

Section 1: 10-Q (10-Q)

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2018
OR

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

For the transition period from _____ to _____.

Commission File No. 0-13660

Seacoast Banking Corporation of Florida

(Exact Name of Registrant as Specified in its Charter)

Florida

59-2260678

(State or Other Jurisdiction of
Incorporation or Organization)

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

815 COLORADO AVENUE, STUART FL

34994

(Address of Principal Executive Offices)

(Zip Code)

(772) 287-4000

(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 every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

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

Large Accelerated
Filer

Accelerated
Filer

Non-Accelerated
Filer

Small Reporting
Company

Emerging Growth
Company

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Common Stock, \$0.10 Par Value – 47,269,692 shares as of September 30, 2018

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SEACOAST BANKING CORPORATION OF FLORIDA

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Part I. FINANCIAL INFORMATION

Item 1. Financial Statements

CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited)
Seacoast Banking Corporation of Florida and Subsidiaries

(In thousands, except share data)	September 30, 2018	December 31, 2017
ASSETS		
Cash and due from banks	\$ 101,920	\$ 104,039
Interest bearing deposits with other banks	3,174	5,465
Total cash and cash equivalents	105,094	109,504
Time deposits with other banks	9,813	12,553
Debt securities:		
Available for sale (at fair value)	923,206	949,460
Held to maturity (fair value: \$353,919 at September 30, 2018 and \$414,470 at December 31, 2017)	367,387	416,863
Total debt securities	1,290,593	1,366,323
Loans held for sale (at fair value)	16,172	24,306
Loans	4,059,323	3,817,377
Less: Allowance for loan losses	(33,865)	(27,122)
Loans, net of allowance for loan losses	4,025,458	3,790,255
Bank premises and equipment, net	63,531	66,883
Other real estate owned	4,715	7,640
Goodwill	148,555	147,578
Other intangible assets, net	16,508	19,099
Bank owned life insurance	122,561	123,981
Net deferred tax assets	25,822	25,417
Other assets	102,112	116,590
TOTAL ASSETS	\$ 5,930,934	\$ 5,810,129
LIABILITIES		
Deposits	\$ 4,643,510	\$ 4,592,720
Securities sold under agreements to repurchase	189,035	216,094
Federal Home Loan Bank (FHLB) borrowings	261,000	211,000
Subordinated debt	70,734	70,521
Other liabilities	33,824	30,130
TOTAL LIABILITIES	5,198,103	5,120,465
SHAREHOLDERS' EQUITY		
Common stock, par value \$0.10 per share, authorized 120,000,000 shares, issued 47,402,935 and outstanding 47,269,692 shares at September 30, 2018, and authorized 60,000,000, issued 47,032,259 and outstanding 46,917,735 shares at December 31, 2017	4,727	4,693
Other shareholders' equity	728,104	684,971
TOTAL SHAREHOLDERS' EQUITY	732,831	689,664
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 5,930,934	\$ 5,810,129

See notes to condensed consolidated financial statements.

CONDENSED CONSOLIDATED STATEMENTS OF INCOME (Unaudited)
Seacoast Banking Corporation of Florida and Subsidiaries

(In thousands, except share data)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Interest and fees on loans	\$ 48,713	\$ 40,403	\$ 140,489	\$ 110,503
Interest and dividends on securities	9,807	9,012	29,016	25,971
Interest on interest bearing deposits and other investments	634	664	1,835	1,778
TOTAL INTEREST INCOME	59,154	50,079	171,340	138,252
Interest on deposits	2,097	930	5,623	2,408
Interest on time certificates	2,975	1,266	7,783	2,646
Interest on borrowed money	2,520	2,134	6,403	5,128
TOTAL INTEREST EXPENSE	7,592	4,330	19,809	10,182
NET INTEREST INCOME	51,562	45,749	151,531	128,070
Provision for loan losses	5,774	680	9,388	3,385
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	45,788	45,069	142,143	124,685
Noninterest income				
Other income	12,339	11,481	37,506	31,853
Securities losses, net	(48)	(47)	(198)	(26)
TOTAL NONINTEREST INCOME (Note H)	12,291	11,434	37,308	31,827
TOTAL NONINTEREST EXPENSES (Note H)	37,399	34,361	112,809	110,732
INCOME BEFORE INCOME TAXES	20,680	22,142	66,642	45,780
Provision for income taxes	4,358	7,926	15,329	15,962
NET INCOME	\$ 16,322	\$ 14,216	\$ 51,313	\$ 29,818
SHARE DATA				
Net income per share - diluted	0.34	0.32	1.07	0.70
Net income per share - basic	0.35	0.33	1.09	0.72
Cash dividends declared	—	—	—	—
Average shares outstanding - diluted	48,029,330	43,792,108	47,903,093	42,298,136
Average shares outstanding - basic	47,205,383	43,151,248	47,108,302	41,626,356

See notes to condensed consolidated financial statements.

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (Unaudited)
Seacoast Banking Corporation of Florida and Subsidiaries

(In thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
NET INCOME	\$ 16,322	\$ 14,216	\$ 51,313	\$ 29,818
Other comprehensive income (loss):				
Unrealized (losses) gains on securities available for sale	(3,548)	1,149	(20,564)	9,920
Amortization of unrealized losses on securities transferred to held to maturity, net	108	122	442	365
Reclassification adjustment for gains included in net income	—	47	—	26
Income tax effect on other comprehensive (loss) income	919	(503)	5,358	(3,964)
Total other comprehensive (loss) income	(2,521)	815	(14,764)	6,347
COMPREHENSIVE INCOME	\$ 13,801	\$ 15,031	\$ 36,549	\$ 36,165

See notes to condensed consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)
Seacoast Banking Corporation of Florida and Subsidiaries

(In thousands)	Nine Months Ended September 30,	
	2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	\$ 51,313	\$ 29,818
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	4,691	3,961
Amortization of premiums and discounts on securities, net	2,567	2,864
Other amortization and accretion, net	185	(346)
Stock based compensation	5,603	3,787
Origination of loans designated for sale	(225,929)	(164,878)
Sale of loans designated for sale	239,316	161,587
Provision for loan losses	9,388	3,385
Deferred income taxes	5,675	15,077
Losses on sale of securities	—	26
Gains on sale of loans	(7,752)	(5,160)
Gains on sale and write-downs of other real estate owned	(12)	(657)
Losses on disposition of fixed assets	216	1,973
Changes in operating assets and liabilities, net of effects from acquired companies:		
Net decrease (increase) in other assets	17,281	(419)
Net increase (decrease) in other liabilities	3,644	(2,575)
Net cash provided by operating activities	106,186	48,443
CASH FLOWS FROM INVESTING ACTIVITIES		
Maturities and repayments of debt securities available for sale	107,728	176,978
Maturities and repayments of debt securities held to maturity	48,945	64,984
Proceeds from sale of debt securities available for sale	—	7,525
Purchases of debt securities available for sale	(104,650)	(223,805)
Purchases of debt securities held to maturity	—	(67,563)
Maturities of time deposits with other banks	2,740	2,682
Net new loans and principal repayments	(225,570)	(277,142)
Purchase of loans held for investment	(19,541)	(55,352)
Proceeds from the sale of portfolio loans	—	74,211
Proceeds from the sale of other real estate owned	9,260	5,123
Proceeds from sale of FHLB and Federal Reserve Bank Stock	28,751	29,984
Purchase of FHLB and Federal Reserve Bank Stock	(33,681)	(32,398)
Purchase of VISA Class B stock	—	(6,180)
Redemption of bank owned life insurance	4,232	—
Purchase of bank owned life insurance	—	(30,000)
Net cash from bank acquisition	—	30,225
Additions to bank premises and equipment	(3,557)	(4,247)
Net cash used in investing activities	(185,343)	(304,975)

See notes to condensed consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)
Seacoast Banking Corporation of Florida and Subsidiaries

(In thousands)	Nine Months Ended September 30,	
	2018	2017
CASH FLOWS FROM FINANCING ACTIVITIES		
Net increase in deposits	\$ 50,790	\$ 304,005
Net decrease in federal funds purchased and repurchase agreements	(27,059)	(62,049)
Net increase (decrease) in FHLB borrowings	50,000	(26,000)
Issuance of common stock, net of related expense	—	55,641
Stock based employee benefit plans	1,016	569
Dividends paid	—	—
Net cash provided by financing activities	74,747	272,166
Net increase (decrease) in cash and cash equivalents	(4,410)	15,634
Cash and cash equivalents at beginning of period	109,504	109,644
Cash and cash equivalents at end of period	\$ 105,094	\$ 125,278
Supplemental disclosure of non cash investing activities:		
Transfers from loans to other real estate owned	4,271	448
Transfers from bank premises to other real estate owned	2,052	1,212
Transfers from loans held for investment to loans held for sale	—	5,664

See notes to condensed consolidated financial statements.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

Seacoast Banking Corporation of Florida and Subsidiaries

Note A – Basis of Presentation

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements of Seacoast Banking Corporation of Florida and its subsidiaries (the "Company") have been prepared in accordance with U.S. generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by U.S. generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Certain prior period amounts have been reclassified to conform to the current period presentation.

Operating results for the nine months ended September 30, 2018 are not necessarily indicative of the results that may be expected for the year ending December 31, 2018 or any other period. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017. Certain prior period amounts have been reclassified to conform to the current period presentation.

Adoption of new accounting pronouncements

On January 1, 2018, we adopted Financial Accounting Standards Board ("FASB") Accounting Standards Update ("ASU") 2014-9, "Revenue from Contracts with Customers," and all the related amendments (collectively, "ASC 606") using the modified retrospective approach applied to all contracts in place at that date. Adoption had no material impact on the Company's consolidated financial statements including no change to the amount or timing of revenue recognized for contracts within the scope of the new standard. Activity in the scope of the new standard includes:

- *Service Charges on Deposits:* Seacoast National Bank ("Seacoast Bank") offers a variety of deposit-related services to its customers through several delivery channels including branch offices, ATMs, telephone, mobile, and internet banking. Transaction-based fees are recognized when services, each of which represents a performance obligation, are satisfied. Service fees may be assessed monthly, quarterly, or annually; however, the account agreements to which these fees relate can be cancelled at any time by Seacoast and/or the customer. Therefore, the contract term is considered a single day (a day-to-day contract).
- *Trust Fees:* The Company earns trust fees from fiduciary services provided to trust customers which include custody of assets, recordkeeping, collection and distribution of funds. Fees are earned over time and accrued monthly as the Company provides services, and are generally assessed based on the market value of the trust assets under management at a particular date or over a particular period.
- *Brokerage Commissions and Fees:* The Company earns commissions and fees from investment brokerage services provided to its customers through an arrangement with a third-party service provider. Commissions received from the third-party service provider are recorded monthly and are based upon customer activity. Fees are earned over time and accrued monthly as services are provided. The Company acts as an agent in this arrangement and therefore presents the brokerage commissions and fees net of related costs.
- *Interchange Income:* Fees earned on card transactions depend upon the volume of activity, as well as the fees permitted by the payment network. Such fees are recognized by the Company upon fulfilling its performance obligation to approve the card transaction.

On January 1, 2018, we adopted ASU 2016-1, "Financial Instruments – Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities." Upon adoption, we reclassified \$0.1 million of accumulated unrealized loss pertaining to an equity investment previously classified as available for sale from Accumulated Other Comprehensive Income to Retained Earnings.

Use of Estimates The preparation of these condensed consolidated financial statements required the use of certain estimates by management in determining the Company's assets, liabilities, revenues and expenses. Specific areas, among others, requiring the application of management's estimates include determination of the allowance for loan losses, the valuation of investment securities available for sale, fair value of impaired loans, contingent liabilities, fair value of other real estate owned, and the valuation of deferred tax assets. Actual results could differ from those estimates.

Note B – Recently Issued Accounting Standards, Not Yet Adopted

The following provides a brief description of accounting standards that have been issued but are not yet adopted that could have a material effect on the Company's financial statements:

ASU 2016-02, <i>Leases (Topic 842)</i>	
Description	<p>In February 2016, the FASB amended existing guidance that requires lessees recognize the following for all leases at the commencement date:</p> <ol style="list-style-type: none"> 1. A lease liability, which is a lessee's obligation to make lease payments arising from a lease, measured on a discounted basis. 2. A right-of-use specified asset, which is an asset that represents the lessee's right to use, or control the use of, a specified asset for the lease term. <p>Under the new guidance, lessor accounting is largely unchanged. Certain targeted improvements were made to align lessor accounting with the lessee accounting model and Topic 606, Revenue from Contracts with Customers. In July 2018, the FASB issued ASU 2018-11, which provides an additional optional transition method. The additional transition method allows entities to initially apply the new lease standard at the adoption date by recognizing a cumulative-effect adjustment to the opening balance of retained earnings in the period of adoption. Consequently, an entity's reporting for the comparative periods presented in the financial statements in which the entity adopts the new lease standard would continue to be in accordance with current GAAP (Topic 840), including disclosures.</p>
Date of Adoption	This amendment is effective for public business entities for reporting periods beginning after December 15, 2018, including interim periods within that reporting period. Early adoption is permitted.
Effect on the Consolidated Financial Statements	The Company is in the process of evaluating its existing leases, which are primarily operating leases of branch properties and equipment, to determine the amounts to be recognized as right-of-use assets and lease liabilities. The Company will adopt the new standard effective January 1, 2019. The effect of adoption on the Company's consolidated statements of income is not expected to be material.

ASU 2016-13, <i>Financial Instruments – Credit Losses (Topic 326)</i>	
Description	<p>In June 2016, the FASB issued guidance to replace the incurred loss model with an expected loss model, which is referred to as the current expected credit loss (CECL) model. The CECL model is applicable to the measurement of credit losses on financial assets measured at amortized cost, including loan receivables and held to maturity debt securities. It also applies to off-balance sheet credit exposures including loan commitments, standby letters of credit, financial guarantees and other similar instruments.</p>
Date of Adoption	This amendment is effective for public business entities for reporting periods beginning after December 15, 2019, including interim periods within that reporting period. Early adoption is permitted only as of annual reporting periods after December 15, 2018, including interim reporting periods within that period.
Effect on the Consolidated Financial Statements	The Company's transition oversight committee is in the process of evaluating and implementing changes to credit loss estimation models and related processes. Updates to business processes and the documentation of accounting policy decisions are ongoing. The Company may recognize an increase in the allowance for loan losses upon adoption, recorded as a one-time effect cumulative adjustment to retained earnings. However, the magnitude of the impact on the Company's consolidated financial statements has not yet been determined. The Company will adopt this accounting standard effective January 1, 2020.

