deposits, which include regular, money market, NOW and demand deposits, increased by $16.1 million from the December 31, 2016 balance. Certificate accounts were $612.1 million, or 42% of total deposits, at September 30, 2017, as compared to $545.8 million, or 40% of total deposits, at December 31, 2016.

Primary competition for deposits comes from other banks and credit unions in the Bank's market area and on the Internet, as well as mutual funds. The Bank's ability to attract and retain deposits depends upon satisfaction of depositors' requirements with respect to insurance, product, rate and service. The Bank offers traditional deposit products, competitive rates, convenient branch locations, ATMs, debit cards, telephone banking, internet-based banking and mobile banking for consumer and commercial account holders. The Bank offers limited certificate of deposit products using national Internet-based posting services and brokered deposits. These alternatives provide the Bank with a source of funding at different maturities and lower cost than is generally available via retail channels. At September 30, 2017, the Bank had $267.6 million in deposits from these sources.

Deposits are insured in full through the combination of the Federal Deposit Insurance Corporation and the Deposit Insurance Fund of Massachusetts (“DIF”). Generally, separately insured deposit accounts are insured up to $250,000 by the FDIC and deposit balances in excess of this amount are insured by the DIF. DIF insurance provides an advantage for the Bank as some competitors cannot offer this coverage.

Deposit growth over the first nine months of 2017 was used to fund growth in the loan portfolio.

	Deposit Balances by Type			
	December 31, 2016	% of Total	September 30, 2017	% of Total
	(Dollars in Thousands)			
Non-certificate accounts				
Regular	$ 94,770	6.9 %	**$ 94,296**	**6.5 %**
Money market deposits	543,367	39.9	**537,646**	**37.2**
NOW	34,467	2.5	**33,162**	**2.3**
Demand	147,749	10.8	**171,382**	**11.8**
Total non-certificate accounts	820,353	60.1	**836,486**	**57.8**
Term certificates $250,000 or less	430,816	31.5	**419,128**	**28.9**
Term certificates more than $250,000	114,940	8.4	**192,925**	**13.3**
Total certificate accounts	545,756	39.9	**612,053**	**42.2**
Total deposits	$ 1,366,109	100.0 %	**$ 1,448,539**	**100.0 %**

Borrowings

FHLB advances were $574.4 million, or 26% of total assets, at September 30, 2017, as compared to $475.3 million, or 24% of total assets, at December 31, 2016. These advances are predominantly fixed rate in nature with 84% scheduled to mature in the next twelve months. During the first nine months of 2017, total borrowings increased by $99.1 million. In the second quarter of 2017, the FHLB called a $300 million option advance taken during 2016, which had a 10-year final maturity and was callable quarterly after the first year anniversary. In the third quarter of 2017, the FHLB called a $30 million option advance taken during 2016, which had a 15-year final maturity and was callable quarterly after the first year anniversary. The Bank replaced these funds with short-term borrowings.

Liquidity and Capital Resources

The Bank continually assesses its liquidity position by forecasting incoming and outgoing cash flows. In some cases, contractual maturity dates are used to anticipate cash flows. However, when an asset or liability is subject to early repayment or redemption at the discretion of the issuer or customer, cash flows can be difficult to predict. Generally, these prepayment rights are exercised when it is most financially favorable to the issuer or customer.

The Bank's initial source of liquidity is cash and cash equivalents. At September 30, 2017, the Bank had $351.1 million, or 16% of total assets, in cash or cash equivalents. A significant portion of this consists of overnight cash balances at the Federal Reserve Bank of Boston. These balances are immediately accessible for liquidity.

Mortgage-backed securities, which comprise less than 1% of the portfolio, are subject to repayment at the discretion of the underlying borrower and are not considered material to the overall balance sheet or liquidity targets. Marketable common equity holdings, although liquid, are not viewed as a source of liquidity and are managed to produce superior returns on capital over a longer time horizon.

Investment in FHLB stock is illiquid.

Residential loans are susceptible to principal repayment at the discretion of the borrower. Commercial mortgages, while subject to significant penalties for early repayment in most cases, can also prepay at the borrower's discretion.

The Bank invests in key executive life insurance policies that are illiquid during the life of the executive. Such policies total $12.2 million, or less than 1% of total assets, at September 30, 2017.

Non-certificate deposit balances can generally be withdrawn from the Bank at any time. Certificates of deposit, with predefined maturity dates and subject to early redemption penalties, can also be withdrawn. The Bank estimates the volatility of its deposits in light of the general economic climate and recent actual experience. Over the past 10 years, deposits have exceeded withdrawals resulting in net cash inflows from depositors.