ASU 2017-04, <i>Intangibles – Goodwill and Other (Topic 350): Simplifying the Test for Goodwill</i>	
Description	In January 2017, the FASB amended the existing guidance to simplify the goodwill impairment measurement test by eliminating Step 2. The amendment requires the Company to perform the goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount and recognizing an impairment charge for the amount by which the carrying amount exceeds the fair value. Additionally, an entity should consider the tax effects from any tax deductible goodwill on the carrying amount when measuring the impairment loss.
Date of Adoption	This amendment is effective for public business entities for reporting periods beginning after December 15, 2019, including interim periods within that reporting period. Early adoption is permitted on annual goodwill impairment tests performed after January 1, 2017.
Effect on the Consolidated Financial Statements	The impact to the Company's consolidated financial statements from the adoption of this pronouncement is not expected to be material.

ASU 2017-08, <i>Receivables-Nonrefundable Fees and Other Costs (Subtopic 310-20): Premium Amortization on Purchased callable Debt Securities</i>	
Description	In March 2017, the FASB issued guidance which requires entities to amortize premiums on certain purchased callable debt securities to their earliest call date. The accounting for purchased callable debt securities held at a discount did not change. Amortizing the premium to the earliest call date generally aligns interest income recognition with the economics of instruments. This guidance requires a modified retrospective approach under which a cumulative adjustment will be made to retained earnings as of the beginning of the period in which it is adopted.
Date of Adoption	The amendments are effective for public business entities for annual periods beginning after December 15, 2018, including interim periods within those periods.
Effect on the Consolidated Financial Statements	The impact to the Company's consolidated financial statements from the adoption of this pronouncement is not expected to be material.

ASU 2017-12, <i>Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities</i>	
Description	In August 2017, the FASB provided guidance to improve the financial reporting of hedging relationships to better portray the economic results of an entity's risk management activities in its financial statements. The amendments also simplify the application of the hedge accounting guidance.
Date of Adoption	The amendments are effective for public business entities for annual periods beginning after December 15, 2018, including interim periods within those periods.
Effect on the Consolidated Financial Statements	The impact to the Company's consolidated financial statements from the adoption of this pronouncement is not expected to be material.

ASU 2018-13, <i>Fair Value Measurement (Topic 820): Disclosure Framework - Changes to the Disclosure Requirements for Fair Value Measurement</i>	
Description	On August 28, 2018, the FASB issued ASU 2018-13, which changes the disclosure requirements on fair value measurements in Topic 820. The amendments in this ASU are the result of a broader disclosure project called FASB Concepts Statement, Conceptual Framework for Financial Reporting - Chapter 8: Notes to Financial Statements. The ASU modifies or removes certain existing disclosures, and adds certain new disclosures.
Date of Adoption	The amendments are effective for public business entities for annual periods beginning after December 15, 2019, including interim periods within those periods. Early adoption is permitted for any eliminated or modified disclosure upon issuance of the ASU.
Effect on the Consolidated Financial Statements	The impact to the Company's consolidated financial statements from the adoption of this pronouncement is not expected to be material.

Note C – Earnings per Share

For the three and nine months ended September 30, 2018, options to purchase 481,000 and 412,000 shares, respectively, were antidilutive and not included in the computation of diluted earnings per share, compared to 274,000 and 191,000, respectively, for the three and nine months ended September 30, 2017. The dilutive impact of restricted stock and stock options is calculated under the treasury method.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
(Dollars in thousands, except per share data)				
Basic earnings per share				
Net income	\$ 16,322	\$ 14,216	\$ 51,313	\$ 29,818
Average common stock outstanding	47,205,383	43,151,248	47,108,302	41,626,356
Net income per share	\$ 0.35	\$ 0.33	\$ 1.09	\$ 0.72
Diluted earnings per share				
Net income	\$ 16,322	\$ 14,216	\$ 51,313	\$ 29,818
Average common stock outstanding	47,205,383	43,151,248	47,108,302	41,626,356
Add: Dilutive effect of employee restricted stock and stock options	823,947	640,860	794,791	671,780
Average diluted stock outstanding	48,029,330	43,792,108	47,903,093	42,298,136
Net income per share	\$ 0.34	\$ 0.32	\$ 1.07	\$ 0.70

On February 21, 2017, the Company completed a public offering of 2,702,500 shares of common stock, generating net proceeds to the Company of \$55.7 million. In addition, CapGen Capital Group III LP (“CapGen”), in conjunction with the Company’s offering, sold 6,210,000 shares of the Company’s common stock, with no net proceeds to the Company.

Note D – Securities

The amortized cost, gross unrealized gains and losses and fair value of securities available for sale and held to maturity at September 30, 2018 and December 31, 2017⁽¹⁾ are summarized as follows:

	September 30, 2018			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
(In thousands)				
Debt securities available for sale				
U.S. Treasury securities and obligations of U.S. Government Entities	\$ 7,486	\$ 114	\$ (57)	\$ 7,543
Mortgage-backed securities and collateralized mortgage obligations of U.S. Government Sponsored Entities	597,689	153	(24,660)	573,182
Private mortgage-backed securities and collateralized mortgage obligations	75,485	925	(318)	76,092
Collateralized loan obligations	223,419	137	(566)	222,990
Obligations of state and political subdivisions	43,951	261	(813)	43,399
Totals	\$ 948,030	\$ 1,590	\$ (26,414)	\$ 923,206
Debt securities held to maturity				
Mortgage-backed securities and collateralized mortgage obligations of U.S. Government Sponsored Entities	\$ 313,667	\$ —	\$ (13,557)	\$ 300,110
Private mortgage-backed securities and collateralized mortgage obligations	21,720	181	(131)	21,770
Collateralized loan obligations	32,000	58	(19)	32,039
Totals	\$ 367,387	\$ 239	\$ (13,707)	\$ 353,919

(In thousands)	December 31, 2017			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Debt securities available for sale				
U.S. Treasury securities and obligations of U.S. Government Entities	\$ 9,475	\$ 274	\$ (5)	\$ 9,744
Mortgage-backed securities and collateralized mortgage obligations of U.S. Government Sponsored Entities	560,396	1,163	(8,034)	553,525
Private mortgage-backed securities and collateralized mortgage obligations	75,152	1,154	(285)	76,021
Collateralized loan obligations	263,579	798	(68)	264,309
Obligations of state and political subdivisions	45,118	813	(70)	45,861
Totals	<u>\$ 953,720</u>	<u>\$ 4,202</u>	<u>\$ (8,462)</u>	<u>\$ 949,460</u>
Debt securities held to maturity				
Mortgage-backed securities and collateralized mortgage obligations of U.S. Government Sponsored Entities	\$ 353,541	\$ 802	\$ (4,159)	\$ 350,184
Private mortgage-backed securities and collateralized mortgage obligations	22,799	714	(53)	23,460
Collateralized loan obligations	40,523	303	—	40,826
Totals	<u>\$ 416,863</u>	<u>\$ 1,819</u>	<u>\$ (4,212)</u>	<u>\$ 414,470</u>

(1) December 31, 2017 balances in the tables above reflect certain reclassifications between categories.

There were no sales of securities during the three and nine month periods ended September 30, 2018. Proceeds from sales of securities during the three month period ended September 30, 2017 were \$3.7 million, with gross gains of \$15,000 and gross losses of \$62,000. Proceeds from sales of securities during the nine month period ended September 30, 2017 were \$7.5 million with gross gains of \$36,000 and gross losses of \$62,000. Included in “Securities (losses)/gains, net” for the three and nine month periods ended September 30, 2018, is \$0.1 million and \$0.2 million, respectively, representing the decline in the value of an investment in shares of a mutual fund that invests primarily in CRA-qualified debt securities.

At September 30, 2018, debt securities with a fair value of \$162.4 million were pledged as collateral for United States Treasury deposits, other public deposits and trust deposits. Debt securities with a fair value of \$189.0 million were pledged as collateral for repurchase agreements.

The amortized cost and fair value of debt securities available for sale and held to maturity at September 30, 2018, by contractual maturity, are shown below. Expected maturities will differ from contractual maturities because prepayments of the underlying collateral for these securities may occur, due to the right to call or repay obligations with or without call or prepayment penalties. Securities not due at a single maturity date are shown separately.

(In thousands)	Held to Maturity		Available for Sale	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Due in less than one year	\$ —	\$ —	\$ 13,832	\$ 13,781
Due after one year through five years	—	—	79,637	79,582
Due after five years through ten years	32,000	32,039	177,911	177,196
Due after ten years	—	—	3,476	3,373
	<u>32,000</u>	<u>32,039</u>	<u>274,856</u>	<u>273,932</u>
Mortgage-backed securities and collateralized mortgage obligations of U.S. Government Sponsored Entities	313,667	300,110	597,689	573,182
Private mortgage-backed securities and collateralized mortgage obligations	21,720	21,770	75,485	76,092
Totals	<u>\$ 367,387</u>	<u>\$ 353,919</u>	<u>\$ 948,030</u>	<u>\$ 923,206</u>

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The estimated fair value of a security is determined based on market quotations when available or, if not available, by using quoted market prices for similar securities, pricing models or discounted cash flows analyses, using observable market data where available. The tables below indicate the fair value of debt securities with unrealized losses and the period of time for which these losses were outstanding at September 30, 2018 and December 31, 2017, respectively.

(In thousands)	September 30, 2018					
	Less than 12 months		12 months or longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. Treasury securities and obligations of U.S. Government Entities	\$ 7,543	\$ (57)	\$ —	\$ —	\$ 7,543	\$ (57)
Mortgage-backed securities and collateralized mortgage obligations of U.S. Government Sponsored Entities	456,356	(15,703)	416,936	(22,514)	873,292	(38,217)
Private mortgage-backed securities and collateralized mortgage obligations	84,026	(251)	13,836	(197)	97,862	(448)
Collateralized loan obligations	255,030	(585)	—	—	255,030	(585)
Obligations of state and political subdivisions	40,136	(672)	3,262	(142)	43,398	(814)
Totals	<u>\$ 843,091</u>	<u>\$ (17,268)</u>	<u>\$ 434,034</u>	<u>\$ (22,853)</u>	<u>\$ 1,277,125</u>	<u>\$ (40,121)</u>

(In thousands)	December 31, 2017					
	Less than 12 months		12 months or longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. Treasury securities and obligations of U.S. Government Entities	\$ 1,107	\$ (5)	\$ —	\$ —	\$ 1,107	\$ (5)
Mortgage-backed securities and collateralized mortgage obligations of U.S. Government Sponsored Entities	304,723	(2,047)	413,725	(10,146)	718,448	(12,193)
Private mortgage-backed securities and collateralized mortgage obligations	—	—	20,744	(338)	20,744	(338)
Collateralized loan obligations	14,933	(68)	—	—	14,933	(68)
Obligations of state and political subdivisions	5,414	(14)	5,864	(56)	11,278	(70)
Totals	<u>\$ 326,177</u>	<u>\$ (2,134)</u>	<u>\$ 440,333</u>	<u>\$ (10,540)</u>	<u>\$ 766,510</u>	<u>\$ (12,674)</u>

The two tables above include debt securities held to maturity that were transferred from available for sale into held to maturity during 2014. Those securities had unrealized losses of \$3.1 million at the date of transfer, and at September 30, 2018, the unamortized balance was \$0.8 million. The fair value of those securities in an unrealized loss position for less than twelve months at September 30, 2018 and December 31, 2017 was \$53.6 million and \$22.9 million, respectively, with unrealized losses of \$1.5 million and \$0.2 million, respectively. The fair value of those securities in an unrealized loss position for 12 months or more at September 30, 2018 and December 31, 2017 was \$14.7 million and \$15.3 million, respectively, with unrealized losses of \$0.9 million and \$0.4 million, respectively.

At September 30, 2018, the Company had \$38.2 million of unrealized losses on mortgage-backed securities and collateralized mortgage obligations of government sponsored entities having a fair value of \$873.3 million that were attributable to a combination of factors, including relative changes in interest rates since the time of purchase. The contractual cash flows for these debt securities are guaranteed by U.S. government-sponsored entities. Based on our assessment of these mitigating factors, management believes that the unrealized losses on these holdings are a function of changes in investment spreads and interest movements and not changes in credit quality. Management expects to recover the entire amortized cost basis of these securities.

At September 30, 2018, \$0.4 million of the unrealized losses pertained to private label debt securities secured by seasoned collateral with a fair value of \$97.9 million. Management attributes the loss to a combination of factors, including relative changes in interest rates since the time of purchase. The collateral underlying these mortgage investments are 30- and 15-year fixed and adjustable rate mortgage loans with low loan to values, improving subordination, and historically have had minimal foreclosures and losses.

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Based on its assessment of these factors, management believes that the unrealized losses on these holdings are a function of changes in investment spreads and interest rate movements and not changes in credit quality. Management expects to recover the entire amortized cost basis of these securities.

At September 30, 2018, the Company had unrealized losses of \$0.6 million on collateralized loan obligations with a fair value of \$255.0 million. Management expects to recover the entire amortized cost basis of these securities.

At September 30, 2018, the Company had unrealized losses of \$0.8 million on obligations of state and political subdivisions with a fair value of \$43.4 million. Management expects to recover the entire amortized cost basis of these securities.

As of September 30, 2018, the Company does not intend to sell debt securities that are in an unrealized loss position and it is not more likely than not that the Company will be required to sell these securities before recovery of the amortized cost basis. Therefore, management does not consider any investment to be other-than-temporarily impaired at September 30, 2018.

Included in other assets is Federal Home Loan Bank and Federal Reserve Bank stock which has a par value as of September 30, 2018 and December 31, 2017 of \$37.5 million and \$32.5 million, respectively. At September 30, 2018, the Company had not identified events or changes in circumstances which may have a significant adverse effect on the fair value of these investments. Also included in other assets is a \$6.1 million investment in a mutual fund carried at fair value.