Approximately 84% of the Bank's borrowings were fixed in terms of rate and maturity at September 30, 2017. Less than 1% of the borrowings amortize over their stated lives and the Bank monitors these scheduled cash outflows. Approximately 15%, or $89.0 million, can be called for earlier repayment at the discretion of the issuer. In the current economic environment, management believes $85 million are likely to be called during 2018.

The Bank also monitors its off-balance sheet items. See "Commitments" appearing in Note 2 within the "Notes to Unaudited

Consolidated Financial Statements" section of this document. At September 30, 2017, the Bank had $260.1 million in commitments to extend credit, as compared to $216.4 million at December 31, 2016.

The Bank considers the above information when measuring its liquidity position. Specific measurements include the Bank's cash flow position at the 30 day, 60 day and 90 day horizon, the level of volatile liabilities on earning assets and loan to deposit ratios. Additionally, the Bank "shocks" its cash flows by assuming significant cash outflows in both non-certificate and certificate deposit balances. At September 30, 2017, each measurement was within predefined Bank guidelines.

To supplement its liquidity position, should the need arise, the Bank maintains its membership in the FHLB where it is eligible to obtain both short and long-term credit advances. As of September 30, 2017, the Bank can borrow up to approximately $939.0 million to meet its borrowing needs based on the Bank's available qualified collateral, which consists primarily of 1-4 family residential mortgages, certain multifamily residential property and commercial mortgages. The Bank can pledge other mortgages and assets as collateral to secure additional borrowings. Additionally, through the Federal Reserve Bank of Boston ("FRBB"), the Bank can borrow up to $19.5 million through the discount window based on the Bank pledging its home equity loan portfolio. The Bank can pledge other mortgages and assets as collateral to secure additional borrowings with the FRBB. At September 30, 2017, the Bank had $574.4 million in advances outstanding from the FHLB and consequently had $364.6 million in available unused capacity. At September 30, 2017, the Bank did not have any advances outstanding at the FRBB.

At September 30, 2017, the Bank had capital of $179.7 million, or 8.1% of total assets, as compared to $161.0 million, or 8.0% of total assets, at December 31, 2016. During the nine months ended September 30, 2017, stockholders' equity increased by $18.7 million due primarily to net income for the period of $19.1 million, partially offset by the declaration of dividends of $0.98 per share, which reduced capital by $2.1 million. Total capital is adjusted by the after-tax unrealized gains or losses in the Bank's available-for-sale securities portfolio and, as such, it is subject to fluctuations resulting from changes in the market values of its securities available for sale. At September 30, 2017, the Bank's entire securities portfolio was classified as available for sale, which had the effect of increasing capital by $4.3 million. In comparison, at year-end 2016, capital was increased by $2.7 million.

Massachusetts-chartered savings banks that are insured by the FDIC are subject to minimum capital maintenance requirements. Regulatory guidelines define the minimum amount of qualifying capital an institution must maintain as a percentage of risk-weighted assets and average total assets. The Bank's ratios exceeded these regulatory capital requirements at December 31, 2016 and September 30, 2017.

The following table details the Bank's actual capital ratios and minimum regulatory ratios as of December 31, 2016 and September 30, 2017.

	Actual		**Minimum Capital Requirement***		**Minimum To Be Well Capitalized Under Prompt Corrective Actions Provisions**	
	Amounts	**Ratio**	**Amounts**	**Ratio**	**Amounts**	**Ratio**
			(Dollars in Thousands)			
December 31, 2016						
Total Capital to Risk-Weighted Assets	$ 171,237	13.04 %	$ 113,225	8.625 %	$ 131,275	10.00 %
Common Equity Tier 1 Capital to Risk-Weighted Assets	158,288	12.06	67,278	5.125	85,329	6.50
Tier 1 Capital to Risk-Weighted Assets	158,288	12.06	86,970	6.625	105,020	8.00
Tier 1 Capital to Average Assets	158,288	7.98	79,389	4.000	99,236	5.00
September 30, 2017						
Total Capital to Risk-Weighted Assets	**$ 190,555**	**12.95 %**	**$ 136,127**	**9.250 %**	**$ 147,164**	**10.00 %**
Common Equity Tier 1 Capital to Risk-Weighted Assets	**175,393**	**11.92**	**84,620**	**5.750**	**95,657**	**6.50**
Tier 1 Capital to Risk-Weighted Assets	**175,393**	**11.92**	**106,694**	**7.250**	**117,732**	**8.00**
Tier 1 Capital to Average Assets	**175,393**	**8.17**	**85,875**	**4.000**	**107,343**	**5.00**

* Minimum risk-based regulatory capital ratios and amounts at September 30, 2017 and December 31, 2016 include the applicable minimum risk-based capital ratios and capital conservation buffer of 1.25% and 0.625%, respectively.