The Company holds 11,330 shares of Visa Class B stock which, following resolution of pending litigation, will be converted to Visa Class A shares. Under the current conversion ratio that became effective June 28, 2018, the Company expects to receive 1.6298 shares of Class A stock for each share of Class B stock, for a total of 18,465 shares of Visa Class A stock. Our ownership of these shares is related to prior ownership in Visa's network while Visa operated as a cooperative. The shares are recorded on our financial records at zero basis.

Note E – Loans

Information pertaining to portfolio loans, purchased credit impaired (“PCI”) loans, and purchased unimpaired loans (“PUL”) is as follows:

(In thousands)	September 30, 2018			
	Portfolio Loans	PCI Loans	PULs	Total
Construction and land development	\$ 289,449	\$ 129	\$ 86,679	\$ 376,257
Commercial real estate	1,357,721	10,838	358,140	1,726,699
Residential real estate	994,575	1,356	156,709	1,152,640
Commercial and financial	554,627	728	55,600	610,955
Consumer	187,199	—	5,573	192,772
Totals ⁽¹⁾	\$ 3,383,571	\$ 13,051	\$ 662,701	\$ 4,059,323

(In thousands)	December 31, 2017			
	Portfolio Loans	PCI Loans	PULs	Total
Construction and land development	\$ 215,315	\$ 1,121	\$ 126,689	\$ 343,125
Commercial real estate	1,170,618	9,776	459,598	1,639,992
Residential real estate	845,420	5,626	187,764	1,038,810
Commercial and financial	512,430	894	92,690	606,014
Consumer	178,826	—	10,610	189,436
Totals ⁽¹⁾	\$ 2,922,609	\$ 17,417	\$ 877,351	\$ 3,817,377

(1) Net loan balances as of September 30, 2018 and December 31, 2017 include deferred costs of \$15.9 million and \$12.9 million for each period, respectively.

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The following tables present the contractual delinquency of the recorded investment by class of loans as of:

(In thousands)	September 30, 2018					
	Current	Accruing 30-59 Days Past Due	Accruing 60-89 Days Past Due	Accruing Greater Than 90 Days	Nonaccrual	Total Financing Receivables
Portfolio Loans						
Construction and land development	\$ 289,234	\$ —	\$ —	\$ —	\$ 215	\$ 289,449
Commercial real estate	1,345,174	3,173	—	—	9,374	1,357,721
Residential real estate	984,874	1,202	104	—	8,395	994,575
Commercial and financial	548,861	2,050	2,521	359	836	554,627
Consumer	185,902	1,119	—	—	178	187,199
Totals	3,354,045	7,544	2,625	359	18,998	3,383,571
Purchased Unimpaired Loans						
Construction and land development	86,679	—	—	—	—	86,679
Commercial real estate	355,541	1,181	—	696	722	358,140
Residential real estate	151,125	1,705	124	—	3,755	156,709
Commercial and financial	50,427	4,011	733	—	429	55,600
Consumer	5,568	5	—	—	—	5,573
Totals	649,340	6,902	857	696	4,906	662,701
Purchased Credit Impaired Loans						
Construction and land development	129	—	—	—	—	129
Commercial real estate	9,427	—	—	—	1,411	10,838
Residential real estate	552	—	—	—	804	1,356
Commercial and financial	707	—	—	—	21	728
Consumer	—	—	—	—	—	—
Totals	10,815	—	—	—	2,236	13,051
Totals	\$ 4,014,200	\$ 14,446	\$ 3,482	\$ 1,055	\$ 26,140	\$ 4,059,323

December 31, 2017						
(In thousands)	Current	Accruing 30-59 Days Past Due	Accruing 60-89 Days Past Due	Accruing Greater Than 90 Days	Nonaccrual	Total Financing Receivables
Portfolio Loans						
Construction and land development	\$ 215,077	\$ —	\$ —	\$ —	\$ 238	\$ 215,315
Commercial real estate	1,165,738	2,605	585	—	1,690	1,170,618
Residential real estate	836,117	812	75	—	8,416	845,420
Commercial and financial	507,501	2,776	26	—	2,127	512,430
Consumer	178,676	52	—	—	98	178,826
Totals	2,903,109	6,245	686	—	12,569	2,922,609
Purchased Unimpaired Loans						
Construction and land development	126,655	34	—	—	—	126,689
Commercial real estate	457,899	979	—	—	720	459,598
Residential real estate	186,549	128	87	—	1,000	187,764
Commercial and financial	92,315	54	—	—	321	92,690
Consumer	10,610	—	—	—	—	10,610
Totals	874,028	1,195	87	—	2,041	877,351
Purchased Credit Impaired Loans						
Construction and land development	1,121	—	—	—	—	1,121
Commercial real estate	9,352	—	—	—	424	9,776
Residential real estate	544	642	—	—	4,440	5,626
Commercial and financial	844	—	—	—	50	894
Consumer	—	—	—	—	—	—
Totals	11,861	642	—	—	4,914	17,417
Totals	<u>\$ 3,788,998</u>	<u>\$ 8,082</u>	<u>\$ 773</u>	<u>\$ —</u>	<u>\$ 19,524</u>	<u>\$ 3,817,377</u>

The Company utilizes an internal asset classification system as a means of reporting problem and potential problem loans. Under the Company's risk rating system, the Company classifies problem and potential problem loans as "Special Mention," "Substandard," and "Doubtful" and these loans are monitored on an ongoing basis. Loans that do not currently expose the Company to sufficient risk to warrant classification in the Substandard or Doubtful categories, but possess weaknesses that deserve management's close attention are deemed to be Special Mention. Substandard loans include those characterized by the distinct possibility that the Company will sustain some loss if the deficiencies are not corrected. Loans classified as Substandard may require a specific allowance. Loans classified as Doubtful have all the weaknesses inherent in those classified Substandard with the added characteristic that the weaknesses present make collection or liquidation in full, on the basis of currently existing facts, conditions and values, highly questionable and improbable. The principal on loans classified as Doubtful is generally charged off. Risk ratings are updated any time the situation warrants.

Loans that are not problem or potential problem loans are considered to be pass-rated loans and risk grades are recalculated at least annually by the loan relationship manager. The following tables present the risk category of loans by class of loans based on the most recent analysis performed as of September 30, 2018 and December 31, 2017:

September 30, 2018

(In thousands)	Pass	Special Mention	Substandard	Doubtful	Total
Construction and land development	\$ 364,903	\$ 6,036	\$ 5,318	\$ —	\$ 376,257
Commercial real estate	1,673,457	24,328	28,914	—	1,726,699
Residential real estate	1,126,238	2,985	23,417	—	1,152,640
Commercial and financial	602,973	1,895	6,030	57	610,955
Consumer	189,223	2,900	649	—	192,772
Totals	<u>\$ 3,956,794</u>	<u>\$ 38,144</u>	<u>\$ 64,328</u>	<u>\$ 57</u>	<u>\$ 4,059,323</u>

December 31, 2017

(In thousands)	Pass	Special Mention	Substandard	Doubtful	Total
Construction and land development	\$ 328,127	\$ 10,414	\$ 4,584	\$ —	\$ 343,125
Commercial real estate	1,586,932	29,273	23,787	—	1,639,992
Residential real estate	1,023,925	4,621	10,203	61	1,038,810
Commercial and financial	593,689	3,237	8,838	250	606,014
Consumer	189,354	—	82	—	189,436
Totals	<u>\$ 3,722,027</u>	<u>\$ 47,545</u>	<u>\$ 47,494</u>	<u>\$ 311</u>	<u>\$ 3,817,377</u>

PCI Loans

PCI loans are accounted for pursuant to ASC Topic 310-30. The excess of cash flows expected to be collected over the estimated fair value is referred to as the accretable yield and is recognized in interest income over the remaining life of the loan in situations where there is a reasonable expectation about the timing and amount of cash flows expected to be collected. The difference between the contractually required payments and the cash flows expected to be collected at acquisition, considering the impact of prepayments, is referred to as the non-accretable difference.

The table below summarizes the changes in accretable yield on PCI loans for the periods ended:

(In thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Beginning balance	\$ 3,189	\$ 3,265	\$ 3,699	\$ 3,807
Additions	—	—	—	—
Deletions	—	—	(43)	(10)
Accretion	(284)	(357)	(989)	(1,173)
Reclassification from non-accretable difference	—	407	238	691
Ending balance	<u>\$ 2,905</u>	<u>\$ 3,315</u>	<u>\$ 2,905</u>	<u>\$ 3,315</u>

Troubled Debt Restructured Loans

The Company's Troubled Debt Restructuring ("TDR") concessions granted to certain borrowers generally do not include forgiveness of principal balances, but may include interest rate reductions, an extension of the amortization period and/or converting the loan to interest only for a limited period of time. Loan modifications are not reported in calendar years after modification if the loans were modified at an interest rate equal to the yields of new loan originations with comparable risk and the loans are performing based on the terms of the restructuring agreements. Most loans prior to modification were classified as impaired and the allowance for loan losses is determined in accordance with Company policy.

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The following table presents loans that were modified during the nine months ended:

(In thousands)	Number of Contracts	Pre- Modification Outstanding Recorded Investment	Post- Modification Outstanding Recorded Investment	Specific Reserve Recorded	Valuation Allowance Recorded
September 30, 2018					
Commercial and financial	1	\$ 98	\$ —	\$ —	\$ —
Totals	1	\$ 98	\$ —	\$ —	\$ —
September 30, 2017					
Construction and land development	1	\$ 52	\$ 46	\$ 6	\$ 6
Residential real estate	1	15	15	—	—
Totals	2	\$ 67	\$ 61	\$ 6	\$ 6

During the three months ended September 30, 2018, there were no payment defaults on loans modified to a TDR within the previous twelve months. During the nine months ended September 30, 2018, there was one payment default on a loan of \$0.1 million that had been modified to a TDR within the previous twelve months, compared to none during the three months ended September 30, 2017 and one during the nine months ended September 30, 2017. The Company considers a loan to have defaulted when it becomes 90 days or more delinquent under the modified terms, has been transferred to nonaccrual status, or has been transferred to other real estate owned. A defaulted TDR is generally placed on nonaccrual and a specific allowance for loan loss is assigned in accordance with the Company's policy.

Impaired Loans

Loans are considered impaired if they are 90 days or more past due, in nonaccrual status, or are TDRs. As of September 30, 2018 and December 31, 2017, the Company's recorded investment in impaired loans, excluding PCI loans, the unpaid principal balance and related valuation allowance was as follows:

(In thousands)	September 30, 2018		
	Recorded Investment	Unpaid Principal Balance	Related Valuation Allowance
Impaired Loans with No Related Allowance Recorded:			
Construction and land development	\$ 202	\$ 479	\$ —
Commercial real estate	2,896	4,161	—
Residential real estate	13,698	18,313	—
Commercial and financial	—	—	—
Consumer	54	92	—
Impaired Loans with an Allowance Recorded:			
Construction and land development	210	224	23
Commercial real estate	12,898	13,025	3,591
Residential real estate	6,106	6,252	869
Commercial and financial	1,629	1,608	1,483
Consumer	392	399	172
Total Impaired Loans			
Construction and land development	412	703	23
Commercial real estate	15,794	17,186	3,591
Residential real estate	19,804	24,565	869
Commercial and financial	1,629	1,608	1,483
Consumer	446	491	172
Totals	\$ 38,085	\$ 44,553	\$ 6,138

(In thousands)	December 31, 2017		
	Recorded Investment	Unpaid Principal Balance	Related Valuation Allowance
Impaired Loans with No Related Allowance Recorded:			
Construction and land development	\$ 223	\$ 510	\$ —
Commercial real estate	3,475	4,873	—
Residential real estate	10,272	15,063	—
Commercial and financial	19	29	—
Consumer	105	180	—
Impaired Loans with an Allowance Recorded:			
Construction and land development	251	264	23
Commercial real estate	4,780	4,780	195
Residential real estate	8,448	8,651	1,091
Commercial and financial	2,436	883	1,050
Consumer	282	286	43
Total Impaired Loans			
Construction and land development	474	774	23
Commercial real estate	8,255	9,653	195
Residential real estate	18,720	23,714	1,091
Commercial and financial	2,455	912	1,050
Consumer	387	466	43
Totals	\$ 30,291	\$ 35,519	\$ 2,402

Impaired loans also include TDRs where concessions have been granted to borrowers who have experienced financial difficulty. At September 30, 2018 and at December 31, 2017, accruing TDRs totaled \$13.8 million and \$15.6 million, respectively.

Average impaired loans for the three months ended September 30, 2018 and 2017 were \$38.1 million and \$30.3 million, respectively. Average impaired loans for the nine months ended September 30, 2018 and 2017 were \$34.5 million and \$31.2 million, respectively. The impaired loans were measured for impairment based on the value of underlying collateral or the present value of expected future cash flows discounted at the loan's effective interest rate. The valuation allowance is included in the allowance for loan losses.

Interest payments received on impaired loans are recorded as interest income unless collection of the remaining recorded investment is doubtful, at which time payments received are recorded as reductions in principal. For the three months ended September 30, 2018 and 2017, the Company recorded interest income on impaired loans of \$0.5 million and \$0.4 million, respectively. For the nine months ended September 30, 2018, and 2017, the Company recorded interest income on impaired loans of \$1.4 million and \$1.1 million, respectively.

For impaired loans whose impairment is measured based on the present value of expected future cash flows, interest income represents the change in present value attributable to the passage of time, and totaled \$36,000 and \$169,000, respectively, for the three months ended September 30, 2018 and 2017 and \$157,000 and \$282,000, respectively, for the nine months ended September 30, 2018 and 2017.

Note F – Allowance for Loan Losses

Activity in the allowance for loan losses for the three month and nine month periods ended September 30, 2018 and 2017 is summarized as follows:

Three Months Ended September 30, 2018

(In thousands)	Beginning Balance	Provision for Loan Losses	Charge-Offs	Recoveries	TDR Allowance Adjustments	Ending Balance
Construction & land development	\$ 2,287	\$ (221)	\$ —	\$ 3	\$ —	\$ 2,069
Commercial real estate	9,126	4,191	(1)	18	(16)	13,318
Residential real estate	8,850	(1,279)	(6)	99	(19)	7,645
Commercial and financial	7,102	1,739	(842)	163	—	8,162
Consumer	1,559	1,344	(296)	65	(1)	2,671
Totals	\$ 28,924	\$ 5,774	\$ (1,145)	\$ 348	\$ (36)	\$ 33,865

Three Months Ended September 30, 2017

(In thousands)	Beginning Balance	Provision for Loan Losses	Charge-Offs	Recoveries	TDR Allowance Adjustments	Ending Balance
Construction & land development	\$ 1,574	\$ (690)	\$ —	\$ 728	\$ —	\$ 1,612
Commercial real estate	9,923	62	(239)	175	(15)	9,906
Residential real estate	7,423	116	(296)	39	(148)	7,134
Commercial and financial	5,460	834	(333)	28	—	5,989
Consumer	1,620	358	(442)	61	(6)	1,591
Totals	\$ 26,000	\$ 680	\$ (1,310)	\$ 1,031	\$ (169)	\$ 26,232

Nine Months Ended September 30, 2018

(In thousands)	Beginning Balance	Provision for Loan Losses	Charge- Offs	Recoveries	TDR Allowance Adjustments	Ending Balance
Construction & land development	\$ 1,642	\$ 414	\$ —	\$ 13	\$ —	\$ 2,069
Commercial real estate	9,285	3,826	(15)	268	(46)	13,318
Residential real estate	7,131	(78)	(33)	733	(108)	7,645
Commercial and financial	7,297	3,639	(2,985)	211	—	8,162
Consumer	1,767	1,587	(931)	251	(3)	2,671
Totals	\$ 27,122	\$ 9,388	\$ (3,964)	\$ 1,476	\$ (157)	\$ 33,865

Nine Months Ended September 30, 2017

(In thousands)	Beginning Balance	Provision for Loan Losses	Charge- Offs	Recoveries	TDR Allowance Adjustments	Ending Balance
Construction & land development	\$ 1,219	\$ (496)	\$ —	\$ 891	\$ (2)	\$ 1,612
Commercial real estate	9,273	410	(341)	613	(49)	9,906
Residential real estate	7,483	90	(482)	266	(223)	7,134
Commercial and financial	3,636	3,036	(837)	154	—	5,989
Consumer	1,789	345	(756)	221	(8)	1,591
Totals	\$ 23,400	\$ 3,385	\$ (2,416)	\$ 2,145	\$ (282)	\$ 26,232

The allowance for loan losses is composed of specific allowances for certain impaired loans and general allowances grouped into loan pools based on similar characteristics. The Company's loan portfolio, excluding PCI loans, and related allowance at September 30, 2018 and December 31, 2017 is shown in the following tables:

(In thousands)	September 30, 2018					
	Individually Evaluated for Impairment		Collectively Evaluated for Impairment		Total	
	Recorded Investment	Associated Allowance	Recorded Investment	Associated Allowance	Recorded Investment	Associated Allowance
Construction & land development	\$ 412	\$ 23	\$ 375,716	\$ 2,046	\$ 376,128	\$ 2,069
Commercial real estate	15,794	3,591	1,699,743	9,727	1,715,537	13,318
Residential real estate	19,804	869	1,131,519	6,776	1,151,323	7,645
Commercial and financial	1,629	1,483	608,598	6,679	610,227	8,162
Consumer	446	172	192,611	2,499	193,057	2,671
Totals	\$ 38,085	\$ 6,138	\$ 4,008,187	\$ 27,727	\$ 4,046,272	\$ 33,865

(In thousands)	December 31, 2017					
	Individually Evaluated for Impairment		Collectively Evaluated for Impairment		Total	
	Recorded Investment	Associated Allowance	Recorded Investment	Associated Allowance	Recorded Investment	Associated Allowance
Construction & land development	\$ 474	\$ 23	\$ 341,530	\$ 1,619	\$ 342,004	\$ 1,642
Commercial real estate	8,255	195	1,621,960	9,090	1,630,215	9,285
Residential real estate	18,720	1,091	1,014,465	6,040	1,033,185	7,131
Commercial and financial	2,455	1,050	602,666	6,247	605,121	7,297
Consumer	387	43	189,049	1,724	189,436	1,767
Totals	\$ 30,291	\$ 2,402	\$ 3,769,670	\$ 24,720	\$ 3,799,961	\$ 27,122

Loans collectively evaluated for impairment reported at September 30, 2018 included acquired loans that are not PCI loans. At September 30, 2018, the remaining fair value adjustments for loans acquired was approximately \$13.4 million, or approximately 2.0% of the outstanding aggregate PUL balances. At December 31, 2017, the remaining fair value adjustments for loans acquired was approximately \$19.4 million, or 2.2% of the outstanding aggregate PUL balances. These amounts represent the fair value discount of each PUL and are accreted into interest income over the remaining lives of the related loans on a level yield basis.

The table below summarizes PCI loans that were individually evaluated for impairment based on expected cash flows at September 30, 2018 and December 31, 2017:

(In thousands)	September 30, 2018		December 31, 2017	
	PCI Loans Individually Evaluated for Impairment			
	Recorded Investment	Associated Allowance	Recorded Investment	Associated Allowance
Construction & land development	\$ 129	\$ —	\$ 1,121	\$ —
Commercial real estate	10,838	—	9,776	—
Residential real estate	1,356	—	5,626	—
Commercial and financial	728	—	894	—
Consumer	—	—	—	—
Totals	\$ 13,051	\$ —	\$ 17,417	\$ —

Note G – Securities Sold Under Agreements to Repurchase

Securities sold under agreements to repurchase are accounted for as secured borrowings. For securities sold under agreements to repurchase, the Company is obligated to provide additional collateral in the event of a significant decline in fair value of collateral pledged. Company securities sold under agreements to repurchase and securities pledged were as follows by collateral type and maturity as of:

(In thousands)	September 30, 2018	December 31, 2017
Fair-Value of Pledged Securities - overnight and continuous		
Mortgage-backed securities and collateralized mortgage obligations of U.S. Government Sponsored Entities	\$ 189,035	\$ 216,094

Note H – Noninterest Income and Expense

Detail of noninterest income and expenses for the three and nine months ended September 30, 2018 and 2017 are as follows:

(In thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Noninterest income				
Service charges on deposit accounts	\$ 2,833	\$ 2,626	\$ 8,179	\$ 7,483
Trust fees	1,083	967	3,143	2,764
Mortgage banking fees	1,135	2,138	3,873	4,962
Brokerage commissions and fees	444	351	1,264	1,079
Marine finance fees	194	137	1,213	597
Interchange income	3,119	2,582	9,137	7,747
BOLI income	1,078	836	3,200	2,326
Other income	2,453	1,844	7,497	4,895
	12,339	11,481	37,506	31,853
Securities losses, net	(48)	(47)	(198)	(26)
Totals	\$ 12,291	\$ 11,434	\$ 37,308	\$ 31,827
Noninterest expense				
Salaries and wages	\$ 17,129	\$ 15,627	\$ 48,939	\$ 49,371
Employee benefits	3,205	2,917	9,320	8,920
Outsourced data processing costs	3,493	3,231	10,565	9,956
Telephone/data lines	624	573	1,879	1,753
Occupancy	3,214	2,447	9,647	10,025
Furniture and equipment	1,367	1,191	4,292	4,261
Marketing	1,139	1,298	3,735	3,294
Legal and professional fees	2,019	2,560	6,293	7,968
FDIC assessments	431	548	1,624	1,768
Amortization of intangibles	1,004	839	2,997	2,397
Net (gain)/loss and disposition expense on other real estate owned	(136)	(297)	461	(293)
Other	3,910	3,427	13,057	11,312
Total	\$ 37,399	\$ 34,361	\$ 112,809	\$ 110,732

Note I – Equity Capital

The Company is well capitalized and at September 30, 2018, the Company and the Company's principal banking subsidiary, Seacoast Bank, exceeded the common equity Tier 1 capital ratio (CET1) regulatory threshold of 6.5% for well-capitalized institutions under the Basel III standardized transition approach, as well as risk-based and leverage ratio requirements for well capitalized banks under the regulatory framework for prompt corrective action.

Note J – Contingencies

The Company and its subsidiaries, because of the nature of their businesses, are at all times subject to legal actions, threatened or filed. Management presently believes that none of the legal proceedings to which it is a party are likely to have a material adverse effect on the Company's consolidated financial condition, operating results or cash flows, although no assurance can be given with respect to the ultimate outcome of any such claim or litigation.

Note K – Fair Value

Under ASC 820, fair value measurements for items measured at fair value on a recurring and nonrecurring basis at September 30, 2018 and December 31, 2017 included:

(In thousands)	Fair Value Measurements	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
September 30, 2018				
Available for sale debt securities ⁽¹⁾	\$ 923,206	\$ 99	\$ 923,107	\$ —
Loans held for sale ⁽²⁾	16,172	—	16,172	—
Loans ⁽³⁾	7,268	—	2,255	5,013
Other real estate owned ⁽⁴⁾	4,715	—	64	4,651
Equity securities ⁽⁵⁾	6,145	6,145	—	—
December 31, 2017				
Available for sale debt securities ⁽¹⁾⁽⁵⁾	\$ 949,460	\$ 100	\$ 949,360	\$ —
Loans held for sale ⁽²⁾	24,306	—	24,306	—
Loans ⁽³⁾	4,192	—	3,454	738
Other real estate owned ⁽⁴⁾	7,640	—	60	7,580
Equity securities ⁽⁵⁾	6,344	6,344	—	—

(1) See Note D for further detail of fair value of individual investment categories.

(2) Recurring fair value basis determined using observable market data.

(3) See Note F. Nonrecurring fair value adjustments to loans identified as impaired reflect full or partial write-downs that are based on the loan's observable market price or current appraised value of the collateral in accordance with ASC 310.

(4) Fair value is measured on a nonrecurring basis in accordance with ASC 360.

(5) Prior to adoption of ASU 2016-1 on January 1, 2018, an investment in shares of a mutual fund that invests primarily in CRA-qualified debt securities was classified as an available for sale security. Beginning in 2018, this security is reported at fair value in Other Assets. Fair value is determined based on market quotations.

Loans held for sale: Fair values are based upon estimated values received from independent third party purchasers. These loans are intended for sale and the Company believes that the fair value is the best indicator of the resolution of these loans. Interest income is recorded based on the contractual terms of the loan and in accordance with the Company's policy on loans held for investment. None of the loans are 90 days or more past due or on nonaccrual as of September 30, 2018 and December 31, 2017. The aggregate fair value and contractual balance of loans held for sale as of September 30, 2018 and December 31, 2017 is as follows:

(In thousands)	September 30, 2018	December 31, 2017
Aggregate fair value	\$ 16,172	\$ 24,306
Contractual balance	15,722	23,627
Excess	450	679

Loans: Level 2 loans consist of impaired real estate loans which are collateral dependent. Fair value is based on recent real estate appraisals less estimated costs of sale. For residential real estate impaired loans, appraised values or internal evaluations are based

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on the comparative sales approach. Level 3 loans consist of commercial and commercial real estate impaired loans. For these loans evaluations may use either a single valuation approach or a combination of approaches, such as comparative sales, cost and/or income approach. A significant unobservable input in the income approach is the estimated capitalization rate for a given piece of collateral. At September 30, 2018, the capitalization rates utilized to determine fair value of the underlying collateral averaged approximately 7.6%. Adjustments to comparable sales may be made by an appraiser to reflect local market conditions or other economic factors and may result in changes in the fair value of an asset over time. As such, the fair value of these impaired loans is considered level 3 in the fair value hierarchy. Impaired loans measured at fair value total \$7.3 million with a specific reserve of \$6.1 million at September 30, 2018, compared to \$4.2 million with a specific reserve of \$2.4 million at December 31, 2017.

Other real estate owned: When appraisals are used to determine fair value and the appraisals are based on a market approach, the fair value of other real estate owned (“OREO”) is classified as a level 2 input. When the fair value of OREO is based on appraisals which require significant adjustments to market-based valuation inputs or apply an income approach based on unobservable cash flows, the fair value of OREO is classified as Level 3.

Transfers between levels of the fair value hierarchy are recognized on the actual date of the event or circumstances that caused the transfer, which generally coincides with the Company’s monthly and/or quarter-end valuation process. There were no such transfers during the nine months ended September 30, 2018 and 2017.

For loans classified as level 3, the changes included additions of \$8.2 million related to loans that became impaired during 2018, offset by paydowns and chargeoffs of \$3.9 million for the nine months ended September 30, 2018.

For OREO classified as level 3 during the nine months ended September 30, 2018, changes included the addition of foreclosed loans of \$0.3 million and migrated branches taken out of service of \$2.0 million offset by reductions primarily consisting of sales of \$5.3 million.

The carrying amount and fair value of the Company’s other financial instruments that are not measured at fair value on a recurring basis in the balance sheet as of September 30, 2018 and December 31, 2017 is as follows:

(In thousands)	Carrying Amount	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
September 30, 2018				
Financial Assets				
Debt securities held to maturity ⁽¹⁾	\$ 367,387	\$ —	\$ 353,919	\$ —
Time deposits with other banks	9,813	—	—	9,715
Loans, net	4,018,190	—	—	3,982,029
Financial Liabilities				
Deposit liabilities	4,643,510	—	—	4,638,270
Federal Home Loan Bank (FHLB) borrowings	261,000	—	—	261,036
Subordinated debt	70,734	—	61,716	—
December 31, 2017				
Financial Assets				
Debt securities held to maturity ⁽¹⁾	\$ 416,863	\$ —	\$ 414,470	\$ —
Time deposits with other banks	12,553	—	—	12,493
Loans, net	3,786,063	—	—	3,760,754
Financial Liabilities				
Deposit liabilities	4,592,720	—	—	4,588,515
Federal Home Loan Bank (FHLB) borrowings	211,000	—	—	211,000
Subordinated debt	70,521	—	61,530	—

(1) See Note D for further detail of individual investment categories.

The short maturity of Seacoast's assets and liabilities results in having a significant number of financial instruments whose fair value equals or closely approximates carrying value. Such financial instruments are reported in the following balance sheet captions: cash and due from banks, interest bearing deposits with other banks, and securities sold under agreements to repurchase, maturing within 30 days.

The following methods and assumptions were used to estimate the fair value of each class of financial instrument for which it is practicable to estimate that value at September 30, 2018 and December 31, 2017:

Debt securities: U.S. Treasury debt securities are reported at fair value utilizing Level 1 inputs. Other debt securities are reported at fair value utilizing Level 2 inputs. The estimated fair value of a security is determined based on market quotations when available or, if not available, by using quoted market prices for similar securities, pricing models or discounted cash flow analyses, using observable market data where available.