Item 3 – Quantitative and Qualitative Disclosures About Market Risk

The earnings of most banking institutions are exposed to interest rate risk because their balance sheets, both assets and liabilities, are predominantly interest bearing. It is the Bank's objective to minimize, to the degree prudently possible, its exposure to interest rate risk; bearing in mind that the Bank, by its very nature, will always be in the business of taking on interest rate risk. Interest rate risk is monitored on a quarterly basis by the Asset Liability Committee (the "ALCO") and the Board of Directors of the Bank. The ALCO is comprised of members of Bank Management and the Executive Committee of the Board. The primary tool used by the Bank in managing interest rate risk is income simulation modeling. Income simulation modeling measures changes in net interest income by projecting the future composition of the Bank's balance sheet and applying different interest rate scenarios. Management incorporates numerous assumptions into the simulation model, such as prepayment speeds, interest rate environments, balance sheet growth and deposit elasticity. Management believes that there has been no material changes in the interest rate risk reported in the Bank's Annual Report on Form 10-K for the fiscal year ended December 31, 2016, filed with the Federal Deposit Insurance Corporation. The information is contained in the Form 10-K within the section "Quantitative and Qualitative Disclosures About Market Risk."

Item 4 – Controls and Procedures

(a) Disclosure Controls and Procedures

An evaluation was carried out under the supervision and with the participation of the Bank's management, including the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), of the effectiveness, as of September 30, 2017, of the Bank's disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Securities and Exchange Act of 1934, as amended. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of the Bank's disclosure controls and procedures as of September 30, 2017, the CEO and CFO concluded that, as of such date, the Bank's disclosure controls and procedures were effective at the reasonable assurance level.

(b) Changes in Internal Control

There were no significant changes in the Bank's internal control over financial reporting, as defined in Rules 13a-15(e) and 15d-15(e), during the quarter ended September 30, 2017 that have materially affected, or are reasonably likely to materially affect, the Bank's internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1 – Legal Proceedings

Legal claims arise from time to time in the normal course of business which, in the opinion of management, will have no material effect on the Bank's consolidated financial statements.

Item 1A – Risk Factors

There have been no material changes to the risk factors previously disclosed in the Bank's most recently filed Form 10-K.

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

None.

Item 3 – Defaults Upon Senior Securities

None.

Item 4 – Mine Safety Disclosures

Not applicable.

Item 5 – Other Information

None.

Item 6 – Exhibits

Exhibit No.	
31.1	Certifications – Chief Executive Officer
31.2	Certifications – Chief Financial Officer
32.1	Certification Pursuant to 18 U.S.C. §1350 – Chief Executive Officer
32.2	Certification Pursuant to 18 U.S.C. §1350 – Chief Financial Officer

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.

HINGHAM INSTITUTION FOR SAVINGS

Date: November 7, 2017

/s/
Robert H. Gaughen, Jr.
President & Chief Executive Officer
(Principal Executive Officer)

Date: November 7, 2017

/s/
Cristian A. Melej
Chief Financial Officer
(Principal Financial Officer and
Principal Accounting Officer)

CERTIFICATIONS

EXHIBIT 31.1

I, Robert H. Gaughen, Jr., certify that:

1. I have reviewed this quarterly report on Form 10-Q of the Hingham Institution for Savings;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

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

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

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

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

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

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

Date: November 7, 2017

/s/
Robert H. Gaughen, Jr.
President and Chief Executive Officer
(Principal Executive Officer)

CERTIFICATIONS

EXHIBIT 31.2

I, Cristian A. Melej, certify that:

1. I have reviewed this quarterly report on Form 10-Q of the Hingham Institution for Savings;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

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

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

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

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

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

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

Date: November 7, 2017

/s/
Cristian A. Melej
Chief Financial Officer
(Principal Financial Officer and
Principal Accounting Officer)

EXHIBIT 32.1

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

In connection with the Quarterly Report on Form 10-Q of Hingham Institution for Savings (the “Bank”) for the fiscal quarter ended September 30, 2017, as filed with the Federal Deposit Insurance Corporation on the date hereof (the “Report”), the undersigned Robert H. Gaughen, Jr., Chief Executive Officer of the Bank, hereby certifies pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

/s/
Robert H. Gaughen, Jr.
Chief Executive Officer
(Principal Executive Officer)

Date: November 7, 2017

EXHIBIT 32.2

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

In connection with the Quarterly Report on Form 10-Q of Hingham Institution for Savings (the "Bank") for the fiscal quarter ended September 30, 2017, as filed with the Federal Deposit Insurance Corporation on the date hereof (the "Report"), the undersigned Cristian A. Melej, Chief Financial Officer of the Bank, hereby certifies pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

/s/
Cristian A. Melej
Chief Financial Officer
(Principal Financial Officer
and Principal Accounting Officer)

Date: November 7, 2017