The Company reviews the prices supplied by independent pricing services, as well as their underlying pricing methodologies, for reasonableness and to ensure such prices are aligned with traditional pricing matrices. The fair value of collateralized loan obligations is determined from broker quotes. From time to time, the Company will validate, on a sample basis, prices supplied by the independent pricing service by comparison to prices obtained from other brokers and third-party sources or derived using internal models.

Loans: Fair values are estimated for portfolios of loans with similar financial characteristics. Loans are segregated by type such as commercial or mortgage. Each loan category is further segmented into fixed and adjustable rate interest terms as well as performing and nonperforming categories. The fair value of loans is calculated by discounting scheduled cash flows through the estimated life including prepayment considerations, using estimated market discount rates that reflect the risks inherent in the loan. Prior to adoption of ASU 2016-1 on January 1, 2018, the estimated fair value of the loan portfolio utilized an "entrance price" approach. Beginning in 2018, the fair value approach considers market-driven variables including credit related factors and reflects an "exit price" as defined in ASC 820.

Deposit Liabilities: The fair value of demand deposits, savings accounts and money market deposits is the amount payable at the reporting date. The fair value of fixed maturity certificates of deposit is estimated using the rates currently offered for funding of similar remaining maturities.

Note L – Business Combinations

Acquisition of GulfShore Bancshares, Inc.

On April 7, 2017, the Company completed its acquisition of GulfShore Bancshares, Inc. ("Gulfshore"), the parent company of GulfShore Bank. Simultaneously, upon completion of the merger, GulfShore's wholly owned subsidiary bank, GulfShore Bank, was merged with and into Seacoast Bank. GulfShore, headquartered in Tampa, Florida, operated 3 branches in Tampa and St. Petersburg. This acquisition added \$358 million in total assets, \$251 million in loans and \$285 million in deposits to Seacoast.

As a result of this acquisition, the Company expects to enhance its presence in the Tampa, Florida market, expand its customer base and leverage operating cost through economies of scale, and positively affect the Company's operating results to the extent the Company earns more from interest earning assets than it pays in interest on its interest bearing liabilities.

The Company acquired 100% of the outstanding common stock of GulfShore. Under the terms of the definitive agreement, GulfShore shareholders received, for each share of GulfShore common stock, the combination of \$1.47 in cash and 0.4807 shares of Seacoast common stock (based on Seacoast's closing price of \$23.94 per share on April 7, 2017).

(In thousands, except per share data)	April 7, 2017
Shares exchanged for cash	\$ 8,034
Number of GulfShore Bancshares, Inc. common shares outstanding	5,464
Per share exchange ratio	0.4807
Number of shares of common stock issued	2,627
Multiplied by common stock price per share on April 7, 2017	\$ 23.94
Value of common stock issued	62,883
Total purchase price	\$ 70,917

The acquisition was accounted for under the acquisition method in accordance with ASC Topic 805, *Business Combinations*. The Company recognized goodwill of \$37.1 million for this acquisition that is nondeductible for tax purposes. Determining fair values of assets and liabilities, especially the loan portfolio, core deposit intangibles, and deferred taxes, is a complicated process involving significant judgment regarding methods and assumptions used to calculate estimated fair values.

(In thousands)	Initially Reported April 7, 2017	Measurement Period Adjustments	As Adjusted April 7, 2017
Assets:			
Cash	\$ 55,540	\$ —	\$ 55,540
Investment securities	316	—	316
Loans, net	250,876	—	250,876
Fixed assets	1,307	—	1,307
Other real estate owned	13	—	13
Core deposit intangibles	3,927	—	3,927
Goodwill	37,098	—	37,098
Other assets	8,572	—	8,572
Totals	\$ 357,649	—	\$ 357,649
Liabilities:			
Deposits	\$ 285,350	\$ —	\$ 285,350
Other liabilities	1,382	—	1,382
Totals	\$ 286,732	—	\$ 286,732

The table below presents information with respect to the fair value of acquired loans, as well as their unpaid principal balance (“Book Balance”) at acquisition date.

(In thousands)	April 7, 2017	
	Book Balance	Fair Value
Loans:		
Single family residential real estate	\$ 101,281	\$ 99,598
Commercial real estate	106,729	103,905
Construction/development/land	13,175	11,653
Commercial loans	32,137	32,247
Consumer and other loans	3,554	3,473
Purchased credit-impaired	—	—
Total acquired loans	\$ 256,876	\$ 250,876

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No loans acquired were specifically identified with credit deficiency factors, pursuant to ASC Topic 310-30. The factors we considered to identify loans as PCI loans were all acquired loans that were nonaccrual, 60 days or more past due, designated as TDR, graded “special mention” or “substandard.”

Loans without specifically identified credit deficiency factors are referred to as PULs for disclosure purposes. These loans were then evaluated to determine estimated fair values as of the acquisition date. Although no specific credit deficiencies were identifiable, we believe there is an element of risk as to whether all contractual cash flows will be eventually received. Factors that were considered included the economic environment both nationally and locally as well as the real estate market particularly in Florida. We have applied ASC Topic 310-20 accounting treatment to the PULs.

The Company believes the deposits assumed from the acquisition have an intangible value. In determining the valuation amount, deposits were analyzed based on factors such as type of deposit, deposit retention, interest rates and age of deposit relationships.

Acquisition of NorthStar Banking Corporation

On October 20, 2017, the Company completed its acquisition of NorthStar Banking Corporation (“NSBC”). Simultaneously, upon completion of the merger of NSBC with and into the Company, NSBC’s wholly owned subsidiary bank, NorthStar Bank (“NorthStar”), was merged with and into Seacoast Bank. NorthStar, headquartered in Tampa, Florida, operated three branches in Tampa. This acquisition added \$216 million in total assets, \$137 million in loans and \$182 million in deposits to Seacoast.

As a result of this acquisition, the Company expects to further enhance its presence in the Tampa, Florida market, expand its customer base and leverage operating cost through economies of scale, and positively affect the Company’s operating results to the extent the Company earns more from interest earning assets than it pays in interest on its interest bearing liabilities.

The Company acquired 100% of the outstanding common stock of NSBC. Under the terms of the definitive agreement, NSBC shareholders received, for each share of NSBC common stock, the combination of \$2.40 in cash and 0.5605 shares of Seacoast common stock (based on Seacoast’s closing price of \$24.92 per share on October 20, 2017).

(In thousands, except per share data)	October 20, 2017
Shares exchanged for cash	\$ 4,701
Number of NorthStar Banking Corporation common shares outstanding	1,958
Per share exchange ratio	0.5605
Number of shares of common stock issued	1,098
Multiplied by common stock price per share on October 20, 2017	\$ 24.92
Value of common stock issued	27,353
Cash paid for NorthStar Banking Corporation vested stock options	801
Total purchase price	<u>\$ 32,855</u>

The acquisition was accounted for under the acquisition method in accordance with ASC Topic 805, *Business Combinations*. The Company recognized goodwill of \$12.3 million for this acquisition that is nondeductible for tax purposes. Determining fair values of assets and liabilities, especially the loan portfolio, core deposit intangibles, and deferred taxes, is a complicated process involving significant judgment regarding methods and assumptions used to calculate estimated fair values.

(In thousands)	Initially Reported October 20, 2017	Measurement Period Adjustments	As Adjusted October 20, 2017
Assets:			
Cash	\$ 5,485	\$ —	\$ 5,485
Investment securities	56,123	—	56,123
Loans, net	136,832	—	136,832
Fixed assets	2,637	—	2,637
Core deposit intangibles	1,275	—	1,275
Goodwill	12,404	(99)	12,305
Other assets	1,522	99	1,621
Totals	\$ 216,278	\$ —	\$ 216,278

Liabilities:			
Deposits	\$ 182,443	\$ —	\$ 182,443
Other liabilities	980	—	980
Totals	\$ 183,423	\$ —	\$ 183,423

The table below presents information with respect to the fair value of acquired loans, as well as their unpaid principal balance (“Book Balance”) at acquisition date.

(In thousands)	October 20, 2017	
	Book Balance	Fair Value
Loans:		
Single family residential real estate	\$ 15,111	\$ 15,096
Commercial real estate	73,139	69,554
Construction/development/land	11,706	10,390
Commercial loans	31,200	30,854
Consumer and other loans	6,761	6,645
Purchased Credit Impaired	5,527	4,293
Total acquired loans	\$ 143,444	\$ 136,832

For the loans acquired we first segregated all acquired loans with specifically identified credit deficiency factors. The factors we considered to identify loans as PCI loans were all acquired loans that were nonaccrual, 60 days or more past due, designated as TDR, graded “special mention” or “substandard.” These loans were then evaluated to determine estimated fair values as of the acquisition date. As required by generally accepted accounting principles, we are accounting for these loans pursuant to ASC Topic 310-30. The table below summarizes the total contractually required principal and interest cash payments, management’s estimate of expected total cash payments and fair value of the loans as of October 20, 2017 for purchased credit impaired loans. Contractually required principal and interest payments have been adjusted for estimated prepayments.

(In thousands)	October 20, 2017
Contractually required principal and interest	\$ 5,596
Non-accretable difference	(689)
Cash flows expected to be collected	4,907
Accretable yield	(614)
Total purchased credit-impaired loan acquired	\$ 4,293

Loans without specifically identified credit deficiency factors are referred to as PULs for disclosure purposes. These loans were then evaluated to determine estimated fair values as of the acquisition date. Although no specific credit deficiencies were identifiable, we believe there is an element of risk as to whether all contractual cash flows will be eventually received. Factors

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that were considered included the economic environment both nationally and locally as well as the real estate market particularly in Florida. We have applied ASC Topic 310-20 accounting treatment to the PULs.

The Company believes the deposits assumed from the acquisition have an intangible value. In determining the valuation amount, deposits were analyzed based on factors such as type of deposit, deposit retention, interest rates and age of deposit relationships.

Acquisition of Palm Beach Community Bank

On November 3, 2017, the Company completed its acquisition of Palm Beach Community Bank (“PBCB”). PBCB was merged with and into Seacoast Bank. This acquisition added \$357 million in total assets, \$270 million in loans and \$269 million in deposits to Seacoast. PBCB, headquartered in West Palm Beach, Florida, operated four branches in West Palm Beach.

As a result of this acquisition, the Company expects to enhance its presence in the Palm Beach, Florida market, expand its customer base and leverage operating cost through economies of scale, and positively affect the Company’s operating results to the extent the Company earns more from interest earning assets than it pays in interest on its interest bearing liabilities.

The Company acquired 100% of the outstanding common stock of PBCB. Under the terms of the definitive agreement, PBCB shareholders received, for each share of PBCB common stock, the combination of \$6.26 in cash and 0.9240 shares of Seacoast common stock (based on Seacoast’s closing price of \$24.31 per share on November 3, 2017).

(In thousands, except per share data)	November 3, 2017
Shares exchanged for cash	\$ 15,694
Number of Palm Beach Community Bank common shares outstanding	2,507
Per share exchange ratio	0.9240
Number of shares of common stock issued	2,316
Multiplied by common stock price per share on November 3, 2017	\$ 24.31
Value of common stock issued	56,312
Total purchase price	<u>\$ 72,006</u>

The acquisition was accounted for under the acquisition method in accordance with ASC Topic 805, *Business Combinations*. The Company recognized goodwill of \$34.8 million for this acquisition that is nondeductible for tax purposes. Determining fair values of assets and liabilities, especially the loan portfolio, core deposit intangibles, and deferred taxes, is a complicated process involving significant judgment regarding methods and assumptions used to calculate estimated fair values.

(In thousands)	Initially Reported November 3, 2017	Measurement Period Adjustments	As Adjusted November 3, 2017
Assets:			
Cash	\$ 9,301	\$ —	\$ 9,301
Investment securities	22,098	—	22,098
Loans, net	272,090	(1,772)	270,318
Fixed assets	7,641	—	7,641
Core deposit intangibles	2,523	—	2,523
Goodwill	33,428	1,323	34,751
Other assets	9,909	449	10,358
Totals	<u>\$ 356,990</u>	<u>\$ —</u>	<u>\$ 356,990</u>
Liabilities:			
Deposits	\$ 268,633	\$ —	\$ 268,633
Other liabilities	16,351	—	16,351
Totals	<u>\$ 284,984</u>	<u>\$ —</u>	<u>\$ 284,984</u>

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The table below presents information with respect to the fair value of acquired loans, as well as their unpaid principal balance (“Book Balance”) at acquisition date.

(In thousands)	As Adjusted November 3, 2017	
	Book Balance	Fair Value
Loans:		
Single family residential real estate	\$ 30,153	\$ 30,990
Commercial real estate	134,705	132,089
Construction/development/land	69,686	67,425
Commercial loans	36,076	35,876
Consumer and other loans	179	172
Purchased Credit Impaired	4,768	3,766
Total acquired loans	<u>\$ 275,567</u>	<u>\$ 270,318</u>

For the loans acquired we first segregated all acquired loans with specifically identified credit deficiency factors. The factors we considered to identify loans as PCI loans were all acquired loans that were nonaccrual, 60 days or more past due, designated as TDR, graded “special mention” or “substandard.” These loans were then evaluated to determine estimated fair values as of the acquisition date. As required by generally accepted accounting principles, we are accounting for these loans pursuant to ASC Topic 310-30. The table below summarizes the total contractually required principal and interest cash payments, management’s estimate of expected total cash payments and fair value of the loans as of November 3, 2017 for purchased credit impaired loans. Contractually required principal and interest payments have been adjusted for estimated prepayments.

(In thousands)	November 3, 2017	
Contractually required principal and interest	\$	4,768
Non-accretable difference		(1,002)
Cash flows expected to be collected		3,766
Accretable yield		—
Total purchased credit-impaired loan acquired	<u>\$</u>	<u>3,766</u>

Loans without specifically identified credit deficiency factors are referred to as PULs for disclosure purposes. These loans were then evaluated to determine estimated fair values as of the acquisition date. Although no specific credit deficiencies were identifiable, we believe there is an element of risk as to whether all contractual cash flows will be eventually received. Factors that were considered included the economic environment both nationally and locally as well as the real estate market particularly in Florida. We have applied ASC Topic 310-20 accounting treatment to the PULs.

The Company believes the deposits assumed from the acquisition have an intangible value. In determining the valuation amount, deposits were analyzed based on factors such as type of deposit, deposit retention, interest rates and age of deposit relationships.

Pro-Forma Information

Pro-forma data for the three and nine months ended September 30, 2017 as if the acquisitions of GulfShore, NSBC and PBCB occurred at the beginning of 2017 is as follows:

(In thousands, except per share amounts)	Three Months Ended September 30, 2017	Nine Months Ended September 30, 2017
Net interest income	\$ 51,115	\$ 146,668
Net income	16,321	37,149
EPS - basic	0.35	0.81
EPS - diluted	0.35	0.80

Acquisition of First Green Bancorp, Inc.

On October 19, 2018, the Company completed its acquisition of First Green Bancorp, Inc ("First Green"). Simultaneously, upon completion of the merger of First Green with and into the Company, First Green's wholly owned subsidiary bank, First Green Bank, was merged with and into Seacoast Bank. Prior to the acquisition, First Green operated seven branches in the Orlando, Daytona, and Fort Lauderdale markets. The Company acquired 100% of the outstanding common stock of First Green. Under the terms of the definitive agreement, each share of First Green common stock was converted into the right to receive 0.7324 shares of Seacoast common stock.

(In thousands, except per share data)	October 19, 2018
Number of First Green common shares outstanding	5,462
Per share exchange ratio	0.7324
Number of shares of Seacoast common stock issued	4,000
Multiplied by common stock price per share on October 19, 2018	\$ 26.87
Value of common stock issued	107,486
Cash paid for First Green stock options	6,558
Total purchase price	<u>\$ 114,044</u>

The acquisition of First Green will be accounted for under the acquisition method of accounting in accordance with ASC Topic 805, Business Combinations. The Company's assessment of the fair value of assets acquired and liabilities assumed as of the acquisition date is incomplete at the time of this filing; therefore, certain disclosures have been omitted. The Company expects to recognize goodwill in this transaction, which is expected to be nondeductible for tax purposes.

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

The purpose of this discussion and analysis is to aid in understanding significant changes in the financial condition of Seacoast Banking Corporation of Florida and its subsidiaries (the "Company") and their results of operations. Nearly all of the Company's operations are contained in its banking subsidiary, Seacoast Bank ("Seacoast Bank" or the "Bank"). Such discussion and analysis should be read in conjunction with the Company's Condensed Consolidated Financial Statements and the related notes included in this report.

The emphasis of this discussion will be on the three months and nine months ended September 30, 2018 compared to the three months and nine months ended September 30, 2017 for the consolidated statements of income. For the consolidated balance sheets, the emphasis of this discussion will be the balances as of September 30, 2018 compared to December 31, 2017.

This discussion and analysis contains statements that may be considered "forward-looking statements" as defined in, and subject to the protections of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. See the following section for additional information regarding forward-looking statements.

For purposes of the following discussion, the words the "Company," "we," "us," and "our" refer to the combined entities of Seacoast Banking Corporation of Florida and its direct and indirect wholly owned subsidiaries.

Special Cautionary Notice Regarding Forward-Looking Statements

Certain statements made or incorporated by reference herein which are not statements of historical fact, including those under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and elsewhere herein, are "forward-looking statements" within the meaning and protections of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Forward-looking statements include statements with respect to our beliefs, plans, objectives, goals, expectations, anticipations, assumptions, estimates, intentions and future performance, and involve known and unknown risks, uncertainties and other factors, which may be beyond our control, and which may cause the actual results, performance or achievements of Seacoast Banking Corporation of Florida ("Seacoast" or the "Company") to be materially different from those set forth in the forward-looking statements.

All statements other than statements of historical fact are statements that could be forward-looking statements. You can identify these forward-looking statements through our use of words such as "may," "will," "anticipate," "assume," "should," "indicate," "would," "believe," "contemplate," "expect," "estimate," "continue," "further," "plan," "point to," "project," "could," "intend," "target" and other similar words and expressions of the future. These forward-looking statements may not be realized due to a variety of factors, including, without limitation:

- the effects of current and future economic, business and market conditions in the United States generally or in the communities we serve;
- changes in governmental monetary and fiscal policies, including interest rate policies of the Board of Governors of the Federal Reserve System (the "Federal Reserve");
- legislative and regulatory changes, including changes in banking, securities and tax laws and regulations and their application by our regulators, including those associated with the Dodd Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") and changes in the scope and cost of Federal Deposit Insurance Corporation ("FDIC") insurance and other coverage;
- changes in accounting policies, rules and practices and applications or determinations made thereunder, as may be adopted by the bank regulatory agencies, the Financial Accounting Standards Board (the "FASB"), the Securities and Exchange Commission (the "Commission" or "SEC"), and the Public Company Accounting Oversight Board (the "PCAOB");
- the risks of changes in interest rates on the levels, composition and costs of deposits, including the risk of losing customer checking and savings account deposits as customers pursue other, high-yield investments, which could increase our funding costs;
- the risks of changes in interest rates on loan demand, and the values and liquidity of loan collateral, debt securities, and interest sensitive assets and liabilities;
- changes in borrower credit risks and payment behaviors;
- changes in the availability and cost of credit and capital in the financial markets;
- changes in the prices, values and sales volumes of residential and commercial real estate in the United States and in the communities we serve, which could impact write-downs of assets, our ability to liquidate non-performing assets, realized losses on the disposition of non-performing assets and increased credit losses;
- our ability to comply with any requirements imposed on us or on our banking subsidiary, Seacoast National Bank ("Seacoast Bank") by regulators and the potential negative consequences that may result;

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- the effects of problems encountered by other financial institutions that adversely affect us or the banking industry generally could require us to change certain business practices, reduce our revenue, impose additional costs on us, or otherwise negatively affect our businesses;
- our concentration in commercial real estate loans;
- the failure of assumptions and estimates, as well as differences in, and changes to, economic, market and credit conditions, including changes in borrowers' credit risks and payment behaviors from those used in our loan portfolio stress test;
- the effects of competition from a wide variety of local, regional, national and other providers of financial, investment and insurance services;
- the failure of assumptions and estimates underlying the establishment of reserves for possible loan losses and other estimates;
- the impact on the valuation of our investments due to market volatility or counterparty payment risk;
- statutory and regulatory restrictions on our ability to pay dividends to our shareholders;
- any applicable regulatory limits on Seacoast Bank's ability to pay dividends to us;
- increases in regulatory capital requirements for banking organizations generally, which may adversely affect our ability to expand our business or could cause us to shrink our business;
- the risks of mergers, acquisitions and divestitures, including, without limitation, the related time and costs of implementing such transactions, integrating operations as part of these transactions and possible failures to achieve expected gains, revenue growth and/or expense savings from such transactions;
- our ability to continue to identify acquisition targets and successfully acquire desirable financial institutions to sustain our growth, to expand our presence in our markets and to enter new markets;
- changes in technology or products that may be more difficult, costly, or less effective than anticipated;
- our ability to identify and address increased cybersecurity risks, including data security breaches, malware, "denial of service" attacks, "hacking", and identity theft, a failure of which could result in potential business disruptions or financial losses;
- inability of our risk management framework to manage risks associated with our business such as credit risk and operational risk, including third party vendors and other service providers;
- dependence on key suppliers or vendors to obtain equipment or services for our business on acceptable terms;
- the effects of the failure of any component of our business infrastructure provided by a third party could disrupt our business, result in the disclosure of and/or misuse of confidential information or proprietary information, increase our costs, negatively affect our reputation, and cause losses;
- the inability of internal controls and procedures to prevent, detect or mitigate any material errors or fraudulent acts;
- reduction in or the termination of our ability to use the mobile-based platform that is critical to our business growth strategy, including a failure in or breach of our operational or security systems or those of our third party service providers;
- the effects of war or other conflicts, acts of terrorism, natural disasters or other catastrophic events that may affect general economic conditions;
- unexpected outcomes of, and the costs associated with, existing or new litigation involving us;
- the risks that our deferred tax assets could be reduced if estimates of future taxable income from our operations and tax planning strategies are less than currently estimated, or adjustments to our preliminary estimates of the impact of the Tax Cuts and Jobs Act (the "Tax Reform Act") on certain tax attributes including our deferred tax assets, and sales of our capital stock could trigger a reduction in the amount of net operating loss carryforwards that we may be able to utilize for income tax purposes; and
- other factors and risks described under "Risk Factors" herein and in any of our subsequent reports filed with the SEC and available on its website at www.sec.gov.

All written or oral forward-looking statements that are made by us or are attributable to us are expressly qualified in their entirety by this cautionary notice. We assume no obligation to update, revise or correct any forward-looking statements that are made from time to time, either as a result of future developments, new information or otherwise, except as may be required by law.

THIRD QUARTER 2018

Results of Operations

Earnings Overview

Third quarter 2018 and year to date results

We remain focused in our ability to achieve our vision 2020 targets announced at our Investor Day in early 2017. These include a return on tangible assets of 1.30%+, a return on tangible common equity of 16%+, and an efficiency ratio below 50%. For the third quarter of 2018, Seacoast reported net income of \$16.3 million, or \$0.34 per average common diluted share, compared to \$17.0 million or \$0.35 for the prior quarter and \$14.2 million or \$0.32 for the third quarter of 2017. For the nine months ended September 30, 2018, net income was \$51.3 million or \$1.07 per average common diluted share, compared to \$29.8 million or \$0.70 for the nine month

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s ended September 30, 2017. Adjusted net income¹ (a non-GAAP measure) totaled \$17.6 million, or \$0.37 per average common diluted share, compared to \$18.3 million or \$0.38 for the prior quarter and \$15.1 million or \$0.35 for the third quarter of 2017. For the nine months ended September 30, 2018, adjusted net income¹ totaled \$55.2 million or \$1.15 per average common diluted share, compared to \$38.1 million or \$0.90 for the nine months ended September 30, 2017.

¹Non-GAAP measure. See the reconciliation of net income to adjusted net income.

	Third Quarter 2018	Second Quarter 2018	Third Quarter 2017	Nine Months Ended September 30,	
				2018	2017
Return on average tangible assets	1.18%	1.24%	1.12%	1.25%	0.85%
Return on average tangible shareholders' equity	12.0	13.1	12.5	13.1	9.6
Efficiency ratio	57.0	58.4	58.9	57.7	67.7
Adjusted return on average tangible assets ¹	1.22%	1.28%	1.16%	1.29%	1.03%
Adjusted return on average tangible shareholders' equity ¹	12.4	13.5	12.8	13.5	11.7
Adjusted efficiency ratio ¹	56.3	57.3	57.7	56.9	61.0

¹Non-GAAP measure. See the reconciliation of net income to adjusted net income and noninterest expenses to adjusted noninterest expenses.

For the nine months ended September 30, 2018, our adjusted return on average tangible assets¹ and adjusted return on average tangible shareholders' equity¹ were improved when compared to the same period in the prior year. This improvement is the result of higher adjusted net income¹ in the current year to date period, partially offset by higher tangible assets and higher tangible shareholders' equity. The improvement in the adjusted efficiency ratio¹ reflects our disciplined expense control and the preliminary results of projects underway to streamline and automate operational functions.

Net Interest Income and Margin

Net interest income for the quarter totaled \$51.6 million, increasing \$1.4 million or 3% during the third quarter of 2018 compared to second quarter 2018, and was \$5.8 million or 13% higher than third quarter 2017. For the nine months ended September 30, 2018, net interest income totaled \$151.5 million, an increase of \$23.5 million or 18% compared to the nine months ended September 30, 2017. Net interest margin was 3.82% in the third quarter 2018, compared to 3.77% for second quarter 2018 and 3.74% in the prior year's third quarter. Loan growth, balance sheet mix and increases in benchmark interest rates have been the primary forces affecting net interest income and net interest margin results. Acquisitions have further accelerated these trends. Organic loan growth of \$267 million or 8% since September 30, 2017, the addition of \$137 million in loans from the NorthStar merger and \$270 million from the PBCB merger, all contributed to the net interest income improvement year over year for the third quarter and nine months ended September 30, 2018. Net interest income for 2018 should continue to benefit from the impact of the acquisitions completed in fourth quarter 2017 and the First Green acquisition completed on October 19, 2018.

The following table details the trend for net interest income and margin results (on a tax equivalent basis, a non-GAAP measure), the yield on earning assets and the rate paid on interest bearing liabilities for the periods specified:

(In thousands, except ratios)	Net Interest Income ¹	Net Interest Margin ¹	Yield on Earning Assets ¹	Rate on Interest Bearing Liabilities
Third quarter 2018	\$ 51,709	3.82%	4.38%	0.82%
Second quarter 2018	50,294	3.77%	4.25%	0.71%
Third quarter 2017	45,903	3.74%	4.10%	0.51%
Nine Months Ended September 30, 2018	151,856	3.79%	4.29%	0.72%
Nine Months Ended September 30, 2017	128,600	3.74%	4.04%	0.42%

¹On tax equivalent basis, a non-GAAP measure.

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For the nine months ended September 30, 2018, a steepening of the Treasury yield curve and higher short term rates, including add-on rates for new loan production, contributed to the 5 basis point improvement in net interest margin, compared to the first nine months of 2017. Our loan and debt securities yields were 15 and 22 basis points higher, respectively, and our yield on federal funds sold and other investments was 124 basis points higher, compared to results for the nine months ended September 30, 2017. Partially offsetting, the rate for interest bearing funding was higher by 30 basis points, when comparing the same nine-month periods for 2018 and 2017.

Total average loans increased \$601.2 million or 18% for third quarter 2018 compared to third quarter 2017, and increased \$60.1 million or 2% from second quarter 2018. Average debt securities decreased \$66.3 million or 5% for third quarter 2018 year over year and were \$40.2 million or 3% lower from 2018's second quarter. For the nine months ended September 30, 2018, average loans were \$744.2 million or 23% higher and debt securities increased \$28.7 million or 2%, respectively, compared to the nine months ended September 30, 2017.

Average loans as a percentage of average earning assets totaled 74.6% during the third quarter of 2018, compared to 73.7% during the second quarter of 2018 and 70.0% a year ago. As average total loans as a percentage of earning assets increased, the mix of loans has remained fairly stable, with volumes related to commercial real estate representing 47.5% of total loans at September 30, 2018, compared to 47.9% at December 31, 2017 and 47.3% at September 30, 2017 (see "Loan Portfolio").

Loan production is detailed in the following table for the periods specified:

(In thousands)	Third	Second	Third	Nine Months Ended	
	Quarter	Quarter	Quarter	September 30,	
	2018	2018	2017	2018	2017
Commercial pipeline	\$ 196,512	\$ 194,928	\$ 155,355	\$ 196,512	\$ 155,355
Commercial loans closed	130,989	140,437	146,121	393,490	350,887
Residential pipeline	\$ 58,928	\$ 63,714	\$ 63,960	\$ 58,928	\$ 63,960
Residential loans retained	78,663	75,036	73,611	232,752	237,027
Residential loans sold	55,848	52,175	103,841	157,710	189,675
Consumer and small business pipeline	\$ 59,715	\$ 52,915	\$ 47,002	\$ 59,715	\$ 47,002
Consumer and small business originations	125,920	104,910	86,954	329,211	274,358

Consumer and small business originations reached \$126 million during the third quarter of 2018 and \$329 million year to date for 2018, and commercial loans closed totaled \$131 million for the third quarter of 2018 and \$393 million year to date for 2018. The increase in consumer and small business loan originations is attributable, in part, to our commitment to serving small businesses and the expansion of our Small Business Administration ("SBA") program. Closed residential loans during the quarter and year to date for 2018 totaled \$135 million and \$390 million, respectively, reflecting continued strong performance. A \$19.5 million fixed rate residential loan pool, with a weighted average yield of 4.15% and average FICO score of 775, was acquired during the third quarter of 2018 and included in residential loans retained.

Pipelines (loans in underwriting and approval or approved and not yet closed) remained strong at \$197 million in commercial, \$59 million in mortgage, and \$60 million (a new peak) in consumer and small business at September 30, 2018. Commercial pipelines increased \$2 million over June 30, 2018, and were \$41 million or 26% higher compared to September 30, 2017. Mortgage pipelines decreased \$5 million or 8%, compared to both June 30, 2018 and September 30, 2017. The consumer and small business pipeline increased from June 30, 2018 by \$7 million or 13%, and increased from September 30, 2017 by \$13 million or 27%.

Loan production remains strong, supported by analytics and expansion of the banking teams, particularly in Tampa, Orlando and South Florida MSAs. In the third quarter of 2018, we added senior leadership in Tampa with the hiring of the former President & CEO of SunTrust for the Tampa MSA. Also, the planned addition of lending personnel from the First Green acquisition is expected to provide growth in the Orlando and South Florida MSAs.

Customer relationship funding is detailed in the following table for the periods specified:

Customer Relationship Funding

(In thousands, except ratios)	September 30, 2018	June 30, 2018	March 31, 2018	December 31, 2017	September 30, 2017
Noninterest demand	\$ 1,488,689	\$ 1,463,652	\$ 1,488,261	1,400,227	\$ 1,284,118
Interest-bearing demand	912,891	976,281	1,015,054	1,050,755	935,097
Money market	1,036,940	1,023,170	1,035,531	931,458	870,788
Savings	451,958	444,736	437,878	434,346	379,499
Time certificates of deposit	753,032	789,601	742,819	775,934	643,098
Total deposits	<u>\$ 4,643,510</u>	<u>\$ 4,697,440</u>	<u>4,719,543</u>	<u>4,592,720</u>	<u>\$ 4,112,600</u>
Customer sweep accounts	<u>\$ 189,035</u>	<u>\$ 200,050</u>	<u>173,249</u>	<u>216,094</u>	<u>\$ 142,153</u>
Total core customer funding ¹	<u>\$ 4,079,513</u>	<u>\$ 4,107,889</u>	<u>4,149,973</u>	<u>4,032,880</u>	<u>\$ 3,611,655</u>
Noninterest demand deposits as % of total deposits	32.1%	31.2%	31.5%	30.5%	31.2%

(1) Total deposits and customer sweep accounts, excluding time certificates of deposit

The Company's balance sheet continues to be primarily core deposit funded. Core customer funding increased to \$4.1 billion at September 30, 2018, a 1% increase from December 31, 2017 and a 13% increase from September 30, 2017. Excluding acquisitions, core customer funding increased by \$202 million, or 6%, from one year ago. Seacoast's weighted average rate paid on total deposits (including noninterest demand deposits) remains low at 0.38% for the nine months ended September 30, 2018, and, despite an increase of 16 basis points from the nine months ended September 30, 2017, we believe reflects the significant value of the deposit franchise.

Short-term borrowings were entirely comprised of sweep repurchase agreements with Seacoast Bank customers at September 30, 2018 and 2017. No federal funds purchased were utilized at September 30, 2018 or 2017. The average rate on customer repurchase accounts was 0.77% for the nine months ended September 30, 2018, compared to 0.42% for the same period during 2017.

FHLB borrowings totaled \$261.0 million at September 30, 2018, with an average rate of 1.83% paid during the nine months ended September 30, 2018. FHLB borrowings averaged \$219.7 million for 2018, declining \$177.0 million or 44.6%, compared to the nine months ended September 30, 2017. For 2018, average subordinated debt of \$70.6 million related to trust preferred securities issued by subsidiary trusts of the Company (including subordinated debt for Grand and BANKshares assumed on July 17, 2015 and October 1, 2014, respectively) carried an average cost of 4.42%.

We have a positive interest rate gap and our net interest margin should benefit from rising interest rates. Further increases in interest rates are likely, and the Company's asset sensitivity is further enhanced by its low cost deposit portfolio (see "Interest Rate Sensitivity").

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The following tables detail average balances, net interest income and margin results (on a tax equivalent basis) for the periods presented:
AVERAGE BALANCES, INTEREST INCOME AND EXPENSES, YIELDS AND RATES¹
SEACOAST BANKING CORPORATION OF FLORIDA AND SUBSIDIARIES

(In thousands, except ratios)	2018						2017		
	Third Quarter			Second Quarter			Third Quarter		
	Average Balance	Interest	Yield/Rate	Average Balance	Interest	Yield/Rate	Average Balance	Interest	Yield/Rate
Assets									
Earning assets:									
Securities:									
Taxable	\$1,284,774	\$ 9,582	2.98 %	\$1,324,280	\$ 9,389	2.84 %	\$1,356,276	\$ 8,823	2.60 %
Nontaxable	31,411	283	3.60	32,055	273	3.41	26,256	290	4.42
Total Securities	1,316,185	9,865	3.00	1,356,335	9,662	2.85	1,382,532	9,113	2.64
Federal funds sold and other investments	51,255	634	4.91	49,387	585	4.75	76,773	664	3.43
Loans, net	4,008,527	48,802	4.83	3,948,460	46,549	4.73	3,407,376	40,456	4.70
Total Earning Assets	5,375,967	59,301	4.38	5,354,182	56,796	4.25	4,866,681	50,233	4.10
Allowance for loan losses	(29,259)			(29,234)			(26,299)		
Cash and due from banks	110,929			110,549			99,864		
Premises and equipment	63,771			64,445			57,023		
Intangible assets	165,534			166,393			118,364		
Bank owned life insurance	121,952			121,008			95,759		
Other assets	94,433			90,692			104,727		
Total Assets	\$5,903,327			\$5,878,035			\$5,316,119		
Liabilities and Shareholders' Equity									
Interest-bearing liabilities:									
Interest-bearing demand	\$ 939,527	\$ 426	0.18 %	\$ 996,929	\$ 492	0.20 %	\$ 927,278	\$ 273	0.12 %
Savings	444,935	170	0.15	439,691	118	0.11	377,729	52	0.05
Money market	1,031,960	1,501	0.58	1,027,705	1,378	0.54	870,166	605	0.28
Time deposits	779,608	2,975	1.51	790,404	2,629	1.33	548,092	1,266	0.92
Federal funds purchased and securities sold under agreements to repurchase	204,097	463	0.90	179,540	334	0.75	165,160	204	0.49
Federal Home Loan Bank borrowings	222,315	1,228	2.19	160,846	741	1.85	439,755	1,293	1.17
Other borrowings	70,694	829	4.65	70,623	810	4.60	70,409	637	3.59
Total Interest-Bearing Liabilities	3,693,136	7,592	0.82	3,665,738	6,502	0.71	3,398,589	4,330	0.51
Noninterest demand	1,451,751			1,473,331			1,276,779		
Other liabilities	30,150			29,292			52,832		
Total Liabilities	5,175,037			5,168,361			4,728,200		
Shareholders' equity	728,290			709,674			587,919		
Total Liabilities & Equity	\$5,903,327			\$5,878,035			\$5,316,119		
Cost of deposits			0.43 %			0.39 %			0.22 %
Interest expense as a % of earning assets			0.56 %			0.49 %			0.35 %
Net interest income as a % of earning assets		<u>\$51,709</u>	3.82 %		<u>\$50,294</u>	3.77 %		<u>\$45,903</u>	3.74 %

¹On a fully taxable equivalent basis, a non-GAAP measure, as defined (see Non-GAAP measure below). All yields and rates have been computed

on an annual basis using amortized cost. Fees on loans have been included in interest on loans. Nonaccrual loans are included in loan balances.

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(In thousands, except ratios)	2018			2017		
	Year to Date			Year to Date		
	Average Balance	Interest	Yield/ Rate	Average Balance	Interest	Yield/ Rate
Assets						
Earning assets:						
Securities:						
Taxable	\$1,323,164	\$ 28,332	2.85 %	\$1,299,128	\$ 25,289	2.60 %
Nontaxable	32,031	863	3.59	27,388	1,047	5.10
Total Securities	1,355,195	29,195	2.87	1,326,516	26,336	2.65
Federal funds sold and other investments	52,253	1,835	4.70	68,766	1,778	3.46
Loans, net	3,943,617	140,635	4.77	3,199,408	110,668	4.62
Total Earning Assets	5,351,065	171,665	4.29	4,594,690	138,782	4.04
Allowance for loan losses	(28,660)			(25,211)		
Cash and due from banks	111,781			101,858		
Premises and equipment	64,708			58,401		
Intangible assets	166,348			104,079		
Bank owned life insurance	121,742			89,401		
Other assets	90,888			111,661		
Total Assets	\$5,877,872			\$5,034,879		
Liabilities and Shareholders' Equity						
Interest-bearing liabilities:						
Interest-bearing demand	\$ 979,148	\$ 1,368	0.19 %	\$ 904,175	\$ 698	0.10 %
Savings	440,054	392	0.12	370,145	147	0.05
Money market	1,012,259	3,863	0.51	847,705	1,563	0.25
Time deposits	782,283	7,783	1.33	443,416	2,646	0.80
Federal funds purchased and securities sold under agreements to repurchase	186,643	1,071	0.77	173,601	551	0.42
Federal Home Loan Bank borrowings	219,652	2,999	1.83	396,610	2,775	0.94
Other borrowings	70,623	2,333	4.42	70,342	1,802	3.43
Total Interest-Bearing Liabilities	3,690,662	19,809	0.72	3,205,994	10,182	0.42
Noninterest demand	1,446,488			1,248,290		
Other liabilities	29,533			39,414		
Total Liabilities	5,166,683			4,493,698		
Shareholders' equity	711,189			541,181		
Total Liabilities & Equity	\$5,877,872			\$5,034,879		
Cost of deposits			0.38 %			0.22 %
Interest expense as a % of earning assets			0.49 %			0.30 %
Net interest income as a % of earning assets		\$ 151,856	3.79 %	\$ 128,600		3.74 %

(1) On a fully taxable equivalent basis, a non-GAAP measure, as defined (see Non-GAAP measure below). All yields and rates have been computed on an annual basis using amortized cost. Fees on loans have been included in interest on loans. Nonaccrual loans are included in loan balances.

Taxable Equivalent Measure

Fully taxable equivalent net interest income and net interest margin is a common term and measure used in the banking industry but is not a term used under GAAP. We believe that these presentations of tax equivalent net interest income and tax equivalent net interest margin aid in the comparability of net interest income arising from both taxable and tax-exempt sources over the periods presented. We further believe these non-GAAP measures enhance investors' understanding of the Company's business and performance, and facilitate an understanding of performance trends and comparisons with the performance of other financial

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institutions. The limitations associated with these measures are the risk that persons might disagree as to the appropriateness of items comprising these measures and that different companies might calculate these measures differently, including as a result of using different assumed tax rates. These disclosures should not be considered as an alternative to GAAP. The following information is provided to reconcile GAAP measures and tax equivalent net interest income and net interest margin on a tax equivalent basis.

(In thousands, except ratios)	Third Quarter	Second Quarter	Third Quarter	Nine Months Ended September 30,	
	2018	2018	2017	2018	2017
Nontaxable interest income adjustment	\$ 147	\$ 87	\$ 154	\$ 325	\$ 529
Tax Rate	21 %	21 %	35 %	21 %	35 %
Net interest income (TE)	\$ 51,709	\$ 50,294	\$ 45,903	\$ 151,856	\$ 128,600
Total net interest income (not TE)	51,562	50,207	45,749	151,531	128,070
Net interest margin (TE)	3.82 %	3.77 %	3.74 %	3.79 %	3.74 %
Net interest margin (not TE)	3.81	3.76	3.73	3.79	3.73

TE = Tax Equivalent

Noninterest Income

Noninterest income totaled \$12.3 million for the third quarter of 2018, a decrease of \$0.4 million or 3% compared to the second quarter of 2018 and an increase of \$0.9 million or 7% from the third quarter of 2017. For the nine months ended September 30, 2018, noninterest income totaled \$37.3 million, 17% higher than the nine months ended September 30, 2017. Results for the nine months reflect growth in deposits and increased customer engagement, resulting in revenue improvement in nearly every category. Only mortgage banking fees were lower during the nine months, by \$1.1 million, with the prior year benefiting from a larger portfolio sale of \$57.9 million that added \$0.8 million to mortgage banking fees in the third quarter of 2017. For the nine months ended September 30, 2018, noninterest income (excluding securities losses) accounted for 19.8% of total revenue (net interest income plus noninterest income, excluding securities losses), compared to 19.9% for the nine months ended September 30, 2017.

Noninterest income for the third and second quarters of 2018, compared to the third quarter of 2017, and for the nine months ended September 30, 2018 and 2017 is detailed as follows:

(In thousands)	Third Quarter	Second Quarter	Third Quarter	Nine months ended September 30,	
	2018	2018	2017	2018	2017
Service charges on deposit accounts	\$ 2,833	\$ 2,674	\$ 2,626	\$ 8,179	\$ 7,483
Trust fees	1,083	1,039	967	3,143	2,764
Mortgage banking fees	1,135	1,336	2,138	3,873	4,962
Brokerage commissions and fees	444	461	351	1,264	1,079
Marine finance fees	194	446	137	1,213	597
Interchange income	3,119	3,076	2,582	9,137	7,747
BOLI income	1,078	1,066	836	3,200	2,326
Other income	2,453	2,671	1,844	7,497	4,895
	12,339	12,769	11,481	37,506	31,853
Securities gains (losses), net	(48)	(48)	(47)	(198)	(26)
Total	\$ 12,291	\$ 12,721	\$ 11,434	\$ 37,308	\$ 31,827

For the third quarter of 2018 and nine months ended September 30, 2018, most categories of service fee income showed year over year growth. Service charges on deposit accounts increased 9.3% and interchange income improved 17.9% for the nine months ended September 30, 2018, compared to prior year. These increases reflect continued strength in deepening relationships with new and existing customers and benefits from acquisition activity. Overdraft fees represented 54% of total service charges on deposits during the nine months ended September 30, 2018, versus 57% for all of 2017. The increase in interchange revenue reflects higher business volumes transacted.

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Wealth management, including brokerage commissions and fees, and trust fees, continued to rise during the third quarter of 2018, increasing 1.8% from second quarter 2018, and for the nine months ended September 30, 2018, increased 14.7% compared to the same period in 2017. Trust fees increased 13.7% and brokerage commissions and fees were 17.1% higher for the nine months, year over year. This increase is the result of a growing sales and support team, industry leading products including digital tools, and the benefit of direct referrals from the branches and lending network. Our Wealth Management team added almost \$100 million in new assets under management during the nine months ended September 30, 2018, and we expect wealth management revenues to continue to grow over time.

Mortgage production was higher during the nine months ended September 30, 2018 compared to 2017's first nine months (see "Loan Portfolio"), and the amount of loans sold from that production was also higher, but spreads were narrower. The sale of \$57.9 million of seasoned conforming mortgages during the third quarter of 2017 generated \$0.8 million in incremental gains, and contributed to the overall decrease in mortgage banking revenue of \$1.1 million or 21.9% for the nine months ended September 30, 2018, compared to the nine months ended September 30, 2017. Originated residential mortgage loans are processed by commissioned employees of Seacoast, with many mortgage loans referred by the Company's branch personnel.

Marine finance revenue was higher for 2018, increasing 41.6% and 103.2%, respectively, for the third quarter of 2018 and nine months ended September 30, 2018, compared to the same periods in 2017. Continued demand for marine vessel financing and a larger portion of originations being sold were primary contributors to the improvement. In addition to our principal office in Ft. Lauderdale, Florida, we continue to use third party independent contractors in Texas and on the west coast of the United States to assist in generating marine loans.

BOLI income was significantly higher for the third quarter of 2018, up 28.9% year over year, and up 37.6% for the nine months ended September 30, 2018, primarily the result of additions during 2017. At September 30, 2018, the average balance increased 36.2% compared to the nine months ended September 30, 2017.

Other income was 53.2% higher year over year for the nine months ended September 30, 2018. Of the increase of \$2.6 million, continued progress by our Small Business Administration ("SBA") lending group generated incremental fees of \$2.0 million for 2018 year to date, and additional income of \$0.4 million was distributed from Community Reinvestment Act ("CRA") investments. A general increase in other fee categories also occurred, including wire transfer fees, check cashing fees, and other miscellaneous fees.

Noninterest Expenses

Noninterest expenses for the third quarter of 2018 totaled \$37.4 million, increasing \$3.0 million or 8.8% compared to third quarter 2017, and were \$2.1 million or 1.9% higher for the nine months ended September 30, 2018, compared to 2017. Noninterest expenses for the third and second quarters of 2018, compared to third quarter 2017, and the nine months ended September 30, 2018 and 2017, is detailed as follows:

(In thousands, except ratios)	Third	Second	Third	Nine Months Ended	
	Quarter	Quarter	Quarter	September 30,	
	2018	2018	2017	2018	2017
Noninterest expense					
Salaries and wages	\$ 17,129	\$ 16,429	\$ 15,627	\$ 48,939	\$ 49,371
Employee benefits	3,205	3,034	2,917	9,320	8,920
Outsourced data processing costs	3,493	3,393	3,231	10,565	9,956
Telephone/data lines	624	643	573	1,879	1,753
Occupancy	3,214	3,316	2,447	9,647	10,025
Furniture and equipment	1,367	1,468	1,191	4,292	4,261
Marketing	1,139	1,344	1,298	3,735	3,294
Legal and professional fees	2,019	2,301	2,560	6,293	7,968
FDIC assessments	431	595	548	1,624	1,768
Amortization of intangibles	1,004	1,004	839	2,997	2,397
Foreclosed property expense and net (gain)/loss on sale	(136)	405	(297)	461	(293)
Other	3,910	4,314	3,427	13,057	11,312
TOTAL	\$ 37,399	\$ 38,246	\$ 34,361	\$ 112,809	\$ 110,732

Efficiency ratio ¹	57.0%	58.4%	58.9%	57.7%	67.7%
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¹Efficiency ratio is defined as (noninterest expense less foreclosed property expense and amortization of intangibles) divided by net operating revenue (net interest income on a fully tax equivalent basis plus noninterest income excluding securities gains)

For 2018, salaries and wages totaled \$15.4 million for the first quarter, \$16.4 million for the second quarter, \$17.1 million for the third quarter, and aggregated to \$48.9 million for the nine months ended September 30, 2018. Salaries and wages were \$0.4 million lower year over year, compared to the nine months ended September 30, 2017. The increase in salaries and wages for third quarter 2018 compared to second quarter 2018 was the result of continued investments in talent, including the hiring of a new senior leadership position, a Market President and Head of Commercial Lending for the Tampa market. We believe the Tampa, Florida market offers a significant opportunity for growth. During the second quarter 2018, we also acquired two commercial banking team leaders, four commercial bankers, and made investments in talent to support scaling the organization prudently. We also granted 191,000 restricted shares during the second quarter of 2018, along with performance awards for up to an additional 356,000 shares upon meeting certain performance criteria. All were granted deep into the organization, with the goal of providing meaningful value to our associates for achieving our target objectives. Base salaries were \$5.0 million or 13% higher for the first nine months of 2018 compared to a year ago, reflecting our investment in talent and the full impact of additional personnel retained as part of the 2017 acquisitions of GulfShore, NorthStar and PBCB. Improved revenue generation and lending production, and expectations for performance results in 2018, among other factors, resulted in commissions, sales and equity award expense (aggregated) that were \$2.1 million higher for the nine months ended September 30, 2018, compared to the first nine months of 2017. Severance costs and cash incentives decreased \$1.9 million and \$2.9 million, respectively, compared to the nine months ended September 30, 2017, reflecting the impact of merger activities and executive realignment a year ago. Deferred loan origination costs (a contra expense), increased \$2.8 million year over year, reflecting a greater number of loans produced during the first nine months of 2018, versus 2017.

Seacoast Bank utilizes third parties for its core data processing systems and outsourced data processing costs are directly related to the number of transactions processed. Outsourced data processing costs totaled \$3.7 million, \$3.4 million and \$3.5 million for the first, second and third quarters of 2018, respectively, totaling \$10.6 million for the nine months ended September 30, 2018, an increase of \$0.6 million or 6.1% from the first nine months of 2017. The primary cause for the increase year over year was software licensing and maintenance costs aggregating to \$0.7 million.

Total occupancy, furniture and equipment expenses for the first, second and third quarters of 2018 totaled \$4.6 million, \$4.8 million and \$4.6 million, respectively, and were \$13.9 million for the nine months ended September 30, 2018. These costs were \$0.3 million lower compared to the nine months ended September 30, 2017. Asset write-offs related to branch closures were a primary contributor to the reduction in expense, and were \$1.8 million lower for the nine months ended September 30, 2018, compared to a year ago. We believe branches are still valuable to our customers for more complex transactions, but simple tasks, such as depositing and withdrawing funds, are rapidly migrating to the digital world. Our goal at the beginning of 2017 was to close 20% of our locations over the next 24 to 36 months. During 2018 we consolidated two office locations in the first quarter, and none in the second and third quarters, compared to five locations for the nine months ended September 30, 2017. Partially offsetting were lease payments

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and depreciation expense, each higher by \$0.7 million, respectively, for the first nine months of 2018 compared to the first nine months of 2017. Upon acquiring First Green in October 2018, we consolidated five banking locations in alignment with our Vision 2020 objective of reducing our footprint.

For the first, second and third quarters of 2018, marketing expenses (including sales promotion costs, ad agency production and printing costs, digital, newspaper, TV and radio advertising, and other public relations costs) totaled \$1.3 million, \$1.3 million and \$1.1 million, respectively, and aggregated to \$3.7 million for the nine months ended September 30, 2018, increasing by \$0.4 million or 13.4% compared to prior year. Costs associated with direct mail, corporate sponsorships, and local market corporate events were the largest contributors to the \$0.6 million increase, and were incurred to solidify customer acquisition and corporate brand awareness.

Legal and professional fees for the first, second and third quarters of 2018 were \$2.0 million, \$2.3 million, and \$2.0 million, respectively, and aggregated to \$6.3 million for the nine months ended September 30, 2018, a decrease of \$1.7 million or 21% compared to the prior year.

For the nine months ended September 30, 2018, foreclosed property expense and net losses on the sale of OREO properties totaled \$0.5 million compared to a gain in the prior period of \$0.3 million (see “Nonperforming Loans, Troubled Debt Restructurings, Other Real Estate Owned, and Credit Quality”).

Other expense totaled \$4.8 million, \$4.3 million and \$3.9 million for the first, second and third quarters of 2018, respectively, and increased \$1.7 million or 15.4% for the nine months ended September 30, 2018, compared to the nine months ended September 30, 2017. Primary contributors to the \$1.7 million increase were SBA and marine lending fees (up \$0.4 million compared to a year ago), losses and charge-offs related to robbery (up \$0.2 million), loan servicing costs (up \$0.3 million), director fees (up \$0.2 million), and other higher expenses related to the growth of the business.

(In thousands, except ratios)	Third	Second	Third	Nine Months Ended	
	Quarter	Quarter	Quarter	September 30,	
	2018	2018	2017	2018	2017
Noninterest expense, as reported	\$ 37,399	\$ 38,246	\$ 34,361	\$ 112,809	\$ 110,732
Merger related charges	482	695	491	1,647	6,105
Amortization of intangibles	1,004	1,004	839	2,997	2,397
Business continuity expenses - Hurricane Irma	—	—	352	—	352
Branch reductions and other expense initiatives ¹	—	—	(127)	—	4,321
Total adjustments	1,486	1,699	1,555	4,644	13,175
Adjusted noninterest expense ²	\$ 35,913	\$ 36,547	\$ 32,806	\$ 108,165	\$ 97,557
Adjusted efficiency ratio ^{2,3}	56.3%	57.3%	57.7%	56.9%	61.0%

¹Includes severance payments, contract termination costs, disposition of branch premises and fixed assets, and other costs to accomplish branch consolidation and other expense reduction strategies.

²Non-GAAP measure.

³Efficiency ratio is defined as (noninterest expense less foreclosed property expense and amortization of intangibles) divided by the net operating revenue (net interest on a fully tax equivalent basis plus noninterest income excluding securities gains).

Merger related charges were lower for 2018, totaling \$0.5 million and \$1.6 million for the third quarter and nine months ended September 30, 2018, respectively, compared to \$0.5 million for the third quarter and \$6.1 million for the nine months ended September 30, 2017, with most expenditures associated with either the First Green or GulfShore acquisitions in each year. In addition, branch consolidation and other expense initiatives for the nine months ended September 30, 2017 totaled \$4.3 million, including costs in the first quarter of 2017 related to a realignment of the executive team structure and expenses associated with a reduction in workforce initiative. Business continuity expenses related to Hurricane Irma were also incremental in 2017, adding \$0.4 million. Adjusted noninterest expense² (a non-GAAP measure, see table below for a reconciliation to noninterest expense, the most comparable GAAP number) was \$35.9 million and \$108.2 million for the third quarter and nine months ended September 30, 2018, respectively, decreasing \$0.6 million or 1.7% compared to the second quarter of 2018, increasing \$3.1 million or 9.5% compared to the prior year’s third quarter, and was \$10.6 million or 10.9% higher for the nine months ended September 30, 2018, compared to prior year.

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Seacoast management expects its efficiency ratios to continue to improve. The Company anticipates that the improvements to its processes and tools for commercial banking, investment in talent and tools for our enterprise risk management and technology functions, and further upgrades to our analytics and digital marketing capabilities, will help scale our organization appropriately, and will continue to deliver sustainable earnings growth prospectively. In the third quarter of 2018 we launched a large-scale initiative to implement a fully digital loan origination platform across all business units. This follows our successful roll-out of our fully digital mortgage banking origination platform. Our expense control initiative launched at the end of the second quarter of 2018, designed to reduce overhead and become more streamlined in our approach, will continue into 2019. We are targeting \$7 million in expense reductions in 2019 which will be reinvested in expanding bankers in Tampa and South Florida, installation of the fully digital platform, and development of digital direct fulfillment for small business lending. These investments will support growth and greater operating leverage into 2020.

Income Taxes

The Tax Reform Act, enacted by the U.S. Congress and signed by the President of the United States near the end of December 2017, had a significant impact on our deferred tax position and provision for taxes at year-end 2017. The new legislation resulted in additional provisioning of \$8.6 million during the fourth quarter of 2017 to reflect the decline in value of net deferred tax assets.

For the nine months ended September 30, 2018 and 2017, provision for income taxes totaled \$15.3 million and \$16.0 million, respectively. The Company's overall effective tax rate decreased to 23.0% for the first nine months of 2018 from 34.9% for the first nine months a year ago, reflecting the benefit of a lower federal rate the legislation provides, offset by a \$248,000 write down of deferred tax assets arising from measurement period adjustments on a 2017 bank acquisition recorded in the first quarter of 2018. Additionally, discrete benefits related to share-based compensation provided a tax benefit of \$732,000 for the nine months ended September 30, 2018, compared to \$702,000 for the nine months September 30, 2017.

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